

## **BYLAWS OF: OUR SANTA FE RIVER, INC.**

### **ARTICLE I – NAME AND PURPOSE**

**Section 1.1. Name.** This Corporation shall be known as: **OUR SANTA FE RIVER, INC.**

**Section 1.2. Purpose.** The purposes for which the Corporation is formed are exclusively educational and scientific, to wit:

- (a) To collect and disseminate information with the goal of protecting the waters and lands supporting the Floridan aquifer, springs and rivers within the State of Florida.
- (b) To promote public awareness pertaining to the ecology, quality, and quantity of the waters and lands adjacent to and supporting the Santa Fe River, including its springs and underlying Floridian aquifer.
- (c) To receive and administer funds for educational and scientific purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, person, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal of the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, or bylaws of the Corporation, or any laws applicable thereto.
- (d) Without limiting the generality of the foregoing, the primary purposes of the Corporation shall be for the purposes of education regarding ground water use in environmentally sensitive and agricultural areas along the waterways and including Florida's Santa Fe River; through presentations in public and private gatherings, in schools and universities; by participation in public dialogue and study groups, government agencies and task forces; and in participation in the formation of new ideas pertinent to these issues and defined above.

**Section 1.3 Restrictions.** The Corporation is subject to the following restrictions:

(a) The Corporation is organized exclusively for educational and scientific purposes. This Corporation shall not engage in any activities not permitted to be carried on by a Corporation exempt from federal income tax

(b) No part of the net earnings of the Corporation shall benefit any director, officer or employee of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or employee of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(c) Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to educational and scientific organizations which would then qualify under the provisions of Code Section 501 (c) (3) and the Regulations related to this code as they do not exist or as they may hereafter be amended.

## **ARTICLE II – MEMBERSHIP**

**Section 2.1. Members.** Members shall be individuals, organizations, institutions, and corporations as may be accepted from time to time in accordance with categories of membership and procedures established by the Board of Directors. Memberships shall run for one year from the date of payment.

**Section 2.2. Categories of Memberships and Membership Fee.** The Membership Fee shall be determined by the Board of Directors. Dues for a Lifetime Member shall be \$500.00 and shall be paid one time for continuous membership for the life of the member.

**Section 2.3. Change in Membership Fee.** Any change of the membership fee must be announced to the membership a minimum of thirty (30) days prior to the Annual Meeting.

## **ARTICLE III – ANNUAL MEETING OF THE MEMBERS**

**Section 3.1. Annual Meeting of the Membership.** The Annual Meeting of the Members for the purpose of electing directors and transacting any other business which may properly come before the meeting shall be held in middle of May of each year at a

time and place to be determined by the Board of Directors. If for any reason the Annual Meeting shall not be held within the month of May, such meeting may be called and held as a Special Meeting, and the same proceedings may be had thereat as an Annual Meeting; provided, however, that the notice of such meeting shall be the same as herein required for the Annual Meeting, namely, not less than thirty (30) days notice.

**Section 3.2. Notice of the Annual Meeting of the Membership.** At least thirty (30) days prior to the Annual Meeting of the Membership the board will notify members of the date, time and place of the meeting. Notification shall be in written and/or email forms of communication.

**Section 3.3. Notice of Meetings.** Written or printed notice stating the place, day and hour of the meeting, and in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days before the date of the meeting, either personally or by mail or email, by or at the direction of the Board of Directors.

**Section 3.4. Special Meetings.** Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Executive Committee of Board of Directors or by a majority vote of the Executive Committee of Board of Directors or by a majority vote of the Board of Directors and/or at the request of at least ten (10) Members.

**Section 3.5. Place of Meeting.** The Board of Directors may designate any place in the areas defined as within the Santa Fe River Basin in the state of Florida as the place of meeting for any Annual Meeting or for any Special Meeting of the Members. If no designation is made or if a Special Meeting is called, the place of the meeting shall be the principal office of the Corporation in the State of Florida.

