

**BYLAWS**  
Of  
Friends of Little Salt Spring  
(Adopted 4/9/2012)

**ARTICLE I**  
**NAME AND PURPOSES**

**Section 1 Name** The name of the organization is, Friends of Little Salt Spring (Also referred to as Friends.)

**Section 2 Purpose** Friends of Little Salt Spring is a group whose purpose is: To serve as a local support group for the University of Miami Little Salt Spring Archaeological and Ecological Preserve and work with the LSS site manager to: provide volunteer opportunities where needed in regard to site stewardship, land management, maintenance, research, public outreach, and local fundraising efforts; and, to help bring the University of Miami's vision for an on-site research and education center to fruition for the benefit of the public through continued research, scheduled educational programs and interpretive site visits.

**ARTICLE II**  
**PROCLAMATION**

Whereas, Little Salt Spring is an outstanding cultural and natural resource of national significance listed on the National Register of Historic Places and is an eligible National Historic Landmark; and

Whereas, Little Salt Spring is a time capsule of information pertaining to Florida's earliest human visitation and paleo-environmental conditions from the late Pleistocene Paleoindian Period through the Middle Archaic Period 12,000 – 6,000 radio carbon years before present; and

Whereas, a multi-disciplinary research and education center at Little Salt Spring would provide exceptional benefits to scientists, university and K-12 students, and the public;

Therefore, we the Friends of Little Salt Spring recognize the cultural and natural significance of Little Salt Spring and property and see the outstanding potential and benefit of the property as a multi-disciplinary research and education center and offer our assistance to the University of Miami in bringing their vision to fruition.

**ARTICLE III**  
**MEMBERS AND MEETINGS**

**Section 1 Qualifications** Membership may be granted to any individual or corporation that supports the mission and purposes of the organization.

**Section 2 Registration** Members will be added to the organization by filling out a registration form and payment of dues with the Membership Director

**Section 3 Liability Release** All persons as part of their membership agreement do agree to release the Organization, its officers, its sponsoring organization, agents or hosts from liability in case of injury to said person, their dependents or property during an event conducted by the Friends. Furthermore, members agree to sign a liability release for them and their dependents or property during an event whenever deemed appropriate by the Board of the Friends.

**Section 4 Categories** Categories of membership and dues shall be established by the Board.

**Section 5 Membership Meeting.** Membership meetings shall be held quarterly, including the annual meeting. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Additional meetings may be called by the President or at the request of at least 10% of the membership.

#### **ARTICLE IV AUTHORITY AND DUTIES OF DIRECTORS**

**Section 1 Authority of Directors** The Board of Directors is the policy-making body for the organization.

**Section 2 Number, Selection, and Tenure** The Board shall consist of 7 directors; President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Membership Director, and the University of Miami local site manager or UM designee. Elected directors shall serve a 12 month term or until their successors are elected and installed.

**Section 3 Regular Meetings** The Board of Directors shall meet quarterly and as necessary unless otherwise ordered by the Board. Meeting dates will be voted on and approved by the Board.

**Section 4 Quorum** A quorum shall consist of a majority of the Board. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

**Section 5 Committees** The Board of Directors may establish committees for any inquiry or project within the scope of the Bylaws and Rules and Regulations of the organization.

**Section 6 Reimbursement** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the group's business are allowed to be reimbursed with documentation and prior approval.

## **ARTICLE V TERMS DUTIES OF OFFICERS**

**Section 1 Appointment of Officers** Positions on the Board of Directors shall be elected at annual meeting of the membership, or, in the case of vacancies, as soon thereafter as convenient.

**Section 2 Removal** An officer may be removed from the Board of Directors upon two-thirds (2/3) vote of the attending membership of the organization at any regular or special meeting after thirty (30) days notice to the membership that a motion for the purpose of removal of said member will be considered at the regular or special meeting. The removal may be for causes including but not limited to the following: malfeasance, neglect of duty, incompetence, and inability to perform official duties.

