

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE BYLAWS.
(FOR PRESENT TEXT SEE EXISTING BYLAWS)**

**AMENDED AND RESTATED
BY-LAWS
OF
THE FRIENDS OF BAREFOOT BEACH PRESERVE, INC.**

GENERAL. These are the Amended and Restated Bylaws of The Friends of Barefoot Beach Preserve, Inc., hereinafter “The Friends”, a corporation not-for-profit organized under the laws of Florida for the purposes described in the Articles of Incorporation of The Friends. All prior Bylaws are hereby revoked and superseded in their entirety.

1.0 PRINCIPAL OFFICE. The principal office of The Friends shall be at such place within the county as the Board of Directors may determine.

2.0 MEMBERS: The rights of membership are subject to the payment of yearly dues set by the Friends. Payment of dues or any amount above that amount set by the Friends constitutes membership for one year from the date of payment.

2.01 Membership in the Friends entitles her or him to the privileges and honors of the organization in addition to the right to vote, elect officers, and hold office in the organization.

2.1 ANNUAL MEETING. There shall be an annual meeting of the members in each calendar year. The Annual meeting shall be held in Collier or Lee County each year during February or March at a day, place and time designated by the Board of Directors, for the purpose of recognizing Friends’ volunteers and showcasing plans and projects of the Friends and electing new officers.

2.2 NOMINATIONS. Recommendations for officers are solicited from the members of the Friends in the fall newsletter. Voting takes place by proxy ballot in the January newsletter.

2.3 REGULAR BOARD MEETINGS. Members may attend the regular Board meetings.

2.4 EXECUTIVE BOARD MEETINGS. The Executive Board shall meet before the regular Board meetings.

3.0 BOARD OF DIRECTORS. The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, Education Chair, a Docent Chair, Fundraising Chair, County Liaison Chair, Financial Oversight Chair, Membership Chair, Newsletter Chair, Website Chair, Trail Chair, Garden Chair, Statistics Chair, Social Chair and up-to-three at-large members appointed by the President. In addition, past Presidents are Emeritus members of the Board of Directors.

3.01 From time-to-time, additional positions may be added or removed from the Board of Directors, not to exceed twenty-five persons in total. The purpose of the Board of Directors shall be to conduct the business of the Friends.

3.1 VOTING RIGHTS. The members of the Friends are entitled to one (1) vote.

3.2 SPECIAL MEETINGS. Special meetings of the Board may be held whenever called by the President or by a majority of the Directors.

3.21 NOTICE OF SPECIAL MEETINGS. Notices of special meetings must state the time, date, and place of the meeting. Notice shall be mailed or e-mailed not less than three (3) days by the President or the Secretary or one (1) day by phone prior to the meeting. Special meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by two-thirds (2/3rds) vote of the Directors.

3.3 NOTICE OF REGULAR MEETINGS. No notice shall be required to be given of any regular meeting of the Board of Directors. The regular Board meetings of the Friends shall be held monthly. The Board member bears the responsibility for notifying the Board of any change of mailing address, e-mail address or phone number.

3.4 QUORUM. A quorum at regular and Executive Board meetings shall be attained by the presence of a majority of persons entitled to cast a vote.

3.5 PROXY VOTES. A proxy vote may be extended in writing. The proxyholder shall nominate any person entitled to attend and vote at a Board meeting as his/her nominee. A proxy may be given by any person entitled to vote but shall be valid only for a specific issue or issues designated by the proxyholder.

3.6 ORDER OF BUSINESS: The order of business of the Board of Director's meetings shall be as follows:

- (a) Determination of quorum
- (b) Approval or corrections to last meeting's minutes
- (c) President's report
- (d) Reports of Chairs & Officers
- (e) Old & New Business
- (f) Adjournment

3.7 MINUTES. Minutes of all meetings shall be kept for a minimum of seven (7) years.

3.8 STRUCTURE OF MEETINGS. Roberts' Rules of Order shall be followed at the Board of Director's meetings.

3.9 ELECTION OF DIRECTORS. In December or January of every year the President shall form a

nominating committee of a minimum of three people from the current Board of Directors to fill any open positions on the Board. The President shall appoint the chair of the committee. The Board will also solicit members for their nominations to open positions on the Board. The nominating committee will meet and contact the candidates to determine their willingness to serve. In January the nominating committee will present the slate of officers to the members for their approval. The members shall vote on the slate of officers presented by the nominating committee at the Annual meeting.

3.10 REMOVAL OF A DIRECTOR: A Director may be removed by concurrence of a majority of the Board of Directors with, or without cause.

3.11 NUMBER AND TERMS OF OFFICE. All Board positions shall be for a period of two (2) years. There shall be no limits to the number of terms.

3.12 THE PRESIDING OFFICER. The President of the Friends, or in his/her absence, the Vice President, is the presiding officer at all meetings of the Board. If neither officer is present, the meeting shall be rescheduled as soon as possible.

3.13 COMPENSATION OF OFFICERS. Directors shall not receive compensation for their services as such. Directors may be reimbursed for all actual and proper out-of-pocket expenses related to the proper discharge of their respective duties.

3.14 COMMITTEES. The Board of Directors may appoint from time-to-time temporary committees as the Board may deem necessary and convenient for the efficient and effective operation of the Board. Any such committee shall have the powers and duties assigned to it in the resolution creating the committee. Permanent Committee Chairs are allowed up to one-thousand dollars (\$1,000) for purposes relating to their committee. Amounts over one-thousand dollars (\$1,000) need to be approved by the Board of Directors.

3.15 JOB DESCRIPTIONS. See addendum.

4. FISCAL MATTERS. The provisions for fiscal management of the Board of Directors shall be as follows:

4.1 Depository. The Friends shall maintain its funds in federally insured accounts or investments with such financial institutions authorized to do business in the State of Florida as shall be designate from time-to-time by the Board. Withdrawal of monies from such accounts shall have checks signed by two (2) officers of the Friends--the President, the Vice-President, or a Past President with check writing authority.

4.2 Budget. Each Committee Chair and Executive Officer shall submit a budget to the Treasurer and President in advance for each fiscal year.

4.3 Fiscal Year. The Friends' fiscal year commences on October 1 and ends September 30 of each calendar year.

5.0 RULES AND REGULATIONS. The Board may, from time-to-time, adopt and amend administrative rules and regulations governing the operation of the Friends.

6.0 AMENDMENT OF BYLAWS. Amendments to these Bylaws shall be proposed and adopted in the following manner:

6.1 Proposal. Amendments to these Bylaws may be proposed by a majority of the Board at a regular or special meeting of the Board of Directors.

6.2 Procedure. Upon any amendment to these Bylaws by the Board, the amendment(s) shall be submitted to the Board one (1) month or more before the next regular meeting of the Board with the proposed amendment as well as the existing text in writing by mail or e-mail to all the Board members.

6.3 Voting. A proposed amendment to these Bylaws shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests present or by proxy at any regular or special meeting called for the purpose, provided that the proposed amendment is in accordance with the law.

7.0 MISCELLANEOUS.

7.1 Severability. Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

7.2 Conflict. If any irreconcilable conflict between these Bylaws and the Articles of Incorporation should exist or arise, the provisions of the Articles of Incorporation shall prevail over the provisions of these Bylaws.

We hereby certify that the foregoing Bylaws of The Friends of Barefoot Beach Preserve, Inc. were duly adopted by the Board of Directors of said Association on the _____ day of _____, 2009.

Margaret Winn, President

Harold Saylor, Vice-President