

## 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 FOTHPSP.

### ARTICLE II - MISSION

- A. It is the mission of the FOTHPSP 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.
- B. FOTHPSP supports Topsail Hill Preserve State Park, in Walton County, Florida which is a part of the Florida State Parks so while business is conducted primarily in Walton County, Florida all funds and efforts of the FOTHPSP will remain in Florida or the United States.
- C. FOTHPSP is also a Citizen Support Organization (CSO), as defined and regulated by the Florida Department of Environmental Protection Agency.
- D. FOTHPSP is a not for profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. This includes operating for such purposes as to generate and employ additional resources and support of, and in the best interest of the preserve and state park, through volunteer projects, special programs, special events, outreach programs, communications, special exhibits, interpretive programs, and fund raising, to augment existing state park funding. To assist in maintaining, enhancing or expanding areas of the park and visitor services identified by the Park Management Plan, the Park Manager or the Division.
- E. FOTHPSP shall do all things and transact all business which any person or individual may lawfully do, not inconsistent with the rights and purposes of a not for profit corporation. Provided, however, the corporation shall not engage in any activities prohibited under chapter 617, Florida statutes including, without limitation, those activities expressly prohibited under section 617.0505, Florida statutes.

### 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 FOTHPSP 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 FOTHPSP 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 FOTHPSP 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 in the FOTHPSP is voluntary and shall include five categories:
  1. Student – open to any student in primary, secondary schools or college. Student members may attend meetings. However, they do not have a vote at general membership meetings. They may also volunteer for FOTHPSP and receive any additional benefit the Park Manager or the Florida State Parks may choose to give members of the FOTHPSP. But they may not serve as a Committee Chairperson or as a Board of Director. To resign their membership, a student member may simply not renew their membership upon expiration.
  2. Individual – open to anyone who has paid the annual membership fee. Members may vote at general membership meetings, volunteer for the organization and if over 18 may serve as a Committee Chairperson or as a Board of Director. To resign their membership an individual member has to notify the FOTHPSP in writing or not pay the membership renewal fee when his or her membership expires.
  3. Family – open to anyone residing at the same address and has paid the annual family membership fee. A family membership is entitled to one vote at general membership meetings. All family members may volunteer for the organization, receive any additional benefit the Park Manager or the Florida State Parks may choose to give members of the FOTHPSP and if over 18 may, serve as a Committee Chairperson or as a Board of Director. To resign their membership, a family member has to notify the FOTHPSP in writing or not pay the membership renewal fee when their membership expires.
  4. Business – open to any business that doesn't jeopardize the 501(c)(3) status of the FOTHPSP and has paid the business membership fee. A business member is entitled to one vote at the general membership meetings. All employees of a company with a business membership may volunteer for the organization and receive any additional benefit the Park Manager or the Florida State Parks may choose to give members of the FOTHPSP. However, they may not serve as a Committee Chairperson or as a Board of Director unless they are also individual members. To resign their membership a business member has to notify the FOTHPSP in writing or not pay the membership renewal fee when their membership expires.

## **ARTICLE IV – MEMBERSHIP (cont.)**

5. Honorary – An honorary membership is given by the President with Board of Directors approval and is good for one Board of Directors fiscal year. Honorary members may attend general membership meetings. However, they do not have a vote. They may also volunteer for FOTHPSP but may not serve as a Committee Chairperson or as a Board of Director.
- C. 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.
- D. Membership is good from the day the membership fee is received until the end of the same month in the following year.
- E. Termination of Membership – FOTHPSP membership may be terminated if:
  1. Membership fees are not paid before current membership expires. Renewal notices are sent at least 30 days prior to expiration.
  2. A member is found by the Board of Directors to be violating the rules, purposes or mission of the FOTHPSP. In which case the member in question will be invited to the next Board of Directors meeting to present their case before final decision is made by the FOTHPSP Board of Directors and approved by the Board of Directors at the same meeting.

