

## BYLAWS OF THE

### SAVE THE HOMOSASSA RIVER ALLIANCE, INC.

*As adopted by the Board of Directors at its first meeting on November 27, 2000 and amended April 12, 2007.*

#### Article 1. PURPOSE

The Save the Homosassa River Alliance, Inc has been formed for educational, scientific and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of the United States. These purposes include, but are not limited to, informing citizens about all significant environmental issues affecting the Homosassa River System. The goal is to help restore, protect and perpetuate the native ecological integrity of that river system. Any factor causing environmental degradation and any means to aid in restoration is appropriate for the attention of the Alliance.

This Corporation may solicit, receive, purchase and borrow, with or without security, real and personal property, including funds by way of gifts, dues, contributions and subscriptions, and administer, own, hold, convey, transfer, disburse, lend or sell the same for such charitable, scientific and educational purposes as permitted by Section 501(c)(3) of the Internal Revenue Code of the United States.

No substantial part of the activities of this Corporation shall consist of propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in any political campaign of any candidate for public office.

#### Article 2. LOCATION

The Save the Homosassa River Alliance, Inc. is located in Homosassa, Florida. Unless otherwise determined by the Board of Directors, the Corporation's mailing address is:  
Save the Homosassa River Alliance, Inc.  
P.O. Box 124  
Homosassa, FL 34487 - 0124

#### Article 3. MEMBERS

The membership of this Corporation is open to any person who subscribes to the purpose and goal of the Corporation.

This Corporation does not discriminate on the basis of race, physical handicap, sex, sexual orientation, color, national origin or age.

An Annual Meeting of members will be held in the Spring of each calendar year.

Special Meetings of members may be called when a minimum of ten percent of the number of registered members requests the Board to do so and be held within a period of two weeks from the date of the request. Notice of Meetings of members must be mailed or published through the organization's Newsletter, website or in a public newspaper to each registered member at the latest one week prior to the date of the meeting.

All Meetings of members will be led by the Chair of the Board. Each registered member has the right to cast one vote. The quorum of a Meeting of members will be reached when

the lesser number of ten percent of registered members or twenty-five registered members is present.

Dues for membership shall be established by the Board of directors.

The membership period shall be the calendar year. Dues are payable at the time of application for membership and then in the first quarter of each following year. Members whose dues remain unpaid after March 31 will be dropped from this Corporation's register of members.

#### Article 4. BOARD OF DIRECTORS

The number of members of the Board of this Corporation will not be less than five and not be more than twenty-one.

Directors will be registered members and share the mission and goals of this Corporation.

Members of the Board accept responsibility for the overall management of this Corporation, but may delegate the daily management of the Corporation to officers elected by the Board. The Corporation is committed to fair representation of its membership on the Board.

Election of Directors will take place at the Annual Meeting of members. Each elected Director will serve a two-year term. Terms shall be staggered with one-half of the Directors, more or less, being elected in even-numbered years and the remainder in odd-numbered years. Should a director die, resign or be removed from the Board, the Board may appoint a substitute from the registered membership to serve until the next Annual Meeting.

Any director may be removed from the Board by an affirmative vote of the majority of directors present at a Meeting of the Board. Notice of the proposed removal will be given with the notice of the meeting. The director involved will be given an opportunity to be present and be heard at the meeting, before removal is voted on.

No compensation will be paid to members of the Board.

#### Article 5. MEETINGS OF THE BOARD OF DIRECTORS

An annual meeting of the Board of directors will follow the Annual meeting of members. At this annual Board meeting directors and officers will be elected or re-elected. In addition to this annual Board meeting, the Board will hold regular meetings at least three times each calendar year, upon issuance of a notice that includes a date, time and place for such a meeting. Such notice will be mailed or delivered to each member of the Board at the latest one week prior to the date of the meeting. Fifty percent of the number of elected Board members shall constitute a quorum for the transaction of business at any Board-meeting.

A special meeting of the Board may be called at any time upon a written request to the Chair and signed by the president, or two officers or three directors.

#### **Article 6. OFFICERS**

The officers of the Corporation will be a president, a vice-president, a secretary, a treasurer and officers with such duties as the Board prescribes. The officers will be elected by the Board and may be removed by the Board. After each Annual Meeting of members, the Board of Directors shall elect the officers of this Corporation.

Each officer elected will serve for one year or until a successor to each office is elected and qualified.

The president will be the chief executive officer of the Corporation and have supervision of all the affairs of the Corporation. The president will execute on behalf of the Corporation all contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Board.

The vice-president will act in the absence or disability of the president and perform such duties as assigned by the Board.

The secretary will keep the records of the Corporation and will issue all notices of meetings. The secretary will be the custodian of all books, correspondence and official papers (such as the Articles of Incorporation and these Bylaws, as updated) of the Corporation, except those of the treasurer. The secretary will present an accurate overview of the Corporation's main activities at the Annual meeting of members.

The treasurer will have charge of the finances of the Corporation. The treasurer will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation. These books will be open at all times to inspection by the Board of directors. The treasurer will present an accurate overview of the Corporation's financial status at the Annual meeting of members and will present the same at regular meetings of the Board.

The Board of directors will cause an annual audit of the books to be made and reported at the Annual meeting of members.

The Corporation's bank account(s) will be kept with a FDIC-insured bank

#### **Article 7. COMMITTEES**

The Board of directors may designate one or more committees. Members of such committees may be members of the Corporation or other interested individuals. Committee members will elect a chairperson from their midst, who will maintain close contact with the president of the Corporation.

#### **Article 8. MISCELLANEOUS**

All meetings of this Corporation shall be conducted in accordance with Robert's Rules of Order.

The Corporation will have the power to indemnify and hold harmless any director or officer from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of each person in his or her capacity as a director or officer (except in cases of willful misconduct). The Corporation will have the power to purchase or procure insurance for such purposes.

The fiscal year of the Corporation will be from June 1 through May 31.

All meetings of the Corporation will be open to the public.

#### **Article 9. AMENDMENTS**

The Board of directors may amend these Bylaws to include or omit any provision that it can lawfully include or omit at the time the amendment is made. Any such change will stand only upon receiving a majority of votes from all members of the Board. Any such adopted change will be communicated to all registered members in writing within a reasonable period of time and confirmed at the next Annual meeting of members.

#### **Article 10. DISSOLUTION**

Upon the dissolution of the Corporation and after the payment of all its liabilities, the Board of directors will dispose of all of the assets of the Corporation exclusively to any organization that is then qualified as tax-exempt under section 501 (c) (3) of the Internal Revenue code, preferably to the Homosassa Civic Club, Inc.

*The above ten articles constitute the Bylaws of the Save the Homosassa River Alliance, Inc.*