**Section 3.6. Power to Elect the Board of Directors.** The Members of the corporation shall have the exclusive and sole power to elect the Board of Directors from a slate of nominees selected by the Board of Director's appointed Nominating Committee.

**Section 3.7. Rules Governing Meetings.** All meetings shall be governed by Robert's Rules of Order.

## **ARTICLE IV – VOTING**

**Section 4.1. Rules Governing Voting.** At any meeting of the members, 10% of the total membership establishes a quorum. Each member shall have one vote subject to any

restrictions in the Articles of Incorporation. One vote over 50% of the members voting carries a motion and shall be considered a majority vote.

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 5.1 General Powers.** The affairs of the Corporation shall be managed by the Board of Directors, except as otherwise provided by law, by the Articles of Incorporation for this corporation, and by elsewhere in these bylaws. Specifically stated powers of the Board of Directors include:

- (a) **Power to Elect Officers.** The Board of Directors shall nominate a President, a Vice President, a Secretary, and a Treasurer, which shall be voted on by members at the Annual Meeting. The term of office for Officers is one (1) year. All officers shall be Directors and, at the option of the board, two offices may be held by the same person, except the offices of president and vice president.
- (b) **Power to Appoint other officers and Agent.** The Board of Directors shall have power to appoint such other agents as the Board may deem necessary for the transaction of the business of the Corporation.
- (c) **Power to Fill Vacancies.** The Board of Directors shall have power to fill any vacancy in any office occurring for any reason whatsoever.
- (d) **Delegation of Powers.** For any reason deemed sufficient by the Board of Directors, it may delegate all or any of the powers and duties of any officer to any other officer for any individually identified transaction of business.
- (e) **Es-Officio Members.** The Board of Directors may, by resolution, from time to time appoint ex-officio members to the Board. Such ex-officio members shall have no voting rights or powers of a Director.
- (f) **Limiting Compensation of Board Members.** The Board of Directors may not be compensated for services provided as Directors of the Board, however, compensation may be allowed for reimbursement of expenses reasonably incurred by any director for the operation of the Corporation upon approval by the Board of Directors. Any Board Member who is retained for other services to be provided to the Corporation shall sign a Conflict of Interest statement annually.

**Section 5.2. Number and Qualification.** The number of directors of the Corporation shall not be less than five (5) or more than eleven (11). All elected Directors shall be Members of the Corporation.

**Section 5.3. Election.** Directors shall be elected at the Annual Membership Meeting by a vote of the majority of the Members present. Each Director elected shall hold office until the annual meeting held in the year in which his or her term expires and/or until a successor is elected and qualifies.

**Section 5.4. Term of Office.** The term of office for Directors is two (2) years. Directors shall be appointed at the regular Annual Meeting of the Members. Directors may serve unlimited consecutive two (2) year terms.

**Section 5.5. Removal.** Any Officer or Director may be removed by affirmative vote of a majority of the current Directors on the Board of Directors for failure to participate, non-performance of duties, or other cause deemed sufficient by the Board. A Director will be removed from the Board after three (3) consecutive absences from regular meetings, unless a leave of absence has been granted by the Board. A Director removed from the Board may apply to the Board for reappointment.

**Section 5.6. Vacancy.** Any vacancy occurring on the Board shall be filled by a majority vote of the Board of Directors. A Director or Officer elected to fill a vacancy shall be elected for the unexpired term of her or his predecessor in office.

**Section 5.7. Annual Meeting of the Board.** The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Members. Directors may participate telephonically as long as all members of the Board are able to participate simultaneously. Officers shall be elected at the Annual Meeting of the Board of Directors in a given year.

**Section 5.8. Meetings of the Board.** Any or all meetings of the Board of Directors of this Corporation may be held within or without the State of Florida. Regular or special meetings of the Board may be called by, or at least at the request of, the President, or by any four Directors. All meetings shall be governed by Robert's rules of Order unless agreed to by all of the Directors present. Directors may participate telephonically as long as all members of the Board are able to participate simultaneously.

