

Save Our Creeks, Inc.  
S O C  
BY LAWS

Adopted June 1990  
Amended June 2002  
AMENDED JUNE 2006  
AMENDED AUG. 18, 2012

ARTICLE I  
NAME AND PURPOSE OF ORGANIZATION

The name of this not for profit organization (corporation) shall be

SAVE OUR CREEKS, INC.

SAVE OUR CREEKS is a non-profit organization made up of interested citizens, groups, and other organizations or agencies devoted to the general purpose of conservation of the natural resources of the State of Florida. Specifically the purposes are to conserve, maintain and protect the waters, air, soil, wildlife, historic and architecturally significant structures, flora, and fauna and other natural resources of Southwest Florida, the state of Florida and of the United States of America.

SAVE OUR CREEKS is committed to the research, study or management of appropriate resources, to the promotion and the dissemination of educational and scientific information pertinent to the preservation, protection and enhancement of those resources, and the cooperation and engagement with all having the same or similar objectives.

ARTICLE II  
SELECTION OF ACTIVITIES

The Board of Directors shall select issues for study, consensus, and action that are consistent with the purposes and policies of the organization.

ARTICLE III  
TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. A Board of Directors who shall be members of the organization shall manage the business, property and affairs of this organization. The board shall be composed of not less than five (5) or more than eleven (11) and shall always be an uneven number.

Section 2. Each Director must be an adult at least 18 years of age, a resident of the State of Florida or have continuous and ongoing connections to Florida and a person with a demonstrated commitment to

the purposes of the Corporation. Each member of the Board of Directors shall have demonstrated a record of strong involvement in one or more of the following disciplines:

- A. Environmental Advocacy
- B. Demonstrated Support of the Settlement Agreement
- C. Knowledge, experience, education or training in areas of concern to the organization.

Section 3. Election to the Board of Directors shall be made by membership at the annual Membership Meeting.

Section 4. Board of directors shall serve a term of one-year.

Section 5. When a director is unable to complete his or her term, the board shall elect a replacement.

Section 6. The board of directors may remove an officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. A director may be removed when the best interests of the organization will be served thereby. Such removal may result from a two-thirds (2/3) vote by the body electing the board member to his or her term. A member may be removed by the board of directors as follows: at any meeting to which the removed member was invited, consideration of the reasons for removal were given, subject member was allowed to respond, and upon a vote of not less than two-thirds (2/3) of the number of board of directors serving at that time. A board member who fails to attend 3 or more board meetings in a fiscal year may be removed by a majority vote of the board.

Section 7. No proxy shall be allowed at board meetings, however directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. A majority of the board shall be members who are available during the summer months.

Section 9. The board shall determine the frequency of meetings, but there shall be no less than four annually, one of which may be the annual membership meeting.

Section 10. Only the board or those specifically authorized by it may act in the name of the organization. No Board member or office may speak for the organization without the specific agreement of the board. No director shall represent personal views as being those of the Organization, unless the Board has endorsed the same view. Directors shall not invoke the authority of the Board or Organization or their position within the Organization, with respect to actions that are not undertaken as part of their official duties or responsibilities.

Section 11. The presence of one-third (1/3) of the total board seats shall constitute a quorum for the transaction of business. After a quorum has been established at a meeting, subsequent absence of Directors, so as to reduce the number of those entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof, provided that at least one-third of the voting Directors remain present. The filling of board vacancies may take place without a quorum, when the number of board members is

insufficient for a quorum. All actions shall be by majority vote unless otherwise indicated in these bylaws.

Section 12. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Board or it's officers. Such resignation shall take effect at the time specified therein, or if no time is specified, then as of the date of delivery. No acceptance of such resignation shall be necessary to make it effective.

Section 13. If any dispute arises over the calling or conduct of any meeting the Board shall have the power to resolve the dispute.

Section 14. Delegated rights. At its will and pleasure the board may appoint an Executive Director and Executive Secretary or any other designee, paid or voluntary who may constitute required personnel to carry out the business affairs and implement the policies of the organization. The board may compensate such persons even if they are members of the Board but that compensation may not continue past the date of the next Annual Meeting unless so specified.

