

BY-LAWS OF THE FLORIDA GREENWAYS AND TRAILS FOUNDATION, INC.

Amended 31 October 2007 by the Board of Directors

ARTICLE 1

A. DEFINITIONS

“Board” means the Board of Directors. “Corporation” means Florida Greenways and Trails Foundation, Inc. “FGTF” means the Florida Greenways and Trails Foundation, Inc. “OGT” means the Florida Office of Greenways and Trails.

B. MISSION

The mission of the Florida Greenways and Trails Foundation is to support the mission, goals and programs of the Florida Office of Greenways and Trails through membership dues, donations, fund raising, and grant development.

ARTICLE II PURPOSE

The purpose or purposes for which the Corporation is organized are as follows:

1. The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and 1968 (or the corresponding provision of any future United States Internal Revenue law).
2. To conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the Florida Office of Greenways and Trails.
3. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational and charitable purposes, all for the advancement of the OGT and its objectives and the encouragement and subsidizing of its established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument

under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expend the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation, not for profit, organized under the laws of the State of Florida for the foregoing purposes, can be authorized to exercise.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Leon County, Florida, or such place as may be designated from time to time by the Board.

ARTICLE IV

MEMBERS

- 1. Eligibility of Members:** Individuals and groups who are interested in furthering the purposes of the Corporation may become members of the Corporation.
- 2. Categories of Membership** There shall be two categories of member of the Corporation, regular members and corporate members. The right to vote at meetings of the Corporation shall be limited to regular members.
- 3. Membership Dues:** The Board shall publish a schedule of membership dues from time to time, allowing for different rates for subcategories of membership. Dues for each subcategory shall be payable each year in June, except for life members. Family membership shall include and be limited to persons living in the same household.
- 4. Termination of Membership:** For proper cause and after reasonable notice and hearing, the membership of any person or group may be terminated by the Board. Failure to pay membership dues as required under the By-Laws shall be sufficient cause for termination of membership.

ARTICLE V

MEMBERSHIP MEETINGS

1. Meetings: The President, a majority of the Board, or one-third of the members may call a meeting of the regular members of the corporation by a written request sent to the Secretary.

2. Notice: The Secretary shall, orally or by mail, or electronically, notify all members of any membership meetings at least fourteen days prior to the day of the membership meeting. At or prior to any meeting of the membership, the Secretary shall provide the minutes of the previous membership meeting and the agenda for the upcoming meeting.

3. Quorum: A quorum of 20% of the regular members of the Corporation shall constitute a quorum for the purpose of conducting the business of the meeting. Written proxy ballots may be used to satisfy the requirements for the quorum, and may be used to entitle any member to vote on all business at membership meetings.

4. Procedure: The parliamentary procedures specified in the current version of Robert's Rules of Order shall govern all deliberations, when not in conflict with these By-Laws.

ARTICLE VI

BOARD OF DIRECTORS

1. Management: The business and affairs of the Corporation shall be managed by the Board of Directors. The sitting Board shall elect new Directors. Nominations shall be made and elections held at the last meeting of the year or by a mail-in written ballot as determined by the Board. Directors shall be elected by a majority vote of the Board.

2. Number of Directors: Between three and fifteen Directors, who are members of the Corporation, shall serve on the Board. The number of Directors to serve in any given year shall be set by the Board.

3. Length of Director's Term on the Board: Directors shall hold office for two years, or until their successors have been appointed or elected.

4. Nominating Process: The President, with input from the Nominating Committee and others, shall present to the Board, at the last meeting of the year, the names of the individuals recommended for election to the Board at that time. Directors at that meeting may make additional nominations. Eligibility for nomination as a Director is limited to regular members of the Corporation who are 18 years of age or older. The Board may set forth specific election procedures from time to time.

5. Removal of Director: Following a two-thirds majority vote of the Board at any Board meeting in which there is a quorum, the Directors may at their discretion, remove

any Director from the Board who 1). Has been absent without excuse from two consecutive Board meetings, or 2). Has not performed duties in a proper, ethical, or satisfactory manner. The Director to be removed must be notified in writing of the proposed removal at least fourteen days prior to the meeting at which the vote of removal is to take place.

6. Vacancies: The Board shall elect a Director to fill a vacancy that occurs on the Board by reason of death, resignation or removal. Such Director shall serve the remainder of the un-expired term of the Director whose position has become vacant, and is eligible for re-election to the Board as outlined in these By-Laws.

