

BYLAWS
OF
FRIENDS OF SILVER RIVER STATE PARK, INC.

ARTICLE I
NAME AND LOCATION

Section 1. The name of this Corporation is Friends of Silver River State Park, Inc. (FSRSP).

Section 2. The principal place for the transaction of the business and affairs of the FSRSP shall be in Marion County, Florida, or at such other locations as determined by the Board of Directors (Board), and the principal office for the transaction of its business and affairs shall be at such location as designated by the Board.

ARTICLE II
PURPOSE AND OBJECTIVE

Section 1. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest and administer in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of Silver River State Park and the Division of Recreation and Parks.

Section 2. The mission of the Corporation shall be to enhance the use and enjoyment of the Silver River State Park for the people of Florida and its visitors. To fulfill this mission, the Friends shall assist and advise the Silver River State Park and the Florida Division of Recreation and Parks in the following ways:

- (a) Develop and maintain general membership support for the purposes of the organization.
- (b) Promote the use, preservation and enhancement of the Silver River State Park through public awareness projects, special events, tours, market research and joint partnerships with nonprofit and profit making organizations.
- (c) Sponsor the publication and sale of literature and educational and promotional material on the Silver River State Park.
- (d) Sponsor research and data-gathering projects to support the resource and recreation management needs of Silver River State Park.
- (e) Provide support and recognition programs for the volunteers of the Silver River State Park.
- (f) Develop a park endowment fund for special resource management, historic preservation and park development needs.
- (h) Receive and hold donations of lands, leases and easements for park needs.
- (i) Provide other support and assistance as approved by Park Manager and Div. of Recreation & Parks.

ARTICLE III
OWNERSHIP

Section 1. The FSRSP shall not issue shares of stock, but membership in the FSRSP shall be evidenced by a Certificate of Membership which shall contain the statement, printed prominently upon the face of the Certificate, that the FSRSP is a non-profit corporation. No dividends shall be paid, and no part of the income of the FSRSP shall be distributed to the Incorporators, Members, Board or Officers, except in accordance with the rules of the Internal Revenue Code, as amended, with respect to a 501(c)(3) organization.

ARTICLE IV
FISCAL YEAR AND CORPORATE SEAL

Section 1. The fiscal year of the FSRSP shall be the January 1 through December 31. The period of its existence shall be perpetual.

Section 2. The Board shall provide a suitable corporate seal, which will be in circular form, embossed in nature and stating "Corporate Seal ", "Florida", year of incorporation, the name of the FSRSP and the non-profit status of the FSRSP.

ARTICLE V
MEMBERSHIP

Section 1. Members shall consist of any individual or business entity interested in furthering the mission of the corporation, and shall be equally available to all persons regardless of race, color, religion, sex, age, disability or national origin.

Section 2. The FSRSP shall keep a true and accurate membership record listing names and addresses of all Members. The records shall be kept at the principal office of the FSRSP. All members must immediately notify the Secretary of the FSRSP, in writing, of change in their address.

Section 3. Memberships are for a one year period. The initial membership categories shall be individual, family and corporate. The Board may establish additional categories from time to time. Dues shall be set by the Board; any change in the amount of dues prescribed must be approved by a two-thirds (2/3) vote of the entire Board. Initial dues shall be paid upon application for membership, and renewal dues shall be payable in January of each year.

Section 4. Membership in the FSRSP shall be terminated in any one of the following manners:

(a) By voluntary written resignation accepted by the Board.

(b) By resolution of the Board, without cause. Such resolution shall be adopted by a majority vote at a regular or special meeting of the Board at which a quorum is present.

(c) By resolution of the Board for any violation of these Bylaws, or any rules or regulations adopted by the FSRSP, as determined by a majority vote at a regular or special meeting of the Board at which a quorum is present.

(d) By voluntary or involuntary dissolution of the Member, if the Member is a corporation, firm or other business entity.

Upon termination of Membership, all rights, titles and interests which a Member may have had or acquired in the FSRSP shall immediately cease, including, without limitation, the right to vote and otherwise participate in the FSRSP. Notwithstanding the foregoing, before any Membership is terminated against a Member's will, he/she shall be given an opportunity to be heard by the Board, and final determination will be upon a majority vote of the General Membership.

Section 5. Termination of membership for any reason shall not relieve the Member of any existing financial obligation owed by the Member to the FSRSP.

Section 6. Should any Member of the FSRSP be a partnership, association or corporation, it shall designate, in writing, the name of the person authorized to represent it in its relations with the FSRSP and may change such representative by written notice delivered to the FSRSP. Each member of the FSRSP shall have one representative.

