



Bylaws of The Friends of Topsail Hill Preserve State Park, Inc.

ARTICLE I - NAME

This organization is incorporated in the state of Florida and is known as the Friends of Topsail Hill Preserve State Park, Inc. It also is known as Friends of Topsail Hill Preserve State Park and maintains a domain name on the internet (i.e. Topsail Park Friends.) For the rest of this document it will be referenced as FOTHSP.

ARTICLE II - MISSION

FOTHSP is a 501 (c)(3) organization and Citizen Support Organization (CSO), as defined and regulated by the Florida Department of Environmental Protection Agency. It is the mission of the FOTHSP to promote community involvement and enhance the park visitor experience at Topsail Hill Preserve State Park and support the park's daily operations as well as its education and conservation efforts.

ARTICLE III – NO DISCRIMINATION, PRIVATE BENEFIT OR POLITICAL ACTIVITIES

- A. Membership shall not be denied to anyone because of age, race, religion, color, national origin, disability, ethnic group, gender, marital status, sexual orientation, veteran's status or political service or affiliation. Nor will the FOTHSP sponsor, support or participate in any activity or with any organization which engages in such practices.
- B. No part of the net earnings of this association will inure to the benefit of or be distributable to its members, Board of Directors or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the mission set forth in Article II hereof unless there is a conflict of interest.
- C. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the associations shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Notwithstanding any other provision of these articles, the FOTHSP shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an association to which contributions are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV – MEMBERSHIP

- A. Membership in the FOTHSP is available to anyone who supports the organization mission, objectives and goals, fills out a membership application and pays membership fees. Membership fees are nonrefundable.
- B. Membership fees are determined annually by the Governing Board of Directors. Any increases in fees have to be approved by the general membership at the annual membership meeting.
- C. Membership is good from the day the membership fee is received until the end of the same month in the following year.

ARTICLE V – BOARD OF DIRECTORS AND COMMITTEES

The function of the Board of Directors shall be to formulate organizational policies, procedures and programming that furthers the FOTHSP's mission. Meetings and business will be conducted if there is a quorum present.

- A. Board of Directors
 - 1. The Board of Directors of the FOTHSP shall be elected.
 - 2. The Board of Directors will have a minimum of three and no more than nine members. Officers are President, Vice President, Secretary and Treasurer. Other Board members are at-large members.
 - 3. Elected Board of Directors have a term of two years.
 - 4. Board of Directors must be a current paid member of the FOTHSP.
 - 5. Vacancies will be filled by the President with the approval of the Board of Directors.
- B. Committees
 - 1. All committee chairpersons must be a current paid member of the FOTHSP.
 - 2. The President will determine the need for particular committees. Chairpersons of the Committees will be appointed by the President, with approval of the Board of Directors.
 - 3. The President may create, rename or delete standing committees with the approval of the Board of Directors.
 - 4. Standing committee Chairpersons are required to attend Board of Directors meetings when a report is needed. They may attend all Board of Directors meetings but are not required to. The chairpersons are nonvoting members of the Board of Directors.

ARTICLE VI - MEETINGS AND QUORUMS

- A. Unless otherwise designated, an annual meeting of the FOTHSP General Membership shall be held each year and announced to general membership via email and Facebook. Membership meetings can be held more frequently at the discretion of the President. Minutes from said meetings will be posted on the FOTHSP website for viewing. Motions pass with a simple majority of the members present.
- B. The FOTHSP Board of Directors shall meet monthly on dates set at the beginning of the Board of Directors year by the Board of Directors. Meeting dates can be changed based on circumstances. No votes or business will occur unless a quorum is present. Computer conferencing can be allowed for scheduled meetings as deemed necessary by the President. Minutes from the Board of Directors meetings will be made available on the FOTHSP website after they have been voted on at the following Board of Directors meeting. If a general member wishes to attend the Board of Directors meeting they must request permission to attend in writing at least one week before the scheduled meeting.
- C. Minutes from all Board of Directors and General Membership meetings are to be kept for permanent record (forever). The secretary oversees the storage of these.
- D. A vacancy in the office of President shall be assumed by the Vice President.
- E. Should a vacancy occur in the Board of Directors, other than President, the President, with approval of the Board of Directors shall appoint someone to fill the vacancy.