7. Regular Board Meetings: The Board shall meet at least four times each year at such a place in the State of Florida as they may deem from time to time, and may at their discretion meet more often. The Secretary shall give notice of each regular Board meeting orally, by mail, or electronically at least two days prior to the meeting to each Director. At any meeting attended by all the Directors, or for which waiver of notice is provided by any Director absent, any business may be transacted notwithstanding the lack of due notice of the meeting. The parliamentary procedures specified in the current version of Robert's Rules of Order shall govern all deliberations of the Board, when not in conflict with these By-Laws.

8. Special Board Meetings: The President of the Corporation or at least two of the Directors currently in office may call a special Board meeting. The Secretary shall give notice of each special Board meeting orally, by mail, or electronically at least ten days prior to the meeting to each Director. Unless indicated in the notice, any business may be transacted at a special meeting of the Board except, in instances of removal of a Director, the notice requirements of Article VI, paragraph 6 must be complied with. At any meeting attended by all the Directors, or for which waiver of notice is provided by any Director absent, any business may be transacted notwithstanding the lack of due notice of such meeting.

9. Quorum: Thirty three and one-third percent of the Directors of the Board shall constitute a quorum for the transaction of business.

10. Written Record of Resolutions: The Secretary shall record all resolutions passed by the Board.

11. Action Without a Meeting: Except for removal of a Director, the Board may act in an unassembled meeting in which communication is electronic or by mail, such that each Director submits a vote in writing. Actions taken in unassembled meetings require the unanimous voting of participating Directors.

12. Compensation: If approved by Resolution duly passed by the Board, a Director may receive compensation from the Corporation for services provided to the Corporation, within the restrictions set forth in Article VI, Paragraph 14. Reimbursement for travel

and out-of-pocket expenses for special out-of-town meetings may be approved by the Board.

13. Liability of Directors: The Directors of the Corporation shall not be personally liable for monetary damages to any person for any statement, vote, or decision regarding organizational management or policy unless a) the Director breached or failed to perform his duties as a Director and b) the breach or failure to perform is: 1) a criminal offense, unless the Director had reasonable cause to believe the conduct was lawful, 2) a transaction from which the Director derived an improper personal benefit, 3) reckless, or 4) an act committed in bad faith or with a malicious purpose.

14. Conflict of Interest Policy. In order to prevent the personal interest of staff members, board members and volunteers from interfering with the performance of their duties to the Florida Greenways and Trails Foundation, Inc. or to prevent activities which would result in personal, financial, professional or political gain on the part of such persons at the expense of the Corporation, the Corporation has adopted the following conflict of interest policy and practices, to-wit:

1. Board members, staff members and volunteers of the Corporation shall furnish to the Board of Directors written notice of all conflicts of interest, which shall include but not be limited to the following:

- a. A Board member related to another Board member or staff member by blood, marriage or domestic partnership.
- b. A staff member, interpreted as an employee of the Corporation, who acts in a supervisory capacity to or is related to another staff member whom he or she supervises.
- c. A Board member individually or the company or organization of which they are employed stands to benefit from a transaction involving FGTF.
- d. A Board member's employer receives gifts or grants from FGTF.
- e. A Board member or a staff member is a member of the governing body of a contributor to FGTF, with the term "contributor" to refer to financial support additional to mere payment of a membership fee.
- f. A volunteer who works on a regular basis on behalf of FGTF who meets any of the situations or criteria listed above for Board members.

2. In the event of a possible conflict of interest or any of the conditions listed above, the Board of Directors shall determine whether a conflict of interest exists, and, if so, the Board shall vote to authorize or reject the transaction or take other action deemed necessary to address the conflict and protect FGTF's best interest. Both votes shall be by a majority vote without counting the vote of the interested Director even if this results in less than a quorum contributing to the vote.

3. Any Board member or committee member of FGTF who is formally

considering employment with FGTF must take a temporary leave of absence as a Board member or committee member until the position is filled. If such Board member or committee member accepts said employment, such individual must resign as a Board member or committee member. A request for a temporary leave of absence shall be in written forms submitted to the Secretary or President and the request and any action taken shall be reflected in the minutes of FGTF.

4. An interested Board member, officer or staff member shall not participate in any discussion or debate of the Board of Directors or of any committee or subcommittee in which the subject of the discussion is a contract, transaction or situation in which there may be a perceived or an actual conflict of interest. However, such member, officer or staff member may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.

5. Anyone in a position to make decisions about spending of FGTF's resources or who stands to benefit from such decision, has a duty to disclose that conflict as soon as it arises and he or she should not participate in any final decisions.