Section 7. Except as otherwise provided herein, Membership is not transferable or assignable.

Section 8. Any Member having been terminated and wishing again to become a Member may be reinstated at any time by a majority vote of the Board, upon receipt of written application for such reinstatement, with the advance payment of any dues for the period during which such reinstatement becomes effective, and with a showing satisfactory to the Board that the default which was the basis for the termination has been suitably corrected.

Section 9. No Member shall be considered to be in good standing if he/she is delinquent in any of his/her financial obligations to the FSRSP as determined by a majority vote at a meeting of the Board, at which a quorum is present.

Section 10. 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 rights, interests or privileges which may be transferable or inheritable, or which shall continue if his/her Membership ceases, or while he/she is not in good standing.

ARTICLE VI FUNDS

Section 1. All monies received by the FSRSP shall be used and administered for the purposes set forth in Article IV of the Articles of Incorporation of the FSRSP and the Bylaws, as the Board may from time to time determine. All determinations of the Board concerning the expenditures of funds so held for the Members shall be final and conclusive.

ARTICLE VII
MANAGEMENT

Section 1. The business and property of the FSRSP shall be managed by the Board, consisting of not less than seven (7) nor more than fifteen (15) Directors who shall be Members in good standing.

Section 2. The Board shall have control and management of the affairs of the FSRSP, with authority to engage and discharge employees and agents of the FSRSP, fix salaries, admit, suspend or expel members, create and appoint committees, and do everything necessary and desirable in the conduct of the business of the FSRSP, and in accordance with the Bylaws.

Section 3. Except as may be expressly provided otherwise in these Bylaws, a majority of the Directors shall constitute a quorum for the transaction of all business at any meeting of the Board 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 otherwise specifically required by these Bylaws.

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

Section 5. The Board shall approve the expenditure of all monies from the funds of the FSRSP, provided, however, that it may authorize a revolving fund as a petty cash fund for a series of small expenditures by the Treasurer prior to approval by the Board, but subject to ratification for proper corporate purposes.

Section 6. The Board shall designate the bank or banks for depository and drawing purposes.

Section 7. The term of office for the Directors of the FSRSP shall be as follows:

- (a) The Directors shall serve for a term of two (2) years and may serve no more than three (3) consecutive two (2) year terms;
- (b) Two of the initial Directors shall serve for two years and three shall serve for one year.
- (c) A Director's term shall end on the expiration of same or until such time as a successor is elected and/or until earlier resignation, death or removal.
- (d) Only one member of a household shall be eligible to serve on the Executive Board at any given time.

Section 8. Election of Board Members: The chair of the Nominating Committee shall submit a written ballot of nominees for the Board at the Annual Meeting of the Membership. Additional nominations shall also be accepted from the floor at the meeting. Directors shall be elected by a majority vote of Members present at the meeting or represented by proxy. All nominees must have agreed to serve, if elected, prior to their names being placed before the Membership for consideration.

Section 9. Each member of the Board shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy.

Section 10. Any Director may be removed from office by a majority vote of the Members at any meeting of the membership of the Corporation at which a quorum is present. Notice of the proposed removal of a Director must be given to such Director 10 days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Director must state the cause for the proposed removal.

Section 11. The Board shall elect a Director to replace a vacancy which occurs on the Board by reason of death, resignation or removal. Such Director shall serve the unexpired term of the Director whose position has become vacant.

Section 12. The Board may authorize the FSRSP 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 FSRSP in an action brought by a third party against such person (whether or not the FSRSP 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 FSRSP or by both; provided the Board determines in good faith that such director, officer or employee was acting in good faith within what he/she reasonably believed to be the scope of his/her employment or authority and for a purpose which he/she reasonably believed to be in the best interest of the FSRSP or its members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action.

Section 13. The Annual Meeting of the Board will be held without notice in conjunction with Annual Meeting of the Members. Notice of the time and place of Special Meetings of the Board, will be given to each Director by either personal delivery, orally, electronically or first class mail, at least two (2) days before the meeting.

Regular meetings, in addition to the Annual Meeting, may be established by action of the Board. Notice of such regular meetings will be given to members by either personal delivery, orally, electronically or first call mail, at least two (2) days before the meeting.

Notice of a meeting of the Board need not be given to any Director who signs a Waiver of Notice either before or after the meeting. Attendance of a Director at a meeting will constitute a Waiver of Notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither business to be transacted nor the purpose of Regular or Special Meetings of the Board need be specified in the Notice of Waiver or Notice of such meeting.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board 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 adjournment.

Meetings of the Board may be called by the President or any two (2) Directors.

