

THE FRIENDS OF HOMOSASSA SPRINGS WILDLIFE PARK, INC.  
4150 S. Suncoast Boulevard, Homosassa, FL 34446

A Florida Not-for-Profit Corporation

BYLAWS

ARTICLE I  
PRINCIPAL OFFICE

The principle office of the Corporation shall be located at:  
4150 S. Suncoast Boulevard, Homosassa, FL 34446

ARTICLE II  
MEMBERS

1. GENERAL: The Corporation shall be composed of persons (individuals, partnerships or corporations) admitted to membership by the Board of Directors. All persons who are interested in the objectives of the Corporation shall be eligible for membership. The Corporation shall provide equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age or national origin.
2. MEMBERSHIP: All memberships are considered Individual and have one vote. The Board may modify the membership structure to conform to Federal, State, District and/or local laws. (Amended April 1, 2015)

The Board may modify the dues, rights and privileges that accompany each category.

ARTICLE III  
MEETINGS OF CORPORATE MEMBERS

1. GENERAL: An annual meeting of the members of the Corporation shall be held within sixty (60) days prior to the end of the fiscal year each year at such time and place as may be designated by the Board of Directors. Special meetings shall be held upon call of the President and/or by a majority of the Board of Directors. Notice of each annual or special meeting shall be communicated via email, and/or posted on the Friends Website and Facebook page, at least 30 days prior to the meeting. Notice of the annual meeting shall include an invitation to nominate members to the Board of Directors. (Amended April 1, 2012)
2. VOTING AND QUORUM: At all meetings of the Corporation each member shall be entitled to a vote. The total number of members in attendance at the annual meeting shall constitute a quorum for the transaction of lawful business, which may come before the meeting. (Amended April 1, 2012)

Robert's Rules of Order (Newly Revised) shall govern the conduct of meetings. A parliamentarian shall be appointed by the president to administer Robert's Rule of Order. The parliamentarian does not have to be a member of the board of Directors.

ARTICLE IV  
BOARD OF DIRECTORS

1. MEMBERS: The business and affairs of the Corporation shall be managed and controlled by the Board of Directors which shall consist of not less than seven (7) nor more than (20) persons, elected by the voting members from among their members. Directors shall serve a two (2) year term.
2. NOMINATING COMMITTEE: Not later than ninety (90) days before each annual meeting, the members of the nominating committee (consisting of three (3) voting members of the organization, at least one of who shall not be a current member of the Board) shall call for nominees to the Board of Directors. The committee shall present to the voting members at least thirty (30) days before the annual meeting, the names of the individuals it recommends for election to fill whatever vacancies may exist in the Board at that time. Additional nominations may be made by voting members in writing prior to, or at, the annual meeting.
3. VACANCIES: In case of any vacancies in the Board of Directors, the remaining Directors, by affirmation vote, may elect a successor to hold

- office for the unexpired term of the Director whose place shall be vacant. The President shall poll the Board members to determine whether the position shall be filled.
4. PLACE OF MEETINGS: The Board of Directors may hold their meetings at such place or places within the State of Florida as they may from time to time determine.
  5. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held quarterly or more frequently. Meetings of the Board of directors are open.
  6. SPECIAL MEETINGS: Special meetings of the Board of Directors shall be held whenever called by the President of the Corporation or at the request of two of its members. The Secretary shall give notice of each special meeting by contacting each Director at least forty-eight (48) hours before the meeting. Any Director may waive such notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.
  7. QUORUM: Fifty percent (50%) of the total membership of the Board of Directors shall constitute a quorum for the transaction of business.
  8. ELECTION OF OFFICERS: At the first regular meeting of the Board of Directors in each year held next after the annual meeting of the members of the Corporation, the Board of Directors shall elect the officers of the Corporation.
  9. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the officers of the Corporation. It shall meet on the call of the President or at the request of two or more of its members. The Executive Committee shall have the authority to act on operational matters not involving the creation or change of policy or the election of officers. Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business.
  10. ATTENDANCE: Any member of the Board of Directors who shall be absent from three consecutive scheduled meetings of the Board shall cease to be a member of the Board. The Board may vote to waive this requirement. To activate a waiver, the President shall call for a vote of the Board at the first meeting following the three absences. Each absence shall be addressed individually. (Amended April 1, 2012)

ARTICLE V  
OFFICERS

The general officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, to be elected by the Board of Directors. The term of office of each officer shall be for two (2) years and until a successor of such officer shall be elected and qualified. The President and Vice President of the Corporation shall not serve more than two (2) consecutive terms in the same office.

