

# Bylaws of the The Wakulla Spring Alliance

Adopted November 14, 2014; Amended January 16, 2015; October 25, 2019

## ARTICLE I

### NAME, MISSION, AND PURPOSES

1. **Name:** The name of the organization shall be the Wakulla Springs Alliance. It shall be a nonprofit organization incorporated under the laws of the State of Florida exclusively for educational and charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1954.
2. **Mission:** The Alliance is composed of concerned citizens, scientists, educators, and other professionals who are passionate about conserving, restoring, and protecting the ecological health of the Wakulla Springs and River, including their flow, water quality, biology, and cultural and recreational attributes.
3. **Purposes:**
  - a. Serve as an advocate for the Wakulla Springs and River ecosystems and the surface and ground watersheds that impact the springs and/or the river.
  - b. Support use of the best available science in managing the springs and river ecosystems and their surface and ground watersheds through research, education, and outreach to government officials and the public at large.
  - c. Work collaboratively with other organizations to encourage federal, state, and local government agencies to protect our local water resources from further decline with emphasis on Wakulla Springs.

## ARTICLE II

### DEFINITIONS

1. The **Board of Directors** (see Article VI) is a set of individuals elected at a general meeting of the members (see Article V) referred to in this document as the Board. Members of the Board of Directors are referred to in this document as Directors.
2. A **Board Meeting** is a meeting of the Board of Directors.
3. The **Executive Committee** consists of the Officers of the Alliance (see Article VIII.1.a).
4. A **General Meeting** is a meeting of the membership of the Alliance (see Article V).

5. The **Membership** is a set of individuals and corporations interested in furthering the purpose of the Alliance (see Article IV). A person or corporate entity within the membership is referred to in this document as a Member.
6. The **Wakulla Springs Alliance** is a scientific, non-profit organization consisting of a general membership and managed by a Board of Directors, referred to in this document as the Alliance.
7. An **Officer** is a Director elected to a position having duties as described in Article VII.

### **ARTICLE III**

#### **PRINCIPAL OFFICE**

The principal office of the Alliance, for transaction of business and receipt of mail, shall be the business office of the current Chair of the Alliance. Branch or subordinate offices may at any time be recommended by the Executive Committee and approved by the Board of Directors.

### **ARTICLE IV**

#### **MEMBERSHIP**

1. **Membership:** Any individual or group who supports the Alliance mission and purpose as stated in Article I and who is willing to assist the Alliance in its activities shall be eligible for membership. Membership shall be open to all persons regardless of race, creed, age, sex or nationality. Membership is granted by informing the Secretary of the Alliance and providing the member's contact information.
2. **Membership Dues:** There shall be no membership dues.
3. **Membership Roster:** The Secretary shall maintain a list of members and shall review and revise the list at least annually.
4. **Termination of Membership:** Membership may be terminated by any of the following means.
  - (a) By voluntary written resignation submitted to the Secretary;
  - (b) By resolution of the Board of Directors, without cause, or for any violation of these Bylaws, or other rules or regulations adopted by the Alliance. Such resolution shall be adopted by a majority vote of Directors attending a meeting of the Board at which a quorum is present. At such meeting the member shall be given the opportunity to be heard.
  - (c) The Secretary shall amend the membership roster to reflect all membership terminations.
  - (d) The resignation of a member does not relieve the member from any obligations that the member may have to the Alliance as a result of obligations incurred or commitments made before resignation.

5. **Member Liability:** No member shall be personally liable for any act, debt, liability, or obligation of the Alliance.

## ARTICLE V

### GENERAL MEETINGS

1. **Frequency of General Meetings:** The Alliance shall typically hold general meetings monthly at a time~~s~~ and place~~s~~ designated by the Board, except during those months when quarterly Board meetings are held (see Article VI.8). An annual general meeting shall be held in January to elect officers Directors and to receive the annual financial statement from the Treasurer (see Article VII.7.). The Board may schedule the annual meeting in another month if necessary.
2. **Other Meetings:** The Chair, a majority of the Board, or one-third of the Members may call a general meeting by a written request sent to any member of the Executive Committee (see article VIII.1.a.).
3. **Notice:** All Members shall be notified of any general meetings by mail or electronically at least fourteen days prior to the day of the meeting.
4. **Quorum:** One-third of the Members shall constitute a quorum at a general meeting.
5. **Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. No proxies shall be entertained.

