

BY-LAWS OF  
Friends of Lovers Key, Inc.  
A Florida Not-for-Profit Corporation  
December 2023 Version

ARTICLE I  
NAME AND LOCATION

SECTION 1 – The name of the corporation shall be: Friends of Lovers Key, Inc., hereinafter called the Corporation.

SECTION 2 – The principal place of business and affairs of the Corporation shall be in Lee County, Florida, or at such other location as determined by the Board of Directors and the principal office designated by the Board of Directors.

Physical Address:

Lovers Key State Park 8700 Estero  
Boulevard  
Bonita Springs, Florida 33931

Mailing Address:

Friends of Lovers Key  
8710 Estero Boulevard  
Unit E  
Bonita Springs, Florida 33932-4045

ARTICLE II  
PURPOSE AND OBJECTIVES

The purpose and objectives of the Corporation are as follows:

1. To act as a non-profit corporation which will function as a citizen support organization, as defined and regulated by the Florida Department of Environmental Protection, in order to generate and employ additional resources and support for and in the best interests of Lovers Key State Park through, among other events and activities, the following: maintain and operate the exhibit hall and gift shop of the Welcome and Discovery Center, special work projects, special programs, special events, community space, outreach programs, educational and scientific research, activities and communications, environmental and other educational programs and activities, guided tours as well as those activities or events which are designed to meet the additional areas of park needs recommended by the Division of Recreation and Parks or the Park Manager of Lovers Key State Park .
2. Generally, to do all things and transact all business which may lawfully be done by any person or individual, not inconsistent with the rights and purposes of a non-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 617.0105, Florida Statutes.
3. The purpose of this Corporation is to act as a non-profit corporation under the laws of the State of Florida with no view to pecuniary gain or profit to its Board of Directors or Members.
4. The Corporation shall be non-discriminatory, non-partisan, and non-sectarian.
5. The Corporation shall not engage in direct support or opposition to specific issues or activities of political officers or candidates.

ARTICLE III  
OWNERSHIP

The Corporation shall not issue shares of stock but membership in the Corporation shall be evidenced by a membership card, which may be in electronic form. No dividends shall be paid, and no part of the net income of the Corporation shall be distributed to the Corporation's Incorporators, Members, Directors, or Officers except in accordance with the provisions of Chapter 617, Florida Statutes, and the rules of the Internal Revenue Code with respect to a 501 (c)(3) organization.

ARTICLE IV  
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year. The period of its existence shall be perpetual.

ARTICLE V  
MEMBERSHIP

SECTION 1 – Members. Membership shall consist of any individual or business entity or club that pays the appropriate membership fee and possesses a current membership card.

SECTION 2 – Enrollment. The Membership Coordinator (who shall be the Secretary of the Corporation, or a person designated by the secretary) shall keep a true and accurate membership listing of the names and addresses of all members. Such records shall be kept and be available at a place and by methods determined by the Board of Directors. All members are expected to immediately notify the Membership Coordinator of the Corporation in writing of any changes of address.

SECTION 3 – Rights. Members are not entitled to vote on any matter. No member shall have any vested right, interest, or privilege of, in or to the assets, functions, affairs or franchises of the Corporation, or any other rights, interest, or privilege, which may be transferable or inheritable. No rights shall continue if a membership ceases, or while a member is not in good standing.

ARTICLE VI  
FUNDS

SECTION 1 – Administration. All monies received by the Corporation shall be used and administered by its Board of Directors and exclusively for the purpose set forth in Article IV in the Articles of Incorporation of this Corporation, and the By-Laws, as the Board of Directors may from time to time determine. All determinations of the Board of Directors concerning the expenditure of funds so held for use by the members shall be final and conclusive.

SECTION 2 – Budget. This budget should be adopted at the first board meeting of the fiscal year. The president and treasurer are authorized to approve expenditures and reimbursements in accordance with the budget.