## **ARTICLE V – BOARD OF DIRECTORS AND ADMINISTRATION**

- A. The FOTHPSP Board of Directors shall consist of the elected Board of Directors and the Chairpersons of all Standing and Special Committees. The function of the Board of Directors shall be to formulate organizational policies, procedures and programming that furthers the FOTHPSP's mission. Meetings and business will only be conducted if there is a quorum present. In the event there is an even number of Board of Directors present at a Board of Directors meeting the President will abstain from voting and only vote in case of a tie. Quorum for Board of Directors meetings is a simple majority or one over half the number of Board of Directors. Vacant positions do not count towards quorum. Committee Chairpersons of all Standing and Special Committees are nonvoting members of the Board of Directors.
- B. Board of Directors
  1. The Board of Directors of the FOTHPSP shall be elected.
  2. The Board of Directors will have a minimum of three and no more than nine members.
  3. The elected Board of Directors shall be President, Vice-President, Secretary, Treasurer, Communications Director, Fundraising Director and Projects Director.
  4. Elected Board of Directors have a term of two years and may serve a maximum of three (3) consecutive terms on the Board of Directors after which they must take a one year hiatus before they are eligible to serve again on the Board of Directors.
  5. Board of Directors must be able to attend at least 9 of the 12 regularly scheduled Board of Directors meetings and must be a current paid member of the FOTHPSP.
  6. The Board of Directors is an advisory body to the President. They shall meet regularly upon the call of the President for the purpose of advising the President and ensuring all policies and programming further the mission of the FOTHPSP and maintains the FOTHPSP charitable 501 (c)(3) tax exempt status as well as supports the Park Management Plan.
  7. Meetings will only be conducted if there is a quorum present. Quorum for Board of Directors meetings is a simple majority or one over half the number of Board of Directors. Vacant positions do not count towards quorum.
  8. Vacancies will be filled by the President with the approval of the Board of Directors.
- C. COMMITTEES -
  1. All committee chairpersons must be a current paid member of the FOTHPSP.
  2. Standing Committees:
    - a. The Standing Committees will be Special Events, Grant Development, Membership, Website/Social Media, Flyers, Camp Store, Breakfast with a Ranger, Enhancement Projects and Dirty Friday.
    - b. Chairpersons of the Standing Committees will be appointed by the President, with approval of the Board of Directors.
    - c. The President may create, rename or delete standing committees with the approval of the Board of Directors.
    - d. Standing committee Chairperson 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. They are nonvoting members of the Board of Directors and do not impact quorum.
    - e. The term of a Standing Committee Chairperson is one two year term and they may not serve more than two (2) consecutive terms in the same position without Board of Directors approval.
    - f. When holding Committee Meetings, Chair will only vote in case of a tie.
  3. Special Committees:
    - a. May be appointed by the President for a specific purpose and shall cease to exist after its purpose is accomplished.
    - b. Shall present a final report to the Board of Directors of Directors which will become a part of the permanent records of the FOTHPSP
    - c. Shall attend Board of Directors of Directors meetings as required by the President, in a non- voting capacity and therefore do not impact quorum.

## **ARTICLE VI – DUTIES OF BOARD OF DIRECTORS**

- A. President
  1. Oversees all operations of the FOTHPSP
  2. Serves as the official spokesperson of the FOTHPSP
  3. Leads the Board of Directors in performing its duties and responsibilities and assures all activities of the Board of Directors and the FOTHPSP further the FOTHPSP's mission and doesn't jeopardize the FOTHPSP's charitable status or CSO status with the Florida State Parks.

## ARTICLE VI – DUTIES OF BOARD OF DIRECTORS (cont.)

4. Presides over and sets agenda for all Board of Directors and general membership meetings.
5. Is a voting member of the Board of Directors except for when there is an even number of Board of Directors present at a meeting. In this case abstains from voting and only votes in case of a tie.
6. Assures all federal and state required filings are taken care of annually prior to established deadlines. (IRS, Incorporation, State Parks etc.)
7. Meets with the Park Manager regularly per the CSO handbook
8. Prepares and files required reports with Florida State Parks prior to established deadlines.
9. Ensures all purchases made are pre-approved, that there are funds available in the budget and that receipts are turned in to the Treasurer in a timely fashion.
10. Is ex-officio member of all committees except Nominations committee unless outgoing.
11. Holds Board of Directors orientation at the beginning of Board of Directors year.
12. Fills vacancies as needed with Board of Directors approval
13. Shall appoint all Standing and Special Committee Chairpersons with Board of Directors approval.
14. Serves as signatory on bank accounts along with Treasurer and Vice President.
15. Signs all contracts or designates appropriate Board of Directors to sign.
16. Maintains access to all forms of communication for the organization to include mailbox, email account, website and all social media accounts.
17. Maintains a continuity book to be handed over to Board of Directors within two days of end of term for predecessor.
18. Attends all meetings of the FOTHPSP
19. Maintains familiarity with IRS 501(c)(3) guidelines, FOTHPSP bylaws and Florida State Parks CSO Handbook.
20. Along with Fundraising Director hires all staff with Board of Directors approval
21. Works with Treasurer to ensure proper insurance coverage is maintained.
22. Performs the duties of a vacant Board of Directors or divides their duties amongst the other Directors
23. Along with Treasurer, assures bonding coverage is maintained annually