## ARTICLE V MEMBERSHIP

Membership in this organization shall consist of individuals who subscribe to the purposes and policies of the corporation and who further qualify by the payment of any annual fee or donation. In addition, other organizations that support the policies and purpose of the group may similarly join the organization. Such an organization may have a representative who shall exercise one vote on behalf of the organization. The Board of Directors shall establish membership categories and fees. Any new members shall be added to the membership after Board approval. A member whose dues have lapsed may be reinstated with Board approval.

## ARTICLE VI OFFICERS

Section 1. The officers of the Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer. The term of office shall be one year starting with election by the board of directors at the time of the Annual Membership Meeting or as soon thereafter as practical. There shall be no automatic succession to any office vacancy by an incumbent officer.

Section 2. The Board shall have the power to appoint other officers as deemed necessary for transaction of business and to fill vacancies as they occur.

Section 3. President of the Board. The President fills the role of Chairperson of the meetings of the Board of Directors. The President also serves on the Executive Committee. The President may represent the organization at public or legal events or hearings or by letter, provided that the message so presented has been approved by the Board of Directors.

Section 4. Vice-President of the Board. The Vice-President of the Board shall, in the absence of or at the request of the President of the Board, function as the chairperson at meetings of the Board of Directors. The Vice-President serves on the Executive Committee.

Section 5. Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall perform all the duties commonly incident to such office. The Secretary shall have care and custody of the valuable papers and documents of the organization. All documents of the organization are property of the organization. At the direction of the Board, the secretary may be responsible for correspondence of the organization. The Secretary serves on the Executive Committee. The Secretary stands in as chair when both the President and Vice-President are not available.

Section 6. Treasurer. The Treasurer shall take charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable to the Organization and deposit monies in the name of the Organization in the banks, trust companies, or other depositories as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in the sum and with the surety or sureties that the Board of Directors determines. The Treasurer shall, if requested by with the Board, arrange for an independent audit for the financial accounts of the Organization. Not later than four months after the close of each fiscal year, the Treasurer shall ensure that the following financial records have been prepared and are maintained in the registered office a balance sheet showing in reasonable detail the financial condition of the Organization as of the close of its fiscal year and an income statement showing the results of operation through the close of the Organization's fiscal year. The Treasurer serves on the Executive Committee.

## ARTICLE VII COMMITTEES

Each of the committees hereinafter set forth shall constitute standing committees of the Board of Directors. Each committee must be chaired by a member of the Board of Directors. Members in good standing may serve on committees as approved by a majority vote of the Board.

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The Executive Committee may act on behalf of the Board on issues requiring attention between regular board meetings. All actions of the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum, and in every case an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action.

Section 2. Nominating Committee. The board shall appoint a nominating committee. The Nominating Committee shall:

1. develop the methodology for seeking new member of the Board of Directors;
2. solicit and receive applications for new members of the Board,
3. develop criteria and evaluate the applicants;

4. annually or more frequently as needed recruit and present the names and qualifications of the nominees(s) to the Board for their consideration and vote, and

5. recruit and present the names and qualifications of the nominees to the Board to fill vacancies as they occur.

Section 3. Other Committees. By resolution adopted by the majority of Board, the Board may designate additional committees from time to time. Each committee shall have the purpose as provided in the resolution establishing such committee except that no such committee shall have the authority to:

1. Fill vacancies on the Board or any committee thereof, or otherwise appoint or remove any member of any such committee or any officer or Director; or;
2. Take any action requiring a two-thirds vote of the Board under the Articles of Incorporation or the Bylaws;
3. Amend, adopt or repeal these Bylaws.

Section 4. Dissolution or Removal: Any committee created under these Bylaws or by resolution of the Board shall serve at the pleasure of the Board, and a member thereof may be removed, or the entire committee dissolved, with or without cause, by a majority vote of the entire board.

## ARTICLE VIII MEETINGS

### Section 1. Membership Meetings

- a. An Annual Membership Meeting shall be held at a time and place to be determined by the Board of Directors.
- b. Written notice shall be delivered to all members not less than ten (10) or more than sixty (60) days before the date of the meeting.
- c. Special membership meetings shall be called by the board at the request of 10% (ten per cent) or more of the membership.
- d. A quorum for membership meeting shall be the presence of (one-third) 1/3 of the members whose dues are current. The board of directors shall have authority to act for the membership concerning all matters pertaining to the business of SOC when a quorum is not present at a membership meeting. Proxy forms approved by the board shall be allowed.