ARTICLE VII – ELECTIONS AND TERMS OF OFFICE

- A. Election - The election of the Board of Directors shall be held at the Annual General Membership meeting every other year. A plurality vote of the members voting will elect. Any tie shall be resolved by the President's vote.
- B. Term of Office - Newly elected Board of Directors shall assume their duties at the beginning of the month following the election.
- C. Board of Director terms are 2 years.

ARTICLE VIII – BYLAWS COMMITTEE

- A. The Bylaws will be reviewed every five years. Any amendments will be approved and voted on per Article XV.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the latest revised edition of Robert's Rules of Order shall guide the FOTHSP in all cases wherein they do not conflict with the By-Laws, Articles of Incorporation, Florida State Parks CSO Handbook, Conflict of Interest Policy of the FOTHSP or county, state, federal law.

ARTICLE X – FINANCES

- A. Income
 - 1. This fund is composed of membership dues as well as donations, net proceeds of all fundraising activities and grants.
 - 2. Membership fees - established by the Board of Directors and approved by the general membership.
 - 3. Specified donations will only be spent on designated even if it carries over into future fiscal years. Unspecified donations go into the general fund.
 - 4. Grants – funds from grants will only be spent on designated items specified in grant proposal. Treasurer and President will oversee the disposition of grant funds to ensure all requirements of grant are met.
- B. Financial obligations
 - 1. The President and Treasurer will serve as the signatories on the bank account.
 - 2. Bank credit cards issued to and used by Officers only. Board approval required for purchases over \$500, if not a line item in current approved budget.
 - 3. Transparency of accounts – The FOTHSP will maintain transparency with its members and the public by the Treasurer including in their monthly Board of Directors report the previous month's beginning and ending balance of the FOTHSP bank account as well as total expenses and total income.
 - 4. Records longevity – for simplicity all financial records will be kept for seven years. After seven years only the actual federal tax return and Florida filing as well as minutes will be kept. All supporting documents will be purged after the completion of the seventh year.
- C. Contracts, Grants and other Writings - Except as otherwise provided by resolution of the Board of Directors or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President or other persons to whom the FOTHSP has delegated authority to execute such documents in accordance with policies approved by the Board of Directors and within the established policies of the Florida State Parks Service.
- D. Loans - No loans shall be contracted on behalf of the FOTHSP and no evidence of indebtedness shall be issued in its name unless authorized by resolution approved by a two-thirds majority of the Board of Directors. Such authority may be general or confined to specific instances.
- E. Fiscal Year – The fiscal year of the FOTHSP is Jan 1 through Dec 31.
- F. Expenditures – Expenditures of funds over \$500, and not a line item in the current approved budget, requires approval by the Board.
- G. Gifts – FOTHSP reserves the right to decline any financial commitment, gift, or bequest and the right to determine how a gift will be credited and/or recognized. The FOTHSP will pay no commissions or finder's fees for directing a gift to the FOTHSP.

ARTICLE XI – INDEMNIFICATION

- A. Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

- B. Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- C. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- D. Indemnification of Agents and Employees. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board of Directors or by contract.

ARTICLE XII – CONFLICT OF INTEREST POLICY

The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the corporation’s interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board of Directors delegated powers.