### B. Vice President

1. Serves as President in absence of President
2. Serves as signatory on bank accounts along with President and Treasurer
3. In the absence of President and Secretary will access the mailbox
4. Assists President with preparing and filing any reports for Florida State Parks prior to established deadlines.
5. Oversees the Special Events Committee and serves as Committee Chair if the position is vacant.
6. Chairs the Bylaws committee and assures bylaws are reviewed every five years.
7. Is ex-officio member on all committees.
8. Attends all Board of Directors and general membership meetings and serves as a voting member.
9. Ensures all purchases made are pre-approved, that there are funds available in the budget and that receipts are turned in to the Treasurer in a timely fashion.
10. Assists president and organization with duties as needed
11. Oversees the Special Events committee and serves as Committee Chair if position is vacant
12. Maintains a continuity book to be handed over to Board of Directors within two days of end of term for predecessor.
13. Maintains familiarity with IRS 501(c)(3) guidelines, FOTHPSP bylaws and Florida State Parks CSO Handbook.
14. Conducts and maintains annual inventory to be completed before end of each fiscal year. Works with appropriate Board of Directors and Committee Chairpersons to keep it up to date.

### C. Treasurer

1. Balances checking account and provides monthly report to Board of Directors and general members of account status
2. Prepares annual budget to present to Board of Directors in November and present to general membership for vote in December
3. Conducts mid-year budget update in June for Board of Directors vote
4. Serves as signatory on bank accounts along with President and Vice President
5. Assists President with financial preparations for annual tax filings prior to established deadlines.
6. Maintains and prepares financial records for yearly audit by outside nonprofit accountant
7. Maintains all financial records for 10 years. On 11<sup>th</sup> year will purge all supporting documents and keep only the actual tax return.
8. At end of term hands over all files to next Treasurer.
9. Maintains access to the Square and QuickBooks accounts
10. Maintains Florida State Charitable Organization/ Tax Exemption Certificates.
11. Serves on all fundraising committees and attends all fundraising events.
12. Chairs annual and mid-year budget committees. Makes sure both are completed in accordance with Article XI.
13. Along with Fundraising Director maintains access with Square.
14. Attends all Board of Directors and general membership meetings and serves as a voting member.
15. Assists president and organization with duties as needed
16. Oversees the Grant Development committee and serves as Committee Chair if position is vacant

## ARTICLE VI – DUTIES OF BOARD OF DIRECTORS (cont.)

17. Maintains a continuity book to be handed over to Board of Directors within two days of end of term for predecessor
18. Maintains familiarity with IRS 501(c)(3) guidelines, FOTHPSP bylaws and Florida State Parks CSO Handbook.
19. Conducts an annual audit of the camp store
20. Along with the President ensures proper insurance coverage is maintained.
21. Ensures all purchases made are pre-approved, that there are funds available in the budget and that receipts are turned in.
22. Along with President assures bonding coverage is maintained annually

### D. Secretary

1. Attends and takes minutes of all Board of Directors and general membership meetings and serves as a voting member. Makes minutes available after they've been approved for posting on website.
2. Oversees storage of all Board of Directors and general membership minutes for permanent (forever) record.
3. Maintains access to FOTHPSP mailbox and email account along with President
4. Assures mailbox bill is paid annually
5. Sends out reminders about Board of Directors meeting date time and location.
6. Checks FOTHPSP mailbox at least once a week
7. Checks FOTHPSP email account daily. Forwards out emails to relevant Board of Directors or Committee Chairperson and responds to any inquiries on behalf of the FOTHPSP.
8. Ensures all purchases made are pre-approved, that there are funds available in the budget and that receipts are turned in to the Treasurer in a timely fashion.
9. Writes and sends all correspondence on behalf of the FOTHPSP including thank you notes for all donations.
10. Maintains a current copy of Bylaws, Articles of Incorporation, Conflict of Interest policy and any other governing policies and documents.
11. Oversees the Membership committee and serves as Committee Chair if position is vacant.
12. Assists president and organization with duties as needed
13. Maintains a continuity book to be handed over to Board of Directors within two days of end of term for predecessor.
14. At end of term turns over all files to next secretary.
15. Maintains familiarity with IRS 501(c)(3) guidelines, FOTHPSP bylaws and Florida State Parks CSO Handbook.