ARTICLE VII  
MANAGEMENT

SECTION 1 – Management of Board of Directors. The business and the property of the Corporation shall be managed by a Board of Directors. The size of the Board of Directors shall be determined by the Board President, provided that the number of Directors shall never be less than 5 and shall not exceed thirteen. The Board may, by absolute majority of a quorum, appoint new Board Members..

SECTION 2 – Powers of the Board of Directors. The Board of Directors shall have control and management of the affairs of the Corporation, with the authority to engage and discharge employees and agents of the Corporation, fix salaries, admit, suspend or expel members, create and appoint committees/groups, and to do everything necessary and desirable in the conduct of the business of the Corporation, and in accordance with these By-Laws. By definition, members of the Board of Directors are volunteers of the Florida State Parks System. Like all volunteers, Board members are required to complete specific agreements and training and to record their volunteer hours monthly. Failure to follow the required volunteer requirements may lead to Board members being suspended or expelled.

SECTION 3 – Quorum. Except as expressly provided otherwise in these By-Laws, a majority of the Directors shall constitute a Quorum for the transaction of all business at any meeting of the Board of Directors and affirmative vote of a majority of the Directors constituting such a quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these By-Laws.

SECTION 4 – Agreements. The Board may authorize any Officer or Officers, agent, or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority shall be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or other person shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

SECTION 5 – Approval of Expenditures. The Board of Directors shall approve the expenditure of all sums of all monies from the funds of the Corporation, provided, however, that it may authorize a revolving fund as a petty cash fund of not more than three hundred dollars (\$300.00) for a series of small expenditures by the Treasurer prior to approval but subject to ratification for proper corporate purposes.

SECTION 6 – Designation of Depositories. The Board shall designate the bank or banks for depository and drawing purposes.

SECTION 7 – Term. The term of office of the officers of the Corporation shall be as follows:

- (a) The Directors shall serve a term of three (3) years.

(b) Thereafter, elections shall be held on an annual basis. Directors shall serve a staggered three-year term.

Staggered three-year terms will begin in January each year.

(c) The Board of Directors shall, prior to December 1<sup>st</sup> of each year, form a committee made up of the Vice President of Operations and at least two Board members. The committee shall solicit nominations from the Corporation and shall prepare a slate of director nominees for the succeeding year.

(d) Board members shall not serve consecutive terms except in extenuating circumstances whereby the Nominating Committee would invite the Board member to continue service and if the request is accepted the Board must vote on the extended term. The vote of approval must be by two-thirds (2/3) majority of the Board. Board members being considered for extension may not vote on their own extension.

(e) No board member shall serve more than nine consecutive years.

(f) A Director's term shall end December 31<sup>st</sup>, in accordance with the fiscal year or until earlier resignation, death, or removal.

**SECTION 8 – Voting.** Each member of the Board shall possess one (1) vote on matters coming before the Board. Directors may not vote by proxy. Votes may be solicited by individual written/electronic communication for the entire board in the event a vote is necessary for business purposes prior to a scheduled meeting of the Directors providing a recorded record of that vote is made public.

**SECTION 9 – Removal of Directors.** Any Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors.

**SECTION 10 – Vacancies.** Any vacancy occurring on the Board of Directors by reason of the death, resignation or removal of a Director shall be filled by a two-thirds (2/3) vote of the Board. Such appointee shall serve during the unexpired term of the Director whose position has become vacant.

**SECTION 11 – Liability.** The Board of Directors shall authorize the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer, or employee of the Corporation in an action brought by a third party against such person (whether or not the Corporation is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer, or employee, or by the Corporation or by both; provided the Board of Directors determines in good faith that such director, officer, or employee was acting in good faith within that which such person reasonably believed to be the scope of his employment or authority and for a purpose which they reasonably believed to be in the best interest of the Corporation. Payments authorized hereunder include the amount paid, and expenses incurred in defending and settling any such action or threatened action.