The Directors may participate in a meeting of the Board by means of a conference telephone 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.

Section 14. Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or a Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the Directors, or all the Members of the Committee, as the case may be, is filed in the Minutes of the proceedings of the Board or of the Committee. Such consent will have the same effect as a unanimous vote.

Section 15. Silver River State Park (SRSP) employees are encouraged to take active roles in supporting and assisting CSO projects and activities, however, no SRSP employee shall serve on the Board as a voting member.

ARTICLE VIII
OFFICERS

Section 1. The officers of the FSRSP shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected by the Directors at the Annual Meeting of the Board. All such officers shall be members of the Board.

Section 2. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, immediate Past President or one additional board member elected by the Board for a one year term.

Section 3. The immediate Past President shall serve as a voting Board member for a period of one year after the completion of his/her term as president. The immediate Past President shall chair the Nominating Committee for the following year, and shall appoint two additional Board members to serve on the Nominating Committee.

Section 4. Officers and committee chairs shall serve for a period of two (2) years or until such time as a successor is elected and/or until earlier resignation, death or removal. Any officer elected may be removed by a majority vote of the Membership if, in their judgment, the best interests of the FSRSP will be served.

Section 5. The Board shall elect an officer to fill a vacancy in an office. An officer elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 6. The Board shall adopt formal job descriptions for the officers and committee chairs.

Section 7. Where a possible conflict of interest exists the Director with the conflict shall ensure that the material facts of the transaction are known or disclosed to the Directors, committee members or members who authorize, approve, or ratify the transaction. This Director shall abstain from voting on any such actions where a potential conflict of interest may exist. All Directors shall have a signed conflict of interest statement on file with the Secretary of FSRSP.

ARTICLE IX
MEETING OF THE MEMBERS

Section 1. The Annual Meeting of the Members of the FSRSP shall be held in September of each year at such time and place as the Board may designate. Notice of the meeting shall be given personally, orally, electronically or by mail by the Secretary to each Member at least ten (10) days prior to such meeting. Business transacted at said meeting will include the election of the Directors, along with the transaction of other business.

Section 2. Special meetings of the Members may be called by the President or by the Board, at such time and place as the persons calling the meeting shall designate.

Section 3. Written or printed notice stating the place, day and hour of the Annual Meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than ten (10) before the date of the meeting, either personally, orally, electronically or by first class mail, by or at the direction of the President, or the Secretary, or the Officers, or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the record of the FSRSP, with postage thereon prepaid.

Section 4. A quorum for the transaction of business at a meeting of Members shall be ten (10) Members. The vote of a majority of the Members present or represented by written proxy shall be necessary for the adoption of any matter. Each member shall be entitled to one (1) vote.

ARTICLE X
NOTICES

Section 1. All notices required by law, by these Bylaws or by present or future rules and regulations of the FSRSP shall be in writing and shall be given:

- (a) By delivery of the notice to the Member personally, orally, electronically or
- (b) By delivery by first class mail addressed to the Member or Officer at his address as it appears on the records of the FSRSP, with postage thereon prepaid.

A statement signed by the Secretary to the effect that such notice has been given in one of the above-mentioned forms shall be sufficient evidence of the delivery of said notice.

Section 2. Whenever any notice whatsoever is required to be given under law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

ARTICLE XI
AMENDMENTS

Section 1. These Bylaws may be repealed, amended or altered or new Bylaws may be adopted by a two-thirds (2/3) vote at any meeting of the Board.

ARTICLE XII
INTERPRETATION OF BYLAWS

Section 1. In case of any doubt or difference of opinion in the construction of the Bylaws, it shall be the duty of the Board to determine the construction thereof and its decision, subject to the applicable law, shall be final.

Section 2. The Members shall be bound by and conform to all of these Bylaws, as they exist at the time of their joining the FSRSP, or as they may thereafter be changed or amended.

ARTICLE XIII
PROXIES

Section 1. A Member may vote either in person or by proxy provided that any and all proxies are executed in writing by the Member or his duly authorized attorney-in-fact. No proxy will be valid after the duration of eleven (11) months from the date thereof unless otherwise provided in the proxy.

Section 2. All proxies must be displayed to the Secretary of the FSRSP at the meeting at which they are employed and proxies are to be recorded in the Minutes.

Section 3. There shall be no proxies of Directors.

ARTICLE XIV
DISSOLUTION

Section 1. Dissolution of the FSRSP may be accomplished as provided in Chapter 617, Florida Statutes.

These Bylaws of the Friends of Silver River State Park, Inc., were approved by the Board on February 24, 2005.

Friends of Silver River State Park, Inc.

President

Attest:

Secretary