### E. Communications

1. Oversees all public communication and advertising of FOTHPSP and assists Topsail Hill Preserve State Park staff with advertising that meets Florida State Park established guidelines, of park programs, activities and events as needed.
2. Oversees Website/ Social media and Flyers committees and serves as Committee Chair if position is vacant
3. Meets with Park staff regularly to ensure all publicity is approved and/ or meets Florida State Park standards.
4. Updates press regularly, at least monthly, of activities going on within the park.
5. Ensures the annual website hosting and domain name bills are paid on time.
6. Ensures all purchases made are pre-approved, that there are funds available in the budget and that receipts are turned in to the Treasurer in a timely fashion.
7. Assists president and organization with duties as needed
8. Attends all Board of Directors and general membership meetings and serves as a voting member.
9. Maintains a continuity book to be handed over to Board of Directors within two days of end of term for predecessor
10. Maintains familiarity with IRS 501(c)(3) guidelines, FOTHPSP bylaws and Florida State Parks CSO Handbook.
11. Maintains access to all forms of communication for the organization to include mailbox, email account, website and all social media accounts.

### F. Fundraising Director

1. Oversees all fundraising events and campaigns of the FOTHPSP
2. Makes sure all fundraising is done in a manner consistent with the FOTHPSP mission and doesn't jeopardize the FOTHPSP's charitable tax exempt status and the CSO status with the Florida State Parks.
3. Assures all donors are sent thank you notes by secretary.
4. Assists the President with hiring of any staff, with Board of Directors approval, payroll, payroll taxes and sales taxes that are associated with the Camp Store.
5. Along with the Treasurer maintains access to the square account.
6. Ensures all purchases made are pre-approved, that there are funds available in the budget and that receipts are turned in to the Treasurer in a timely fashion.
7. Assists president and organization with duties as needed
8. Attends all Board of Directors and general membership meetings and serves as a voting member
9. Maintains a continuity book to be handed over to Board of Directors within two days of end of term for predecessor
10. Oversees the Camp Store and Breakfast with a Ranger committees and serves as Committee Chair if position is vacant
11. Maintains familiarity with IRS 501(c)(3) guidelines, FOTHPSP bylaws and Florida State Parks CSO Handbook.

## **ARTICLE VI – DUTIES OF BOARD OF DIRECTORS (cont.)**

### **G. Projects Director**

1. Checks in regularly with the President for updates on enhancement or beautification project needs at the park.
2. Oversees the Enhancement Projects and Dirty Friday committees and serves as Committee Chair if position is vacant
3. Assists the Enhancement Projects and Dirty Friday committees with anything they may need (i.e. volunteer recruitment, purchasing of supplies etc.)
4. Assists president and organization with duties as needed
5. Ensures all purchases made are pre-approved, that there are funds available in the budget and that receipts are turned in to the Treasurer in a timely fashion.
6. Attends all Board of Directors and general membership meetings and serves as a voting member
7. Maintains a continuity book to be handed over to Board of Directors within two days of end of term for predecessor
8. Maintains familiarity with IRS 501(c)(3) guidelines, FOTHPSP bylaws and Florida State Parks CSO Handbook.
9. Maintains a prioritized list of enhancement and beautification projects within the park.