The retiring President and Vice President will not be eligible for re-election until two years after the end of his/her said elected term(s).

The officers of the Corporation shall be members in good standing of the Corporation. Upon election, officers shall become members of the Board of Directors.

The Board of Directors shall have authority to appoint such officers and agents as it may deem necessary who shall exercise such powers and perform such duties as the Board of Directors may determine from time to time.

ARTICLE VI  
DUTIES OF OFFICERS

The principal duties of the several general officers of the Corporation shall be as follows:

1. PRESIDENT: The President shall preside at all meetings of the Corporation and of its Board of Directors; shall have general supervision of the business and affairs of the Corporation, subject to the control of the Board of Directors; shall have all the powers and duties usually incident to the office of President in similar corporations; and shall perform such other duties as may be required by the Bylaws or the Board of directors.
2. VICE PRESIDENT: The Vice President, in the absence of the President, or in case of a vacancy in the office of President, shall perform the duties and exercise the powers of President.
3. SECRETARY: The Secretary shall have charge of the record of all meetings of the Corporation and of its Directors; shall make a report at the annual meeting of the Corporation; and shall perform such other duties as are usually incident to the office of Secretary in similar corporations and such as shall be required by the Bylaws or by the Board of Directors.

4. TREASURER: The Treasurer shall have custody of the monies of the Corporation and shall collect the same as prescribed by the Board of Directors; shall keep accurate accounts of all monies received by or on behalf of the Corporation; shall make reports thereon at the annual meeting of the Corporation and to the Board of Directors from time to time as required by the Board; and shall perform other duties as are usually incident to the office of Treasurer in similar corporations, or as required by the Board of Directors.

## ARTICLE VII COMMITTEES

The following are Standing Committees of the organization:

Education/Outreach Committee: Promotes, schedules, monitors and records wildlife outreach programs. Maintains liaison with Park wildlife personnel to insure safety and health of wildlife used for outreach.

Budget/Audit/Fundraising Committee: Reviews current expenditures and prepares annual budget for presentation to the Board of Directors; Plans and coordinates drives for presentation to, or as approved by, the Board of Directors. Provides guidance and resources as authorized by the Board of Directors.

Membership Committee: Receives, records and maintains membership information and performs such other related duties as may be assigned by the Board of Directors.

The President shall appoint a Chairperson for each Committee. Whenever possible, each committee will include participants from the general membership.

The Board may establish other committees, the function of which will be to plan, develop and/or implement actions consistent with the objectives of the Board of Directors.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. GENERAL: All checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer and by such other officers or agents or employees of the Corporation as may from time to time be designated by the Board of Directors. Except personal property other than securities all instruments of conveyance or real property and all

contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct and, in any event, they may be signed by any two (2) of the following officers, namely, the President, the Vice President, the Secretary or the Treasurer. The Board of Directors may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all paper and documents or to do other acts or things on behalf of the Corporation, including any required or appropriate in dealing with government authorities.

2. DEPOSITS: All funds of the Corporation shall be deposited as soon as possible to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
3. GIFTS: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of the Corporation.

#### ARTICLE IX CONFLICTS OF INTEREST

Should any member of the Corporation or of the Board of Directors declare a conflict of interest on any matter to be voted upon by the Corporation or by Board of Directors, he or she will be required to abstain from the vote. The Secretary will show such abstention in the minutes.

#### ARTICLE X SEAL

The Corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "State of Florida". The seal shall be kept with the Secretary of the Corporation.

#### ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in the same year.

ARTICLE XII  
AMENDMENTS

The Bylaws shall be subject to amendment by the vote of a majority of the voting members present at any annual or special meeting of the Corporation. Amendments may be proposed by any voting member or by the Board of Directors. An amendment proposed by a voting member must be submitted in writing to the Board of Directors at least ten (10) days prior to a regular meeting of the Board of Directors at which the Board of directors will make a recommendation on the proposed amendment. All proposed amendments and the recommendations of the Board of Directors will be transmitted in writing by the Secretary to the voting members of the Corporation concurrent with the notice of the annual meeting at which a vote on the amendments will take place.

ARTICLE XIII  
MEMBERSHIP LIST

The Membership List of names, addresses or other information about our members will not be sold, given out or loaned to any person or company asking for this information.

Adopted: January 15, 1991  
Amended: February 29, 1992  
Amended: March 20, 1993  
Amended: March 26, 1994  
Amended: April 10, 1999  
Amended: June 1, 2005  
Amended: March 17, 2007  
Amended: April 1, 2012  
Amended: April 1, 2015