## ARTICLE VI

### BOARD OF DIRECTORS

Subject to the limitations of these By-laws, Articles of Incorporation of the Alliance (if any), and the laws of the State of Florida, all corporate powers shall be exercised by or under the authority of the Board of Directors.

1. **Responsibilities and Number of Directors:** The board is responsible for overall policy and direction of the Alliance. The Board shall comprise 10 to 15 directors.
2. **Eligibility:** Directors shall be Members in good standing who have regularly attended general meetings of the Membership and Board meetings.
3. **Terms:** Directors shall serve two-year terms, staggered such that roughly half of the Directors are elected in any given year.
4. **Board Elections:** Directors shall be elected by a simple majority vote of the Members at the annual general meeting at which a quorum is present.
5. **Nominating Process:** A Nominating Committee, convened as set forth in Article VIII. 1.b., shall present to the Members at least fourteen days before the annual general meeting the

names of the individuals it recommends for election to fill vacancies on the Board. The Chair shall entertain additional nominations from the floor at the general meeting. All nominees must have given consent to their nomination prior to the election.

6. **Vacancies:** Vacancies arise when the minimum number of Director positions stipulated in Section V.1. are no longer filled due to resignation or removal of a Director. The Directors shall, by majority vote, elect an eligible Member to serve out the remaining term. The Secretary shall receive nominations from current Directors at least fourteen days in advance of the board meeting at which the vacancy will be filled. Nominations shall be sent to Directors with the regular board meeting announcement. These vacancies shall be filled only to the end of the particular board member's term.
7. **Termination of a Director:** A Director may be terminated from service on the Board by any of the following means.
  - a. By voluntary written resignation submitted to the Secretary;
  - b. By a two-thirds vote of the Members removing the Director, with or without cause, at a general meeting at which a quorum is present. Cause shall consist of not performing duties in a proper, ethical, or satisfactory manner as defined by §617.0830 F.S., or by taking action to the detriment of the Alliance. The Director facing removal must be notified in writing of the proposed removal at least fourteen days prior to the Board meeting at which action is to be taken.
  - c. Any director terminated from service on the Board by resignation or removal is required by law to turn over to the Board of Directors within 72 hours any and all records of the corporation in his or her possession (§617.0808(1)(g) F.S.). If a director who is terminated does not relinquish his or her office or turn over records as required under this section, the Board of Directors may seek a summary order from the Circuit Court of Leon County requiring the director to relinquish his or her office and turn over corporate records (§617.0808(1)(g) F.S.).
8. **Regular Board Meetings:** Regular Board meetings shall be held at least quarterly. Directors shall be notified of any changes to the time or date of a regular Board meeting orally, by mail, or electronically at least two days prior to the meeting.
9. **Special Board Meetings:** The Chair of the Alliance or at least three other Directors may call a special Board meeting. The Secretary shall give notice to each Director of such special Board meeting, orally, by mail, or electronically, at least seven days prior to the meeting.
10. **Quorum:** Forty percent of the Directors shall constitute a quorum for the transaction of business at a Board meeting. Directors may participate in a Board meeting in person, by telephone, or by electronic communication. Directors may request a temporary leave of absence of up to six months during the year. If approved by the Board at the next meeting, the Director on leave will not count towards determining the number of members required for a quorum.

11. **Compensation:** No Officer, Director, or Member shall receive any salary for their services to the Alliance. Expenses for attendance at Alliance meetings or activities may be paid upon majority vote of the Board. Alliance Members may be paid an honorarium or stipend for specific tasks and expenses incurred for any studies or services contracted for by the Board.
12. **Liability of Directors:** A Director of the Alliance shall not be personally liable for monetary damages to any person, corporation, or other entity for any statement, vote, decision, or failure to take an action, regarding organizational management or policy unless, a) the Director breached or failed to perform his duties as a Director or Officer and b) the breach or failure to perform meets the conditions of §617.0834(1)(b) F.S.
13. **Liability Insurance:** The Board shall have the authority to purchase and maintain insurance on behalf of any Director, Officer, representative, employee, or agent of the Alliance against any liability incurred by him/her in any such capacity or arising out of his/her status as Director, Officer, representative, employee, or agent.
14. **Indemnification of Directors, Employees, and Agents:** To the extent and in the manner permitted by the laws of the State of Florida (§§617.0831; 607.0850 F.S.), the Alliance shall indemnify any person who was or is a party, to any proceeding, other than an action by or in the right of the Alliance, by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Alliance, against expenses paid in settlement.
15. **Conflict of Interest:** A conflict of interest may exist where a Director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director, or general partner. Where a possible conflict of interest exists, the Director with the conflict shall ensure that the material facts of the transaction are known or disclosed to the Directors or Members who authorize, approve, or ratify the transaction pursuant to the provisions of §617.0832 F.S. This Director shall abstain from voting on any such actions where a potential conflict of interest may exist.