### **Section 3 President**

The President is the principal officer of the organization. S/he shall:

- a. Preside at all meetings of the Board and of the Membership;
- b. Appoint Committee Chairs as necessary,
- c. Perform all duties incident to the office of President, and other administrative duties as may be assigned from time to time by the Board

### **Section 4 Vice President**

S/he shall:

- a) Preside at meetings in the absence of the president.
- b) In the event of a vacancy of the office of president, the vice president shall immediately succeed to that office.
- c) The Vice President shall perform such duties as prescribed by the president.

### **Section 5 Treasurer**

S/he shall:

- a. Shall collect all membership dues and income and disburse all funds by check
- b. Prepare reports summarizing the financial status and activities of the association at each meeting.
- c. Set up a bank account to hold the funds of the association at a bank approved by the executive board.

### **Section 6 Recording Secretary**

S/he shall:

- a. Keep records of association business and membership attendance at each meeting.
- b. Report on the previous meeting at each meeting.

- c. Record and maintain custody of all minutes of meetings of the membership and of the Board
- d. Assume the duties of the Treasurer in his/her absence.
- e. Assume the duties of the Corresponding Secretary in his/her absence.

### **Section 7 Corresponding Secretary**

S/he shall: prepare the following documentation as assigned and directed by the Friends President:

- a. Correspondence to Government officials
- b. Publicity releases to area newspapers
- c. Letters of Commendation and support
- d. Correspondence to other organizations and individuals
- e. Assume the duties of the Recording Secretary in his/her absence
- f. Assume the duties of the Membership Director in his/her absence.

### **Section 8 Membership Director**

S/he shall:

- a. Maintain a current register of the names and contact information of each member;
- b. Process, review, and administer all applications for new and continuing membership;
- c. Develop programs, procedures, written materials, brochures, and incentives to encourage and promote new membership;
- d. Submit to the Treasurer when requested an annual budget and cost accounting of the work product related to the function of Membership services; and
- e. Perform other functions pertaining to membership that the President or Board may request occasionally

### **Section 9 UM local site manager or UM designee**

The FLSS Board of Directors shall work in consultation with the site manager/UM designee, who shall help determine where efforts are most needed, to then be approved by the board and implemented by membership.

## **ARTICLE VI INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he

may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VII FINANCES**

**Section 1 Receipts** All tax deductible contributions shall be deposited by the Treasurer in designated accounts administered by The University of Miami. College of Arts and Science for LSS research, operating expenses, and/or capital campaign fund.

### **Section 2 Disbursements.**

All disbursements of funds belonging to the organization in excess of \$50.00 to any one payee shall be approved by a majority vote of the Board.

### **Section 3 Records.**

- a. An annual financial report showing the receipts and disbursements of the organization for the preceding calendar year and its assets and liabilities shall be prepared in writing by the Treasurer and submitted in written form to the organization at the regular meeting.
- b. All financial records of the organization shall be available by the Treasurer for examination by any member upon written request to the Board.
- c. An annual audit or review of the financial books shall be performed by two non-board members appointed by the Board.

## **ARTICLE VIII ELECTIONS**

**Section 1 Frequency** The Board of Directors shall be elected every 12 months.

**Section 2 Nominations** The Board shall select a nominating committee of 3 persons in conjunction with the president 8 weeks prior to the Election Meeting..Any current member of the organization may be nominated for a Board Member position. Nominations must be submitted via written notice to the Nominating Committee at least 4 weeks prior to the Elections Meeting.

### **Section 3 Voting**

All elected Board Member positions shall be elected by the voting majority of the membership of the organization at the annual meeting.

## **ARTICLE IX AMENDMENT OF BYLAWS**

Amendment(s) to these Bylaws may be enacted by concurrence of a two-thirds (2/3) majority of the voting members present at a regular meeting of the Friends provided written notice of the proposed amendment(s) was (were) emailed to all voting members not less than 30 days before the meeting at which the vote is taken.