**Section 5.9. Procedure.** It shall be the responsibility of a Nominating Committee, appointed annually by the Executive Committee (Officers) to present nomination of members of the Board of Directors prior to the Annual Membership Meeting and for presentation to the Members for voting at the Annual Membership Meeting; and to present the slate of officers to the Board of Directors at the Board meeting immediately following the annual meeting.

**Section 5.10. Notice of Annual Meeting of Board of Directors.** At least thirty (30) days prior to the Annual Meeting of the Board of Directors, written notice of the time and place of such meeting shall be mailed or emailed, as hereinafter provided, to each Director of the Corporation.

**Section 5.11. Delayed Annual Meeting of Board of Directors.** If, for any reason, the annual meeting shall not be held on the day so designated, such meeting may be called and held as a Special Meeting, and the same proceedings may be had as at an Annual Meeting, provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting.

**Section 5.12. Meetings of the Board of Directors.** The Board of Directors shall establish a regular schedule for its meetings to correspond to the workings of the Corporation for any given period of time. At a minimum the Board of Directors shall meet at least once every quarter.

**Section 5.13. Notice of Schedule of Regular Board Meetings.** The schedule for regular board meetings shall be posted on the corporation's website and emailed to each Director in a timely fashion.

**Section 5.14. Special Meetings of Board of Directors.** Special meetings of the Board may be called by the President or Secretary, who shall email copies of such notice to the last known email address of each director. No business not mentioned in the notice shall be transacted at such meeting unless all Directors are present and agree to the transaction of such business.

**Section 5.15. Notices of Mailing.** All notices required to be given by any provision of these bylaws shall be sent to the last known email address or mailing address if none.

**Section 5.16. Waiver of Notice.** Notice of the time, place and purpose of any meeting of the Board may be waived by any form of written communication either before or after such meeting has been held.

**Section 5.17. Quorum.** At every meeting of the Board of Directors, a quorum shall consist of one-half (1/2) of the current Directors serving on the Board. Unless otherwise specified in these bylaws, the majority vote of those Directors present at a meeting at which there is a quorum will prevail on all matters.

**Section 5.19. Informal Action by Directors.** Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by three-quarters (3/4) of the Directors and filed with the Minutes of the Corporation.

**Section 5.20. Actions of Directors.** Unless otherwise required herein, or by applicable Florida law, actions by the Directors at a meeting duly called shall be approved by a majority of the Directors.

**Section 5.21. Standard of Care.** A Director shall perform the duties of a Director in good faith in a manner such Director believes to be in the best interest of the Corporation, and with such care, including that of reasonable inquiry into matters affecting the organization, as an ordinary, prudent person in a like situation would use in similar circumstances.

## **ARTICLE VI – BOARD OF ADVISORS**

The Board of Directors shall have the authority to establish a non-managerial Board of Advisors to advise and promote the corporation.

## **ARTICLE VII – OFFICERS**

**Section 7.1. Titles.** The officers of the Corporation shall include a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also elect such other officers as it shall deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors, except as otherwise specifically provided in these bylaws.

**Section 7.2. Qualifications.** All officers shall be Directors and their term of office shall not in any event extend beyond such date as they for any reason cease to be members of the Board.

**Section 7.3. Election and Term of Officers.** The Officers of the Corporation shall hold office for a term of one year and until her/his successor is elected and qualifies.

**Section 7.4. Vacancies and Removal.** Vacancies among the Officers of the Corporation may be filled by vote of majority for the whole Board of Directors at any Annual, Regular or Special Meeting of the Board. Any officer or agent elected or appointed by the Board of Directors may be removed by majority vote of the Board when in the judgment of the Board the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.