## ARTICLE VII

### OFFICERS

1. **Officer Positions:** The Officers of the Alliance shall be a Chair, Vice Chair, Secretary, and Treasurer. The Board shall have authority to appoint such other Officers and agents as it may deem necessary who shall exercise such powers and perform such duties as the Board may determine from time to time.
2. **Eligibility of Officers:** All officers shall be Directors.
3. **Election of Officers:** Officers shall be elected for a one-year term of office by a simple majority vote of the Directors at the first regular meeting of the Board following the annual general meeting at which a quorum is present.
4. **Nominating Process:** A Nominating Committee, convened as set forth in Article VIII.1.b, shall present to the Board of Directors at least fourteen days before the regular meeting at

which the election of Officers is to take place the names of the individuals it recommends for election to fill Officer positions on the Board. The Chair shall entertain additional nominations from the Officers present at the meeting. All nominees must have given consent to their nomination prior to the election.

5. **Termination of an Officer:** An Officer may be terminated from service on the Board by any of the following means.
  - a. By voluntary written resignation submitted to the Secretary, pursuant to §617.0842 F.S.
  - b. The Board may remove an Officer, with or without cause, by a vote of no less than two thirds of the Directors at a meeting at which a quorum is present.
6. **Vacancy:** In case of any vacancy in any office, the Board by a majority vote at a meeting at which a quorum is present may elect an eligible successor to hold the office for the remainder of the term. The Secretary shall receive nominations from current Directors at least fourteen days in advance of the board meeting at which the vacancy will be filled. Nominations shall be sent to Directors with the regular board meeting announcement.
7. **Duties of Officers:** The principal duties of the Officers shall be as follows:
  - a. **Chair:** The Chair shall provide general supervision of the business of the Alliance, subject to the control of the Board; shall convene and preside at all general meetings and Board meetings; shall request agenda topics prior to each meeting and distribute an agenda to the Board no less than seven days prior to a meeting; and shall perform such other duties as may be required by these Bylaws or the Board. The Chair shall consult with the Board prior to stating an Alliance position on any policy or issue.
  - b. **Vice Chair:** The Vice Chair, in the absence of the Chair, or in case of a vacancy in the office of the Chair, shall exercise the powers of the Chair; and shall perform such other duties as may be required by these Bylaws or the Board.
  - c. **Secretary:** The Secretary shall keep and authenticate all corporate records of the Alliance as detailed in Article IX., with the exception of accounting records which shall be maintained by the Treasurer; shall prepare the Alliance's annual report to the Department of State pursuant to §617.1622 F.S.; and shall perform such other duties as required by these Bylaws or the Board.
  - d. **Treasurer:** The Treasurer shall maintain custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide; shall keep a record of all monies and other property of the Alliance and shall disburse same under direction of the Board as specified in Article X.2; shall be responsible for filing all federal tax forms annually; shall keep full and accurate accounting records as specified in Article IX.1.h.; shall prepare and present a written financial statement to the Board at each quarterly meeting as well as a written annual financial statement at the annual general meeting, including a balance sheet as of the end of the quarter/fiscal year and a statement of operations for the quarter/year; shall make the quarterly and annual reports available to Members upon written request; shall make such additional written reports as

may be directed by the Board; and shall perform such other duties as required by these Bylaws or by the Board.