The Corporation, to the fullest extent permitted by law, shall provide for defense and indemnification of, and advancement of expenses to, and limitation of the personal liability of, the directors and officers of the Corporation. The Corporation shall purchase and maintain customary liability insurance for the directors and officers of the Corporation.

**SECTION 12 – Meetings.** The Board of Directors shall meet in accordance with an annual meeting schedule as directed by the President and Executive Committee. Directors are requested to notify the secretary in the event they cannot attend a meeting.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the President of the Corporation or by a majority of the Board.

To maximize meeting efficiency and effectiveness a Consensus Agenda may be implemented.

Members of the Board of Directors may participate in a meeting of such Board by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

In order to encourage active participation by the Board and to carry on the normal business of the Corporation it is necessary to attend all meetings of the Board of Directors. Board members who miss more than three meetings annually without reasonable cause may be dismissed as provided in Article VII, Section 9

**SECTION 13 – Action Without a Meeting.** Any action required to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing or email, setting forth the actions so to be taken, signed or agreed to by two-thirds (2/3) of the Directors, or by two-third (2/3) of the Members of the Committee, as the case may be, is filed in the following Minutes of the proceedings of the Board or of the Committee.

**SECTION 14 – Executive Committee** consists of President, Vice President of Operations, Vice President of Donor Development, The Chair of the Advisory Committee, Treasurer, and the Secretary .

#### **SECTION 15 – Board Committees and Advisory Committees**

In accordance with Section 617.0825 of the Florida Statutes, the Board of Directors, by resolution adopted by a majority of the full Board of Directors, may create one or more other committees of the Board and appoint directors or such other persons as the Board of Directors designates to serve on such committee or committees. The majority of the persons on each committee must be directors.

Also, in accordance with Section 617.0825 of the Florida Statutes, the Board of Directors may create or authorize the creation of one or more advisory committees with any number of persons on the committee being non-directors. An Advisory Committee:

- (a) Is not a committee of the Board of Directors; and
- (b) May not act on behalf of or exercise any of the powers or authority of the Board of Directors or bind the corporation to any action, but may make recommendations to the Board of Directors, to the Officers, or to the Members.

Board and Advisory Committees shall maintain minutes or their meetings.

### **ARTICLE VIII** **OFFICERS**

**SECTION 1 – Officers.** Officers of the Corporation shall consist of a President, Vice President of Operations, Vice President of Donor Development, Treasurer and Secretary, who shall be elected by the Board of Directors.

**SECTION 2 – Removal.** Officers shall serve for a period of one (1) year or until such time as a successor is elected and/or until earlier resignation, death, or removal. An officer may be re-elected by a vote of the Board. Any Officer elected or appointed may be removed by an absolute majority of the Board of Directors if in their judgment the best interests of the Corporation will be served thereby.

**SECTION 3 – Vacancies.** A vacancy occurring in any office shall be filled by the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**SECTION 4 – President.** The President shall be Chairperson of the Executive Committee and, as such, shall be the first Executive Officer of the Corporation. The President shall preside over all meetings of the Board, the Executive Committee, and the Members, shall have general management of the business of the Corporation, and shall see that all orders and resolutions of the Board, the Executive Committee and standing committees are carried into effect. Ensures the organization’s activities are compliant and in accordance with its mission. Leads, manages, and develops the Board and organizational culture while assessing sound and compliant financial management practices. Ensures the Board and Committees directives, policies and resolutions are carried out. Attains legal compliance (including all required filings) and sound risk management practices.

**SECTION 5- Vice President of Operations.** The Vice President shall assist the President in the discharge of such duties as required and shall preside in all meetings and perform the duties of President in the absence or disability of the President or in the event said office becomes vacant for any reason. Ensures effective external communications about the organization and its mission, priorities, importance, programs, and activities. Champions the organization and advocates its mission to internal and external stakeholders. Partners and oversees relationships with other park entities, Lovers Key Park management and FOLKS business. The Vice President of Operations shall serve as Chair of the Nomination Committee.

