

**INDIAN RIVER LAGOON NATIONAL SCENIC BYWAY
COALITION, INC.**

BYLAWS (Adopted January 7, 2016)

ARTICLE I ORGANIZATION

- A. The name of the organization shall be the Indian River Lagoon National Scenic Byway Coalition, Inc. (hereinafter the “Coalition”)**
- B. The Coalition shall have a logo and/or a seal in a form to be determined at a later date by simple majority of the Board of Directors.**
- C. The Coalition may by simple majority of the Board of Directors change its name.**

ARTICLE II PURPOSES

- A. The Coalition is organized exclusively for charitable, educational, science and public service purposes, including for such purposes, the making of distributions to organizations under Section 501 (c)(be3) of the Internal Revenue Code, or corresponding section of any future tax code.**
- B. The general purpose of the Coalition is to preserve, protect and enhance the intrinsic resources of the Indian River Lagoon National Scenic Byway (hereinafter the “Byway”) and to promote public access to and enjoyment of those resources.**
- C. The specific purpose of the Coalition is to monitor, implement and update the plans, strategies and programs included in the Corridor Management Plan and all subsequent plans developed and adopted.**

D. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing, distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal taxation under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue code or corresponding section of any future tax code.

E. The Coalition, through its Board of Directors and Officers shall have all the powers which may be provided under law as the Corridor Management entity of the Byway.

ARTICLE III MEMBERSHIP

A. Members (hereinafter “Members”) may include any person, including an individual or organization, that subscribes to the purposes of this Coalition. Membership may be granted upon completion of a membership application designated by the Board of Directors.

B. The Board may establish dues and responsibilities of members. Members may be asked from time to time to participate as

volunteers for Coalition projects and are asked to submit a list of any special applicable skills in addition to availability.

C. Members shall be invited to attend the Coalition’s annual meeting, (the “Annual Meeting”) usually held in January. At the Annual Meeting, Members shall be asked to vote on a slate of candidates for the Board of Directors. Each Member shall have only one vote.

D. Termination of membership: any Member found by the Board to be in violation of the prohibitions against partisan politics or conflict of interests shall be terminated. Members who are found by the Board to be acting against the purposes of the Coalition may be terminated.

IV. BOARD OF DIRECTORS

A. Board of Directors

The Board of Directors shall comprise the Corridor Management Entity of the Indian River Lagoon National Scenic Byway. The government and policy-making responsibilities of the Coalition shall be vested in the elected Board of Directors (the “Board”) which shall control its property, be responsible for its finances and direct its affairs.

B. Composition of the Board

The management of the Coalition shall be vested in the Board of Directors composed of at least eight but not more than eleven elected members (hereinafter “Board Members”). Board members shall be elected for three year terms.

C. Selection and Election of Directors

(i) Nominating Committee

At least thirty days prior to the Annual Meeting in January, the President of the Coalition may appoint, subject to the approval of the Board of Directors, a Nominating Committee (the “Nominating Committee”) of up to five (5) members of the Board of Directors. The President shall designate the chairman of the Committee.

(ii) Nominations for the Board of Directors

Prior to the annual membership meeting, the Nominating Committee shall present to the President of the Board, a slate of candidates for Board membership. Each candidate must have agreed to accept the responsibility of a directorship if elected.

(iii) Publicity of Nomination

Prior to the Annual Meeting, the President shall notify the Members of the names of persons nominated as candidates for the Board of Directors.

(iv) Voting Procedures

The Nominating Committee and the President shall determine the method of voting so that each eligible Member present at the Annual Meeting has one vote. A record shall be kept of the results and shall be retained for one year.

(v) Seating of New Directors

All newly elected Board members shall assume office after their election at the Annual Meeting.

(vi) Removal from the Board

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings in any twelve month period may be voted on by the Board of Directors to determine if he or she should be dropped from membership on the Board of Directors.

(vii) Vacancies

The Board of Directors shall fill vacancies on the Board of Directors by a majority vote at any time such vacancy may occur. Such appointees will serve until the next general election.

(viii) Policy

The Board is responsible for establishing procedures and formulating policies of the organization. Such policies shall be subject to ratification at the next Annual Meeting of the Coalition. These policies shall be maintained in a policy manual, to be reviewed as necessary.

(ix) Staff

The Board may employ staff and shall fix the salary and other consideration of employment.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

A. Regular Meetings

Regular meetings of the Board of Directors shall be held at times and places to be publicly noticed by the Secretary or his or her designee. The Annual Meeting as described above shall be held each year in January. The Secretary shall notify, by mail, electronic mail or telephone, every voting Member in good standing at the address registered with the Coalition at least seven (7) days prior to the date of the Annual Meeting.

B. Special Meetings

Special meetings of the membership may be called with reasonable notice by the President or upon written request of a majority of the members of the Board of Directors. Notice of such

special meeting shall be sent in the same manner as for the Annual Meeting and should specify the topic or topics to be considered.

C. Quorum

A quorum shall consist of a majority of voting Board Members. Absent a quorum, reports may be received and discussions conducted, but no decisions may be made. Reports received may not be approved until a subsequent meeting with a quorum present.

D. Voting

At all meetings, except for the election of Directors shall be made by voice or show of hands. If the majority of those present so desire, a vote may be made by ballot.

E. Electronic Voting

Board Members may participate in meetings of the Coalition by telephone or other electronic means if the majority of the Board Members present approve . Meetings of the Coalition may not be conducted solely by electronic means.