## **ARTICLE VII - MEETINGS AND QUORUMS**

- A. Unless otherwise designated, an annual meeting of the FOTHPSP General Membership shall be held each year in December on a date set by November 1st 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 FOTHPSP website for viewing. At any General Membership meeting, a quorum shall consist of the voting members present. Motions pass with a simple majority of the members present.
- B. The FOTHPSP Board of Directors shall meet monthly on dates set at the beginning of the Board of Directors year by the Board of Directors. A majority, one over half, of the Board of Directors shall be considered a quorum at Board of Directors meetings. No votes or business will occur unless a quorum is present. Minutes from the Board of Directors meetings will be made available on the FOTHPSP 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. Special meetings –
  1. General Membership – May be called by a majority vote of the Board of Directors or by 20% of the general membership. The request for a special meeting shall include a statement of the purpose of the meeting, the topics to be discussed and the date, time, and place of the meetings. At least 15 days' notice should be allowed prior to the meeting date to allow for notification via email. Email votes may be conducted for general membership as long as they do not pertain to elections, initial annual budget and removal of a Board of Directors or amendments to bylaws. Email votes require a simple majority to be approved and are to be recorded in the Board of Directors minutes the next month.
  2. Board of Directors–All attempts to conduct business will be made to conduct it at regularly scheduled Board of Directors meetings. However, there are times when business can't wait until the next Board of Directors meeting. In these limited cases a special meeting may be called by the President or the Vice President in the absence of the President and scheduled for a time when quorum is available. If a time is not available for quorum to be available and the business cannot wait until the next regularly scheduled Board of Directors meeting then an email vote may be allowed. Record of email vote will be included in next month's Board of Directors minutes.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS COMMITTEE**

- A. Nomination Committee
  1. The Chairman of the Nominations Committee shall be appointed by the President and shall with the assistance of the outgoing President (if applicable) or other outgoing Board of Directors and two general members, form the nominating committee.
  2. The Nominating Committee is a Special Committee and will be introduced to the General Membership in October.
  3. The Nominating Committee shall meet in November to prepare a slate of nominees for presentation at the General membership meeting in December.
  4. The Nominating Committee will ensure all candidates meet the requirements in the CSO handbook and are willing to meet all the requirements set in the FOTHPSP bylaws.
  5. The Nomination Committee will present, with the candidate's approval, at least two candidates in good standing for each office, whenever possible.
  6. FOTHPSP Members may nominate a candidate for office up until, or from the floor at the December Annual General Membership meeting.
- B. Election
  1. The election of the Board of Directors shall be held at the December 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.
  2. Ballots will be prepared, distributed, collected and counted by the Nominating Committee.
  3. If the slate of candidates is running unopposed an oral vote for acclamation will be held and considered binding.
- C. Term of Office:
  1. Newly elected Board of Directors and appointed Standing Committee Chairpersons shall assume their duties January 1.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS COMMITTEE (cont.)**

2. The January Board of Directors meeting shall be attended by the outgoing and incoming Board of Directors and Standing Committee Chairpersons.
3. Board of Directors shall serve a term of two years.
4. A vacancy in the office of President shall be assumed by the Vice President.
5. 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 IX – BYLAWS COMMITTEE**

- A. The Bylaws will be reviewed every five years. Any amendments will be approved and voted on per Article XVII.
- B. The Bylaws Committee is a Special Committee and is chaired by the Vice President and will consist of the President, Vice President and one other Board of Directors or Standing Committee Chairperson.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

The rules contained in the latest revised edition of Robert's Rules of Order shall guide the FOTHPSP 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 FOTHPSP or county, state, federal law.