**SECTION 6 – Vice President of Donor Development.** The Vice President shall oversee Development, Marketing and Fundraising. Develops and maintains beneficial relationships with donors, funders, supporters, collaborators, vendors, and other stakeholders. Ensures the development and implementation of a cohesive marketing plan to increase brand awareness. Develops, implements, monitors, and assesses the organizations programs and practices for fundraising, including events and gatherings.

**SECTION 7 – Treasurer.** The Treasurer shall have custody of all corporate funds, shall keep books belonging to the Corporation containing full and accurate accounts of all receipts and disbursements, and shall deposit all monies and

other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall keep and maintain all corporate tax and financial records in a central, safe, and organized location. The Treasurer shall work with such professional accounting firms as designated by the Board, and to which the Treasurer may delegate responsibilities as appropriate. The Treasurer shall oversee the work of outside accounting services. All checks and disbursements shall require signatures of an authorized Board member and two signatures are required for disbursements over \$500. The Treasurer shall render to the Directors at the meetings of the Board, whenever requested, an account of all transactions performed as Treasurer and of the financial condition of the Corporation. The Treasurer shall be ex-officio a member of any committee of the Corporation empowered to commit funds of the Corporation and shall be chair of the finance committee.

**SECTION 8 – Secretary.** The Secretary shall attend all general meetings of the Board of Directors and shall preserve true minutes of the proceedings of all such meetings. The Secretary shall keep the seal of the Corporation and shall have the authority to affix same to all instruments where its use is required. The Secretary shall give all notices as required by statute, by-law, or resolution and shall perform such other duties as may be delegated by the Board of Directors. The Secretary is responsible for completing and distributing the Board agenda and minutes for each monthly meeting.

ARTICLE IX  
MEETING  
ANNUAL MEETING  
OF THE  
CORPORATION

**SECTION 1 – Annual Meeting.** The Annual Meeting of the Corporation shall be held in January or as designated by the Board of Directors. Notice of the meetings shall be given by the Secretary or Treasurer to each Member at least ten (10) days prior to such meeting. Business transacted at said meeting will include a report by the Board of Directors, along with the transaction of other business.

The Board of Directors may designate another date, time, and place for the Annual Meeting of the Corporation, in which event written notice of such revised time and place of meeting shall be given by the Secretary to each Member.

ARTICLE X  
NOTICES

**SECTION 1 – Notice.** All notices required by law or by these or by present or future rules and regulations of the Corporation given to any member or Officer of the Corporation shall be in writing and shall be given electronically.

ARTICLE XI  
AMENDMENTS

**SECTION 1 – Amendment.** These By-Laws may be repealed, amended, or altered or new By-Laws may be adopted by a two-thirds (2/3) vote of the Board of Directors who are present at any meeting of the Directors.

ARTICLE XII  
INTERPRETATION OF BY-LAWS

**SECTION 1 – Construction.** In case of any doubt or difference of opinion in the construction of these By-Laws, it shall be the duty of the Board of Directors to determine the construction thereof and its decisions, subject to applicable law, shall be final.

**SECTION 2** – The members shall be bound by and conform to all By-Laws of the Corporation.

ARTICLE XIII  
PROXIES

**SECTION 1** – There shall be no proxies voted at meetings of the Board of Directors nor at meetings of the Corporation.

**SECTION 2** – No Agreement between Members shall be effective to bind the Corporation.

ARTICLE XIV  
DISSOLUTION

Dissolution of the Corporation may be accomplished as provided in Section 617.05, Florida Statutes.

The original By-Laws of Friends of Lovers Key, Inc. were approved unanimously by the Board of Directors on the 12<sup>th</sup> day of June 1997.

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The bylaws were subsequently amended on February 7, 2008, December 3, 2013, May 7, 2019, December 1, 2020, and December 12, 2023.