

**BYLAWS**  
OF  
Friends of Little Salt Spring, Inc.  
*Adopted January 27, 2020*

**ARTICLE I**  
**NAME AND PURPOSE**

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

**Section 2. Mission** Friends of Little Salt Spring is a group whose mission is: To serve as a local support group for Little Salt Spring Archaeological and Ecological Preserve and work with the Little Salt Spring (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 an on-site research and education center to fruition.

**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 eligible as a 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;

Whereas, this “undisturbed native hydric hammock containing several rare and endangered plant and animal species”<sup>1</sup> offers outstanding potential as a multi-disciplinary research and education center.

We, the Friends of Little Salt Spring offer our assistance, as needed, to the University of Miami in order to bring our mission to fruition.

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<sup>1</sup> <https://www.rsmas.miami.edu/research/resources/little-salt-spring/index.html>

**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 upon filling out a registration form and payment of dues.

**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 three times a year (fall, winter, and spring), 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 7-15 directors; President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Membership Director, and the LSS site manager and/or archeologist, and 0-8 members. 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. With Board approval, decisions may be made via electronic mail by a majority vote of the board.

**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 AND 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 possible.

**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, or inability to perform official duties.

### **Section 3. President**

The President shall:

- a. Preside at all meetings of the Board and 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**

The Vice President 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**

The Treasurer shall:

- a. Collect all membership dues and income and disburse all funds by check.
- b. Prepare and maintain custody of all 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.
- d. Be responsible for financial and legal organizational obligations.

## **Section 6. Recording Secretary**

The Recording Secretary 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 their absence.
- e. Assume the duties of the Corresponding Secretary in their absence.

## **Section 7. Corresponding Secretary**

The Corresponding Secretary 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 their absence
- f. Assume the duties of the Membership Director in their absence.

## **Section 8. Membership Director**

The Membership Director 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 related to the function of Membership services.
- e. Perform other functions pertaining to membership that the President or Board may request occasionally.

**Section 9. LSS Local Site Manager and/or Archeologist**

The FLSS Board of Directors shall work in consultation with the LSS site manager and/or archeologist, who shall help determine where volunteer efforts are needed, and to then be approved by the board and implemented.

**ARTICLE VI  
INDEMNIFICATION**

Every member of the Board of Directors or employee of the organization may be indemnified by the organization against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon such members of the Board or employees in connection with any threatened, pending, or completed action, suit or proceeding in which they may become involved by reason of their 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 their duties. 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 receipts of funds belonging to the organization shall be deposited into the organization's checking account.

**Section 2. Disbursements** All disbursements are limited to LSS site stewardship, land management, maintenance, research, public outreach, and fundraising related efforts. All disbursements above a certain limit, which will be determined by the Board, will require Board approval.

### **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 made 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 Board Member positions shall be elected by the voting majority of the membership of the organization primarily 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.