## **ARTICLE XI – FINANCES**

- A. Income
  1. This fund is composed of membership dues as well as donations, net proceeds of all fundraising activities (including camp store) and grants. This money shall primarily be for charitable purpose and furthering the FOTHPSP mission. While there is not an official percentage from the IRS as to how much of a budget has to be spent on charitable endeavors versus administrative costs, all efforts will be made to keep administrative costs down so that the majority of FOTHPSP funds are spent on its charitable mission and purpose.
  2. Membership fees - established by the Board of Directors and approved by the general membership.
  3. Donations –
    - a. Unspecified – will be put in to budget and divided amongst budget line items
    - b. Specified – will only be spent on items it was specified for even if it carries over in to future fiscal years
  4. Fundraising activities – net proceeds will be put in to budget and divided amongst budget line items
  5. Fundraising partnerships – net proceeds will be put in to budget and divided amongst budget line items unless designated for a specific purpose.
  6. Grants – funds from grants will only be spent on 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 Treasurer along with the President will assist the nonprofit accountant by providing whatever files needed and necessary for the accountant needs to conduct annual audit and filing taxes yearly.
  2. Treasurer will work with President to ensure whatever statements and files are needed to be filed with Florida annually are done so on time.
  3. A minimum bank account balance of \$100 will be maintained at all times.
  4. The President and Treasurer will serve as the signatories on the bank account along with the Vice President.
  5. Transparency of accounts – The FOTHPSP 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 FOTHPSP bank account as well as total expenses and total income. Board of Directors reports are a part of minutes and those are posted on the FOTHPSP website. The Treasurer will also ensure the annual budget, annual tax return, annual list of donors and 501(c) (3) application are available online as well.
  6. Records longevity – for simplicity all financial records will be kept for ten years. After ten 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 tenth year.
- C. Budget Committees
  1. Annual Budget committee – The Annual Budget committee will meet in November to have budget voted on by Board of Directors and General Membership in December. The Annual Budget committee is chaired by the Treasurer and consists of the President, Vice President and one other Board of Directors or Director or Standing Committee Chairperson.
  2. Mid-Year Budget committee – The Mid-Year Budget committee will meet in May to have updated budget voted on by Board of Directors in June. The Mid Year Budget committee consists of the Treasurer (chair), Vice President and one other Board of Directors or Standing Committee Chairperson.
- D. 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 FOTHPSP 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.
- F. Deposits - All funds of the FOTHPSP not otherwise employed shall be deposited within three business days to the credit of the FOTHPSP in such banks, trust companies, or other depository as the Board of Directors or a designated committee of the Board of Directors may select.
- G. Loans - No loans shall be contracted on behalf of the FOTHPSP 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.
- H. Fiscal Year – The fiscal year of the FOTHPSP is Jan 1 through Dec 31.

#### **ARTICLE XI – FINANCES (cont.)**

- I. Expenditures - Any expenditure not listed as a line item in the approved budget and not exceeding one thousand (1,000) dollars may be approved by a majority vote of the Board of Directors. Any expenditure exceeding one thousand (1,000) dollars not listed as a line item in the approved budget shall be voted on by Board of Directors and the General Membership; approval being authorized by a majority vote.
- J. Bonding – FOTHSP shall maintain bonding on all Board of Directors and employees either through insurance or special bonding.
- K. 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.
- L. Inventory –
  - 1. An annual inventory will be conducted before the end of each FOTHSP fiscal year.
  - 2. Inventory will be conducted and maintained by the Vice President who will work with appropriate Board of Directors and Committee Chairpersons to keep it up to date. Items \$50 in value or greater will be tracked.
  - 3. Camp Store inventory of all items for sale is conducted annually and reconciled with the FOTHSP point of sale and accounting systems.
- M. Audit – FOTHSP will have an audit of accounts conducted annually by a nonprofit accountant that is not a member of the FOTHSP.

#### **ARTICLE XII – 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 XIII – 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 XIV – COUNTERTERRORISM AND DUE DILIGENCE POLICY**

- A. In furtherance of its exemption by contributions to other organizations, domestic or foreign, FOTHSP shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.
- B. Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US. Based Charities” is not mandatory, FOTHSP willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.
- C. FOTHSP shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

#### **ARTICLE XV - CODE OF ETHICS AND WHISTLEBLOWER POLICY**

- A. Purpose - FOTHSP requires and encourages directors, officers and employees 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 FOTHSP 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, officer, staff or employee reasonably believes that some policy, practice, or activity of FOTHSP 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.
- D. Retaliation - Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of FOTHSP and provides the FOTHSP 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. FOTHSP shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of FOTHSP or of another individual or entity with whom FOTHSP has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear

**ARTICLE XV - CODE OF ETHICS AND WHISTLEBLOWER POLICY (cont.)**

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.

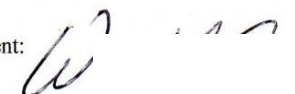
- E. Confidentiality - Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- F. 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 XVI – 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 XVII – AMENDMENTS, REVISIONS AND ADOPTION**

- A. No amendment shall be made to these Bylaws which would cause the FOTHPSP 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; and,
- 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 FOTHPSP 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 at the October regularly scheduled Board of Directors meeting and then discussed and voted on at the November Board of Directors meeting. Upon approval it is then presented to the General membership in November to be discussed and voted on at the annual General Membership meeting in December.
- 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.
- H. 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: 

Date adopted by Board of Directors: December 8, 2016

Date adopted by General Membership: January 14, 2017

Signed by Officers date: January 30, 2017