BYLAWS OF THE FRIENDS OF MACLAY GARDENS, INC.
a Florida not-for-profit corporation

ARTICLE ONE: ORGANIZATION

These articles shall be the Bylaws of the Friends of Maclay Gardens, Inc. (hereinafter, Organization), unless amended or changed by the Board of Directors.

ARTICLE TWO: PURPOSE

The purpose of the Organization shall be to render support and assistance to the management and staff of Alfred B. Maclay Gardens State Park (hereinafter, Maclay Gardens) in carrying out the responsibilities for managing this unit of the Florida Park Service for the benefit of the visiting public, now and in the future. Support and assistance may include working with park management to support park operations, special event coordination and implementation, generating financial support for projects/programs and advocating on behalf of the park through public education and outreach.

ARTICLE THREE: MEMBERSHIP

Membership in the Organization shall be open to any individual, organization, or business entity. Memberships, except for lifetime, are for a one-year period and may be renewed annually. Membership and associated benefits shall be established by the Board of Directors.

ARTICLE FOUR: MEETINGS

An annual meeting of the Organization shall be held with appropriate notice to general membership at least thirty (30) days in advance of the annual meeting. The purpose of the annual meeting is to brief the membership on last year's accomplishments and plans for the upcoming year, advising them of opportunities for volunteering. This meeting may be held in conjunction with a Board of Directors meeting. Additional meetings may be called by the president with notice to general membership at least ten (10) days in advance of the meeting.

ARTICLE FIVE: BOARD OF DIRECTORS

The business of the Organization shall be managed by a Board of Directors consisting of not less than eight (8) or more than twenty-five (25) members including the elected officers of the Organization. The business and affairs of the Organization shall be governed by the Board of Directors.

1. Directors shall be elected by the Board of Directors at the annual meeting of the Board or at another meeting designated by the Board. Directors shall serve two-year terms and may be re-elected for succeeding terms. Terms should be

staggered, to the extent practicable, so that approximately one-third (1/3) of the directors are elected each year. Directors may be re-elected for succeeding terms.

2. Meetings of the Board of Directors shall be held once each month or as determined by the Board.
3. One-third (1/3) of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote. Unless otherwise required by these Bylaws, action by the Board shall require the affirmative vote of a majority of directors present at a meeting at which a quorum is present. Voting by proxy shall not be permitted for directors.
4. Any action permitted or required to be taken at a meeting of the Board may be taken by electronic vote when the President or the President's designee determines that action is needed before the next regularly scheduled Board meeting. The proposed action shall be sent to the email address of record for each director. Electronic action shall require responses from at least a quorum of the Board and approval by a majority of the directors voting. Actions taken by electronic vote shall be recorded in the Minutes of the next meeting of the Board.
5. All Directors must be members, as defined in Article Three, and maintain such membership of the Organization for the duration of their term.
6. A director may resign by submitting written notice to the President or Secretary. A vacancy on the Board of Directors may be filled by majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the unexpired term.
7. All Directors are expected to participate in monthly meetings and annual events organized/hosted by the Organization. A director may be removed for cause by a three-fourths (3/4) vote of the Board of Directors. Cause may include failure to maintain membership in the Organization, absence from three (3) regular Board meetings without advance notice, repeated failure to participate in the work of the Organization, conduct inconsistent with the purposes or interests of the Organization, or violation of Board-approved policies. Before removal, the director shall be given written notice of the proposed removal and an opportunity to respond to the Board.

ARTICLE SIX: OFFICERS

The officers of the Organization shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President. Officers shall be elected by the Board of Directors. Officers shall serve two-year terms and may be re-elected.

The Executive Committee of the Board of Directors shall consist of the officers of this organization and shall be chaired by its President. The Executive Committee may act on behalf of the Board of Directors between regular Board meetings when timely action is needed, provided that such action is consistent with these Bylaws, Board-approved policies, and the purposes of the Organization. Actions taken by the Executive Committee shall be reported to the Board of Directors at its next regular meeting and recorded in the minutes

1. The President shall preside over all meetings of the Board, the Executive Committee and the general membership, and shall have general and active management of the business of the Organization. The President shall be an ex-officio member of all standing committees and shall have power to fix the time and place of the meetings of all committees.

2. The Vice President shall, in the event of the absence or inability of the President to exercise the official duties of the office, become Acting President of the Organization.

3. The Secretary shall keep the approved minutes and records of the Organization and shall perform such other duties as may be assigned by the President or the Board of Directors.

4. The Treasurer shall have the care and custody of all money belonging to the Organization and shall act prudently in depositing such money or securities at a financial institution(s). The Treasurer shall provide regular financial reports to the Board of Directors and perform such other duties as may be assigned by the President or the Board of Directors. Financial reports shall be included in the minutes of the Board meetings. The Treasurer shall also exercise all duties germane to the office of Treasurer.

    a. The Board of Directors shall approve the expenditure of funds of the Organization. The Board may authorize the Treasurer or other designated officer to make routine or small expenditures provided such expenditures are for proper organizational purposes and are reported to the Board.

5. No officer shall receive compensation solely for serving as an officer. Nothing in these Bylaws shall prohibit an officer or director from receiving reasonable compensation or reimbursement for services or expenses unrelated to service as an officer or director, provided such compensation or reimbursement is approved by the Board of Directors and consistent with the Code of Ethics.

ARTICLE SEVEN: EMPLOYEES AND COMPENSATION

The Board of Directors may authorize the hiring of employees, independent contractors, or other paid service providers as necessary to conduct the business of the Organization. The Board shall approve compensation for such services and ensure that all compensation is reasonable, properly documented, and consistent with the purposes of the Organization.

ARTICLE EIGHT COMMITTEES

All committees of the Organization shall be created by the President or by the Board of Directors, and the term of office shall be determined by the same.

ARTICLE NINE: AMENDMENTS

These Bylaws may be amended, repealed or expanded by an affirmative vote of not less than two-thirds (2/3) of the Board of Directors.

ARTICLE TEN: EFFECTIVE DATE

These Bylaws are hereby approved as amended this 5th day of August 2026.