6. A copy of this conflict policy shall be given to all Board members, volunteers or staff members as well as key committee members on a regular basis. Each Board member, officer, and staff member shall sign and date an acknowledgement of receipt of this conflict policy at the beginning of his or her term of service or employment and such acknowledgement shall be updated periodically by submittal of a written conflict of interest disclosure form. A failure to submit such reports annually or inadvertent omittance to submit said periodic reports does not nullify this policy.

ARTICLE VII

OFFICERS

1. Election of Officers: The Board shall elect Officers at a meeting of the Board held in conjunction with the Annual Meeting at which the Directors were elected.

2. Officer Positions: The general Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The offices of the President and Treasurer, and the offices of Secretary and Treasurer may be held by the same persons. The term of office of each Officer shall be one year. All Officers must be members of the Corporation and of the Board. The Board shall have the authority to appoint such other Officers and agents as it may deem necessary and who shall exercise such powers perform such duties as the Board shall determine from time to time.

3. Removal of Officers: For proper and sufficient cause, and after reasonable notice and hearing, the Board may remove an Officer.

4. Vacancy: In case of any vacancy in any office, the Board will meet at the earliest convenient opportunity and by a majority vote, elect a successor to hold the office for the remainder of the term.

5. Duties of Officers:

A. President: The President shall preside at all meetings of the Corporation and of the Board; shall have the general supervision of the business of the Corporation, subject to the control of the Board; shall have all powers and duties usually incident to the office of President in similar corporations; and shall perform such other duties as may be required by the By-Laws or the Board.

B. Vice President: The Vice President, in the absence of the President, or in case of a vacancy in the office of President, shall exercise the powers of the President.

C. Secretary: The Secretary shall keep the records of the meetings of the Corporation and its Directors; shall maintain the membership book, and shall perform such other duties required by the By-Laws or by the Board.

D. Treasurer: The Treasurer shall maintain the finances of the Corporation; shall keep accurate accounts of all monies received by the Corporation; and shall make reports on the accounts of the Corporation at all Board meetings.

ARTICLE VIII

COMMITTEES

1. Standing Committees: The long-term standing committees of the Corporation shall be:

A. The Nominating Committee, members of which shall be appointed by the President. The responsibilities of the Nominating Committee shall include developing a slate of Directors to be recommended to the President and the Board as described in Article VI, Section 4.

B. The Executive Committee, which shall consist of the Officers of the Corporation. It shall meet on the call of the President or at the request of two or more Officers. Fifty-one percent of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee may act in the place of the Board if it deems necessary, and all actions of the Executive Committee shall be ratified and confirmed by the Board at its next meeting.

C. The Finance Committee, which shall consist of the Treasurer and two other persons appointed by the President. The Finance Committee shall support the Treasurer,

and shall advise the President and the Board on financial matters affecting the corporation.

D. The Audit Committee, which shall consist of at least two Directors who do not have signature authority over any Corporate accounts nor custody of any Corporate funds, shall be appointed annually by the President. The annual audit of the Corporate accounts shall be accomplished as soon after the end of the fiscal years as practical.

2. Ad Hoc Committees: The Board or the President may appoint ad hoc or short term committees that are limited in purpose and scope, for the performance of special tasks.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. General: Except as the Board may authorize in some manner, all checks, drafts, and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name of the Corporation by the President or the Treasurer, and by such other Officers or agents or employees of the Corporation as may be designated by the Board. Checks or other instruments in the amount of Five Hundred Dollars (\$500.00) or less may be signed by one Officer or authorized agent; checks in excess of that amount shall be signed by two Officers or authorized agents. The Board may from time to time authorize and empower one or more Officers or agents of the Corporation to execute and deliver any documents or do other acts on behalf of the Corporation, including any necessary action dealing with Government agencies or authorities.

2. Deposits: All funds of the Corporation shall be deposited in a timely fashion to the credit of the Corporation in such banks, trust companies, or other depositories as the officers or Board select from time to time.

3. Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any of the purposes provided in the Articles of Incorporation or these By-Laws.

ARTICLE X

SEAL

The Corporate seal shall be circular in form and shall have inscribed the name of the Corporation, and the words “corporation not for profit” and “State of Florida”.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

ARTICLE XII

AMENDMENTS

The Board shall have the authority to make, alter, amend and repeal the By-Laws at a regular or special meeting of the Board by a majority vote of the quorum present at such meeting. Any Director may propose amendments. An amendment proposed by a Director must be submitted in writing to the Board, by that Director at least ten days prior to the regular meeting of the Board at which the Board will make a decision on the proposed amendment.