ARTICLE XIII - CODE OF ETHICS AND WHISTLEBLOWER POLICY

- A. Purpose - FOTHPSP requires and encourages directors and officers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of FOTHPSP to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation’s goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.
- B. Reporting Violations - If any director or officer reasonably believes that some policy, practice, or activity of FOTHPSP is in violation of law, a written complaint must be filed by that person with the Vice President or the Board of Directors President.
- C. Acting in Good Faith - Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.
Retaliation - Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of FOTHPSP and provides the FOTHPSP with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. FOTHPSP shall not retaliate against any director or officer who in good faith, has made a protest or raised a complaint against some practice of FOTHPSP or of another individual or entity with whom FOTHPSP has a business relationship, on the basis of a reasonable belief that the practice is in violation of a law, or clear mandate of public policy. FOTHPSP shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of FOTHPSP that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.
- D. Confidentiality - Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- E. Handling of Reported Violations - The Board of Directors President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board of Directors and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, staff or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIV – DISSOLUTION AND FINAL DISPOSITION OF FUNDS

- A. Upon dissolution of the FOTHPSP, the remaining funds and assets, after all outstanding debts have been paid, shall be disposed of by the Board of Directors at the time, to Topsail Hill Preserve State Park. In the event of park closure then the remaining funds and assets shall be disposed of to one or more organizations which shall be exempt from taxes pursuant to the provisions of Section 501 (c)(3) of the Internal Revenue Code.
- B. Any such assets not so disposed of shall be disposed of by the Walton County Court exclusively for such purposes or to such organizations as the Court shall determine which are organized and operated exclusively for such purposes. If this nonprofit association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Walton County Court, upon petition therefore by the Florida Attorney General.
- C. Before dissolution process is started the Board of Directors must have a meeting with Park Manager, approve it at Board of Directors meeting and the general membership must approve it at a physical meeting scheduled with at least 30 days notice via email. Votes from General Members who cannot attend may be submitted via email. The Board of Directors will ensure that all steps in the CSO Handbook as well as those required by Federal, State and Local laws are met prior to starting and during the dissolution process.

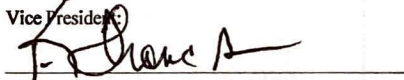
ARTICLE XV – AMENDMENTS, REVISIONS AND ADOPTION

- A. No amendment shall be made to these Bylaws which would cause the FOTHSP to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- B. No amendment may automatically affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of Directors at a Board of Directors meeting.
- C. All amendments must be consistent with the Articles of Incorporation.
- D. Any and all proposed amendments to the Bylaws must first be presented and approved by a majority vote at a Board of Directors meeting. Then the proposed amendments to the Bylaws shall be presented to the general membership one month before the annual General Membership meeting and made available for examination by the general membership on the FOTHSP website.
- E. A proposed amendment shall be voted upon at the annual general membership meeting following its presentation and will be adopted by majority vote of the members present at the meeting. Mail in votes from current members, received by date of the annual General Membership meeting, will be allowed.
- F. If a revision of the bylaws is being done (more than one or two small changes) then the draft revised bylaws must be presented to the Board of Directors and then discussed and voted on. Upon approval it is then presented to the General membership to be discussed and voted on at the annual General Membership meeting.
- G. In the event that any provision of the Bylaws shall be deemed illegal or contrary to IRS, Florida State law or Florida State Parks policy, such portion shall be changed administratively and does not have to be resubmitted for Board of Directors or General Membership approval. General membership will be notified via email of any such change.
- F. Adoption - The Bylaws shall become effective upon Board of Directors approval and the adoption by a majority of the voting members present at the Annual General Membership meeting. The adoption of these Bylaws supersedes and nullifies any prior Bylaws.

President:



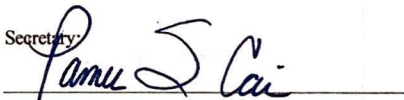
Vice President:



Treasurer:



Secretary:



Revisions made October 4, 2020

Date adopted by Board of Directors:

Date adopted by General Membership:

Signed by Officers on

REVISIONS WERE MADE FROM THE 2017 BYLAWS THAT ARE ATTACHED TO THIS DOCUMENT