F. Order of Business

Unless decided upon by a vote of a majority of the members present, the order of business meetings shall be as follows:

(i) Roll Call

(ii) Approval of the minutes of the previous meeting.

(iii) Reports of Committees

(iv) Reports of Officers

(v) Old and unfinished business

(vi) New business

(vii) Public comment

(viii) Adjournment

ARTICLE VI OFFICERS

A. Officers of the Board of Directors

Subsequent to the election of Board Members at the annual meeting, the four (4) Officers shall be elected by a majority vote of the Board Members to serve one (1) year terms. The Officers shall consist of a President, Vice President, Secretary and Treasurer.

B. Duties of Officers

(i) President

(a) The President shall preside at all meetings of the Coalition or Board. Subject to the approval of the Board, the President shall appoint all committees, committee chairpersons and special advisors.

(b) The President shall sign all contracts and obligations of the Coalition, but only after being authorized to do so by the Board.

(c) The President shall make an annual report to the membership.

(ii) Vice President

The Vice President shall exercise the powers of the President in the absence or disability of the President. The President may assign other duties and responsibilities as desired.

(iii) Secretary

(a) The Secretary shall serve as secretary to the Board and shall prepare and distribute minutes of the meetings of the Board of Directors.

(b) The Secretary is the official custodian of the records and logo and/or seal of the Coalition.

(c) The Secretary shall be responsible for seeing that proper notices of meetings are issued.

(iv) Treasurer

(a) The Treasurer shall be the custodian of the funds of the Coalition and the supervisor of all financial records, reporting as directed to the Board in categories and, when requested by the Board, individual items.

(b) Coalition funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks shall be signed by the President or, in the President's absence, by the Vice President. All expenditures shall be reported by the Treasurer at the next regular meeting.

(c) The Treasurer shall assist the President in preparing the annual budget.

C. Compensation

The members of the Board shall serve without compensation. No part of the earnings of the organization shall inure to the benefit or, or be distributed to, its members, trustees, officers or other private persons; however, the members of the Board may be entitled to receive reasonable reimbursement fees for expenses incurred in carrying out the purposes of the Coalition. No reimbursement may be made without the prior written consent of the Board.

ARTICLE VII COMMITTEES

A. Appointment and Authority

(i) The President of the Board, with the approval of the Board, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Coalition. Committee appointments shall be at the will and pleasure of the President of the Board of Directors.

(ii) It shall be the function of the committees to make investigations, conduct studies and hearings, and present their findings to the Board of Directors and to carry on such activities as may be delegated to them by the Board in order to carry out the purpose of the Coalition.

B. Limitation of Authority

(i) No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute and expression of, the policy of the Coalition until it shall have been approved or ratified by the Board of Directors.

(ii) Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

(iii) No committee member may make statements on behalf or, or commit the Coalition to any action, without the prior approval or ratification of the Board of Directors.

ARTICLE VIII FINANCES

A. Funds

All money received by the Coalition shall be placed in a general operating fund. Funds may be placed in an interest bearing account.

B. Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

C. Fiscal Year

The fiscal year of the Coalition shall be from January 1 through December 31.

D. Budget

As soon as possible after election of the new Board of Directors and Officers, The Board shall adopt the budget for the coming year.

E. Annual Review

An independent audit of the accounts of the Coalition shall be conducted annually as of the close of business on December 31. The audit shall be available to members of the organization at all times.

F. Disposition of Assets

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the County in which the principle office of the organization is then located, exclusively for such purposes to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX GENERAL REQUIREMENTS

A. Non-Discrimination

In all matters pertaining to the operation of the Coalition, including the selection and appointment of Directors and Officers, the employment of staff, the provision of services and the conduct of the Coalition business, the Coalition and its Directors, Officers and agents shall not discriminate against any person by reason of age, race, sex, religion, national origin, or physical or mental impairment.

B. Partisan Politics

The Coalition shall not endorse any political party, candidate or campaign. This does not mean that party representatives or candidates may not participate in Coalition activities.

C. Conflict of Interest

(i) No member of the Board of Directors shall vote on any contract or other business transaction in which the member, the member's employer, or the member's immediate family has a financial interest in the outcome.

(ii) In the event of such a conflict of interest, the member shall state the conflict and abstain from voting on or discussing the issue. The member's presence may be counted for purposes of determining a quorum.

D. Sunshine Law

The Coalition is subject to the requirements of the Florida open meetings law.

E. Indemnification

The Coalition may, by resolution of the Board of Directors, provide for indemnification by the Coalition of any and all current

or former officers, directors and employees against expenses actually and necessarily incurred by them or imposed upon them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party by reason of having been officers, directors, or employees of the Coalition, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The foregoing shall be in addition to all other rights and remedies available to the individual.

ARTICLE X AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended, repealed, or added to, by a majority vote of Board Members at any regular or special meeting, provided that proper notice has been given. Any proposed amendments or alterations shall be submitted to the Board Members in writing at least ten days in advance of the meeting at which they are to be acted upon.

ADOPTED:

I, the undersigned, as President, hereby certify that the foregoing Bylaws were duly adopted by the Indian River Lagoon National Scenic Byway Coalition, Inc. at a meeting duly called and held on the 7th day of January, 2016 and ratified by the Board on March 3, 2016.

By: Tim Ford

Tim Ford, President

Attest Mia Helenate, Treasurer

Name, Office