### Section 2. Board of Directors Meetings

- a. Meetings of the board of directors shall be held at the board's discretion. All meetings are open to attendance by the membership.
- b. The board of directors may take action without a meeting upon agreement of two-thirds (2/3) of the directors. Presentation of material and vote for such action shall be by written, electronic or telephonic means. The secretary shall supervise and duly record and authenticate agreement, presentation of material, vote and outcome, which shall be incorporated into the minutes of the next board meeting.

## ARTICLE IX FINANCIAL ADMINISTRATION

Section 1. The Board of Directors shall establish the Corporation's fiscal year.

Section 2. The board has authority to open bank accounts and regulate withdrawals there from.

Section 3. Unless otherwise specified, all monies received by the organization will be deposited with the Treasurer. All financial records shall be kept by the treasurer who shall report at each meeting.

Section 4. The board may authorize committees or persons in charge of special events to make expenditures for related purposes out of monies designated in connection with these activities. Periodically the balance shall be passed to the Treasurer for deposit. In such cases the balance should be accompanied with a statement show the full amount of receipts and the details of disbursements the treasurer may make advances to committees or persons when authorized by the Board.

#### ARTICLE X RULES OF ORDER

Authority is conferred by the bylaws, articles of incorporation and statutes of the State of Florida.

#### ARTICLE XI CONTRIBUTIONS

Members of the organization, individuals and or organizations who are not members may make contributions to the corporation (organization) in cash or in kind. In kind contributions valued at over \$500 shall be approved in advance by the Board

#### ARTICLE XII AMENDING BYLAWS

Section 1. Proposed Amendments to these bylaws shall be accepted by a majority of the board before being voted on by the Membership.

Section 2. Proposed Amendments shall be delivered to the members not less than ten (10) days or more than sixty (60) days before a duly called Membership Meeting.

Section 3. A two-thirds majority of those members present in person or by proxy shall be required for the adoption of bylaw amendments. If no quorum of membership is present at a duly called membership meeting, then a two-thirds (2/3) vote of the board of directors shall be required for the adoption of bylaw amendments.

#### ARTICLE XIII DISTRIBUTION OF ASSETS

Debts of the corporation shall be paid or resolved by Board approval prior to dissolution of the corporation.

#### ARTICLE IX CONFLICT OF INTEREST

Section 1. Conflict Defined: A conflict of interest may exist when the interests or activities of any Director or committee member may be seen as competing with the interests or activities of the

Organization or when a Director or committee member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Disclosure Required: Any possible conflict of interest shall be disclosed as promptly as possible to the Board of Directors by the person concerned.

Section 3. Abstinance from Vote. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board or its appropriate committee and such person shall not vote on the matter. However, this person may be counted in determining the presence of a quorum.

Section 4. Absence from Discussion: Unless requested to remain present during the meeting, the person having the conflict of interest shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

Section 5. Interest of a Director in Transactions. No contract or other transaction shall be permitted between the Organization and its Directors, if such contract or other transaction would constitute an act of self-dealing or otherwise contravene any of the requirements of the governing law, Articles of Incorporation or these Bylaws.

Section 6. No contract or other transaction between the Organization and one or more of its Directors or committee members, or any other corporation, firm associated or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because such Director or Directors or committee members are present at the meeting of the Board (or committee thereof) which authorized, approves, or ratifies such contract or other transaction or because their votes are counted for such purpose if:

a) The fact and material aspects of such Director's or committee member's relationship or interest are disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or other transaction by a vote or consent sufficient for the purpose without counting the vote or consent of any interested Directors; or

b) The fact and the material aspects of such Director's or committee members' relationship or interest are disclosed or known to the Directors entitled to vote and they authorize, approve, or ratify such contract or other transaction by vote or written consent; or

c) The contract or other transaction is fair and reasonable as to the Organization at the time it is authorized by the Board or committee. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board (or committee thereof) which authorizes, approves, or ratifies such contract or other transaction.

End of bylaws 2012