**Section 7.5. President.** The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these bylaws. The

President shall, when present, preside at all meetings of the members and the Board of Directors, and shall be an Ex Officio voting member of all committees. She/he shall sign, with any other proper officer, and upon Board approval, instruments which may be lawfully executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, she/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7.6. Vice President.** The Vice President shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time such action was taken. The Vice President shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors.

**Section 7.7. Treasurer.** The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the discretion of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and provide upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall keep the financial records for the Corporation and shall make available all such records for any purpose as may be requested at any reasonable time. The Treasurer shall be responsible for rendering a state of the financial condition of the Corporation to the President and the Board of Directors at regular and special meetings and at any other occasion when such summary of record is necessary..

**Section 7.8. Secretary.** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. She/he shall give or cause to be given all notices required by law and by these bylaws. She/he shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require her/his signature an, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to her/him from time to time by the President or by the Board of Directors.

**Section 7.9. Absence or Disability of Officers.** In the event of the absence or disability of any Officer, the Directors may delegate her/his powers and duties for the time being to any other officer.

**Section 7.10. Other Employees or Agents.** The Directors may employ or authorize the employment of such advisors, agents, and employees as shall be considered necessary or advisable for the conduct of the affairs of the corporation and shall assign their duties and fix or approve their compensation.

**Section 7.11. Executive Director.** Should the Board of Directors employ an Executive Director that person shall be the chief operating officer of the corporation. The Executive Director shall exercise general supervision of the affairs of the corporation, and shall see to it that such affairs are conducted strictly in accordance with the Articles of Incorporation, these bylaws, and in accordance with the policies of the Board of Directors and the Executive Committee, and the instructions of the President, using the advice of the Executive Committee. The Executive Director shall select all employees of the corporation, and they shall serve at the Executive Director's pleasure. The Executive Director shall be responsible for carrying out the budget as approved by the Board of Directors. The Executive Director shall prepare the annual report and shall maintain the annual reports of the Corporation in such a manner to make them available to general public for inspection during regular business hours.

## **ARTICLE VIII – COMMITTEES**

**Section 8.1. Executive Committee.** There shall be an Executive Committee consisting of the President, the Vice President, the Treasurer, and Secretary. The President shall serve as the Chairperson of the Executive Committee. The Executive Committee may meet at stated times or on notice to all by any of their own number. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise the power of the Board in the management of the business and affairs of the Board, except that the Executive Committee shall not have the authority of the Board as to the following matters:

A. The dissolution, merger or consolidation of the corporation; the amendment of the Charter of the corporation; or the sale, lease or exchange of all or substantially all of the property of the corporation.

- B. The amendment or repeal of the bylaws, or the adoption of new bylaws.
- C. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

**Section 8.2. Nomination Committee.** Prior to the Annual Meeting of the Members, the President on behalf of the Executive Committee shall appoint a Committee to nominate persons for the Director positions becoming vacant.

**Section 8.3. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by the President and/or the Executive Committee.

**Section 8.4. Term of Office.** Each member of a Committee shall serve as such until the next Annual Meeting and until her/his successor is appointed, unless the committee shall be sooner terminated.

**Section 8.5. Chairperson.** Except as otherwise provided in these bylaws, one member of each committee shall be appointed chairperson by the person or persons authorized to appoint or elect the members thereof.

**Section 8.6. Vacancies.** Vacancies in the membership of any committee may be filled in the same matter as the incumbent member was appointed.

**Section 8.7. Quorum and Action of Committees.** Unless otherwise provided in the resolution designating a committee, a majority of the members on a committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE IX – BUDGET

**Section 9.1. Budget Process and Limitations.** The fiscal year for the Corporation shall be January 1 through December 31. A budget for each fiscal year shall be prepared by the Treasurer unless an Executive Director is employed in which case the budget shall be prepared by the Executive Director. In either case the preparation shall be done in consultation with the President and submitted for consideration of the Board of Directors no later than December 1 in the preceding fiscal year. A final budget shall be adopted prior to the beginning of each fiscal year. The budget may be amended by the Board of Directors from time to time throughout each fiscal year as circumstances may require.