## ARTICLE VIII

### COMMITTEES

1. **Standing Committees:** There shall be two standing committees of the Alliance: (1) an Executive Committee and (2) a Nominating Committee. The board may commission additional standing committees as needed, such as fundraising, public relations, data collection, etc., shall adopt formal charges for such committees, and shall appoint all committee chairs.
  - a. **Executive Committee:** The Executive Committee shall consist of the Officers of the Alliance. It shall perform acts that further policies set by the Board, as specifically directed by the Board, but shall not make new policies without the formal approval of the Board. As provided in Article X.2., it also may approve certain expenditures. It shall meet on the call of the Chair or at the request of two or more Executive Committee members. Three members shall constitute a quorum for the transaction of business.
  - b. **Nominating Committee:** Not later than sixty days before each general meeting the Board shall appoint a nominating committee of three Members of the Alliance who are in good standing. The committee shall implement the nominating processes for the election of Directors by the Membership and the election of Officers by the Directors as set forth in Article VI.5. and Article VII.3. respectively.
2. **Ad Hoc Committees:** The Board may appoint ad hoc committees as needed to complete discrete projects or tasks. Each such committee shall be given a formal charge by the Board and shall cease to function upon completion that charge.
  - a. **Ad Hoc Audit Committee:** The Board shall appoint an ad hoc audit committee as needed pursuant to Article X.5.

## ARTICLE IX

### CORPORATE RECORDS

1. **Records to be Maintained:** The Alliance shall keep as records:
  - a. Minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by the Executive Committee of the Board of Directors in place of the Board of Directors on behalf of the Alliance for the past three years;
  - b. A record of its Members in a form that permits preparation of a list of the names and addresses of all Members in alphabetical order;

- c. Its Articles of Incorporation or restated articles of incorporation and all amendments to them currently in effect;
  - d. Its Bylaws and all amendments to them currently in effect;
  - e. Written communications to all Members within the past three years, including the financial statements furnished for the past three years under §617.1605 F.S.
  - f. A list of the names and business street, or home if there is no business street, addresses of its current Directors and Officers.
  - g. Its most recent annual report delivered to the Department of State under §617.1622 F.S.
  - h. Accurate accounting records of all income and expenditures as required under §617.1605 F.S.
2. **Format:** Records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.
  3. **Member Access:** Members of the Alliance are entitled to inspect and copy the records of the Alliance pursuant to the requirements of §§617.1602 and 617.1603 F.S.
  4. **Public Access:** Corporate information shall be made available to the public as detailed in §617.1623(1) F.S.

## **ARTICLE X**

### **FINANCES**

1. **General:** Except as the Board may authorize in some other manner, all checks, drafts, and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name of the Alliance by the Treasurer and by such other Officers as may be designated by the Board. All agreements shall be signed by such Officers or agents as the Board may direct. The Board may authorize and empower one or more Officers or agents of the Alliance to execute and deliver any documents or to do other acts on behalf of the Alliance.
2. **Authorized Expenditures:** The Treasurer shall pay current expenditures for the administration of the Alliance as stipulated in the annual budget or by vote of the Board. Expenditures greater than \$300 must be approved in advance by the Executive Committee.
3. **Deposits:** All funds of the Alliance shall be deposited to the credit of the Alliance.
4. **Gifts:** Only the Board shall have authority to accept on behalf of the Alliance any contribution, gift, bequest, or device for any purpose.



5. **Audits:** There shall be an internal audit at the change of Treasurer and at such other times as the Board may determine. An ad hoc audit committee of three members of the Board shall be selected by the Board to oversee such audits.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Alliance shall begin January 1 and end December 31.

## **ARTICLE XII**

### **REGISTERED AGENT AND ARTICLES OF INCORPORATION**

The Secretary shall serve as registered agent for the Alliance corporation and perform all tasks necessary to maintain the Alliance's Articles of Incorporation and its status as a nonprofit corporation in the State of Florida pursuant to Chapter 617 F.S.

## **ARTICLE XIII**

### **DISSOLUTION**

Action to formally dissolve the Alliance corporation shall require an affirmative vote of sixty percent of the currently appointed members of the Board. Upon dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the Federal Government, or to one or more state or local government agencies as determined by the Board of Directors.

## **ARTICLE XIV**

### **AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION**

The Board shall have the authority to amend or repeal the Bylaws and Articles of Incorporation, in whole or in part. Any Member in good standing may propose amendments. All proposed amendments shall be submitted in writing to the Board, at least ten days prior to a meeting of the Board at which the Board will make a decision on the proposed amendment(s).