**Section 9.2. Annual Financial Report.** An annual financial report shall be prepared by the Treasurer and/or Executive Director and submitted to the Board of Directors not later than December 31 of each year. Copies of each year's report will be housed with all other corporate records on an on-going basis and are to be made available to Directors and Members for any purpose at any reasonable time.

**Section 9.3. Endowment Funds.** The Board of Directors may establish an endowment fund for a specific purpose. The income from such fund shall be used annually for carrying out the purposes of the corporation. The corpus of such fund shall be preserved in perpetuity for the generation of income except in the following cases:

- A. Upon an order of a court of law to the contrary.
- B. Upon recommendation by vote of three-quarters (3/4) of the Board of Directors from two consecutive meetings.

This bylaw shall not be amended or deleted except in the cases specified above or in the addition of new endowment funds.

## **ARTICLE X – GENERAL PROVISIONS**

**Section 10.1. Seal.** The seal of the corporation shall be circular and shall bear the name of the Corporation and its date of incorporation.

**Section 10.2. Checks.** All checks, drafts or orders for the payment of money or notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or officers or other individual as the Directors may from time to time designate. In the absence of such designation by the Directors, such instruments shall be signed by the Treasurer.

**Section 10.3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 10.4. Gifts.** The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise of real or personal property for the general purposes or for any special purpose of the Corporation.

**Section 10.6. Audit of Books.** Once the annual budget of the Corporation reaches one hundred and fifty thousand dollars, effective January 1, 2017, the books and records of

the corporation shall be reviewed for each fiscal year by a certified public accountant or accountants to be selected each year by the Board of Directors; and the report shall be submitted to each member of the Board promptly after its completion. All book and records of the corporation may be inspected by any Director for any proper purpose at any reasonable time.

**Section 10.7. Corporate Records.** The corporation shall keep at such place as the Board of Directors may order, minutes of all meetings of its Board of Directors, of the committees of its Board of Directors, of the annual meetings, with time and place of holding, whether regular or special (and, if special, how authorized), the notice thereof given the names of those present at the meetings, and proceedings thereof.

**Section 10.8. Indemnity of Directors and Officers.** Subject to any restrictions in the charter of the Corporation or applicable law, the Corporation may by action of the Directors indemnify any Director or officer or former Director or officer of the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which she/he was made a party by reason of being or having been such Director or officer, except in relation to matters after which she/he shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. The Corporation may by action of the Directors provide at the expense for the Corporation insurance protection with respect to such indemnification of Directors or Officers of the Corporation as shall be permitted by applicable law and governmental regulations, including federal income tax laws and regulations regulating to the tax exempt status of the corporation and to the conduct of the affairs of the Corporation.

**Section 10.9. Conflict of Interest.** When a Director has a conflict of interest regarding a matter before the Board of Directors, the Director should disclose the conflict and should not vote on the matter.

**Section 10.10. Amendments.** These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative majority vote of the members present at any Annual Membership or Special Meeting at which a quorum is present, provided that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these bylaws.

## **ARTICLE XI – DISTRIBUTION UPON DISSOLUTION**

Upon dissolution of the Corporation, all assets shall first be applied and distributed pursuant to the Nonprofit Corporation Act, NMSA 1978, Sections 53-8-1 through 99. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, scientific, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more nonprofit domestic corporations, nonprofit societies or nonprofit organizations engaged in activities in furtherance of the purpose of the dissolving corporation, pursuant to a plan of distribution adopted in the Nonprofit Corporation Act.

## **CERTIFICATION OF SECRETARY**

**I certify that I am presently elected and acting secretary of Our Santa Fe River, Inc., a Florida not-for-profit corporation, and the above bylaws, consisting of pages one through thirteen are the Bylaws of the Corporation as approved as of May 26, 2021.**

**Michael Roth, Secretary  
Our Santa Fe River, Inc.**