

Bylaws of Pelican Island Preservation Society, Inc.

The following statements, and conditions, having been approved by two-thirds of the voting members present, shall constitute the Bylaws of the Pelican Island Preservation Society, Inc., (hereafter known as "PIPS") as of May 25, 1993, and amended April 23, 2018.

The principal office of PIPS shall be located at the residence of the President, county of Indian River, Florida. The corporation may have other offices within the State of Florida as the Board of Directors may determine from time to time.

Article I – Purpose

The purpose of this organization is to support and promote Pelican Island National Wildlife Refuge and the National Wildlife Refuge System in their efforts to conserve habitat and wildlife.

1. Promote significance of Pelican Island through annual celebrations;
2. Foster educational, interpretive and other activities such as tours, lectures, etc., appropriate to sustain and protect the Pelican Island National Wildlife Refuge for the benefit of the public;
3. Make available to the general public by sales or free distribution appropriate promotional and educational materials, such as shirts, hats, books, pamphlets, posters, slides, photographs, maps, and other items of interest to increase the visitors' understanding of the natural history and surrounding natural environment;
4. Acquire media to be used to present informative educational programs.

Article II – Membership and Governance

- A. Membership shall consist of the Board of Directors. The Board of Directors may adopt policies and programs designating certain donors or volunteers "members" with certain privileges, but governance of the corporation rests exclusively with the Board of Directors.
- B. Governance of PIPS is and shall be entrusted to the Board of Directors, who shall set policies and monitor their implementation. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board shall take all such actions as necessary for nonprofit organizations under applicable federal laws, the laws of the State of Florida, and the provisions of the Articles of Incorporation of the Pelican Island Preservation Society.

Article III – Indebtedness

- A. Funds. The Pelican Island Preservation Society, Inc. has been organized as a non-profit organization. All monies received by dues, special sales or any other means shall be used for sustaining and promoting PIPS and its stated purposes.
- B. Budget. A budget for each fiscal year shall be prepared by the Treasurer and President, and shall be submitted to the Board of Directors for review and approval at each November Board Meeting.
- C. Fiscal Year. The PIPS fiscal year shall begin January 1 and end December 31.

Article IV – Board of Directors

- A. Composition. The Board of Directors shall consist of no less than (three) and no more than fifteen (15) members.
- B. Election. Members of the Board of Directors may submit nominations to the Board of Directors at any time prior to a meeting at which elections are to be held. A director is elected upon majority vote of the quorum at a regular or special meeting.
- C. Terms. Members of the Board shall serve two (2)-year terms commencing in April. No person shall serve for more than three (3) consecutive full terms. Directors elected mid-year will begin their first full term in April of the following year, provided they are re-elected by the board. Former directors may be elected again after sitting out for one year. The board will make an effort to stagger board terms to assure continuity of board leadership.
- D. Resignation. If any elected Officer or Director resigns during his or her term of office, he or she becomes ineligible to serve in any elective office for the remainder of the year.
- E. Vacancy. In the event any office is vacated, a replacement Officer or Director shall be nominated and elected by the Board of Directors as soon as possible or expedient, except in the President's office is vacated, in which case the Vice President shall become President and a new Vice President shall be nominated and elected by the Board of Directors as soon as possible or expedient.
- F. Regular Meetings. The Board shall meet regularly as mutually agreed by Board members, but in no event less than quarterly. Such Regular Meetings may be called by the President or any three (3) Board members. Notice of Regular Meetings shall be in writing and shall be provided to all Board members no less than seven (7) days

prior to the meeting. A quorum shall be composed of 50% plus one of the board members then in office.

- G. Special Meetings. Special meetings of the Board of Directors for the transaction of business shall be held with two (2) days' notice, by call of the President. Special meetings of the Board may be called by two (2) members of the Board of Directors, provided four (4) days' notice is given to every Board member. The President has the authority to call an emergency meeting.
- H. Attendance. Any member of the Board of Directors who fails to attend two (2) Board meetings without a valid reason may have his or her office terminated by the Board of Directors.
- I. Responsibilities. The Board of Directors is responsible for:
 - 1. The conduct of all the PIPS' business.
 - 2. Approving all expenditures and contracts.
 - 3. Approving all materials, publications, or statements issued by or on behalf of PIPS.
 - 4. All press releases or media correspondence.
- J. Guests. From time to time, guests may be invited to Board of Directors' meetings for a specific purpose. During such meetings, the guest(s) may be asked to leave so the Board may continue with other business.
- K. Proceedings. Roberts Rules of Order shall be followed in the conduct of all meetings of the Board of Directors.

Article VI – Officers and Duties

- A. Qualifications. Anyone who seeks or accepts the responsibilities of an Officer or Director must be willing to assume all responsibilities as set forth in these Bylaws, and be an adult member in good standing as of the date of the annual meeting. No person can be nominated for more than one (1) office.
- B. Term. The term of Officers shall be as follows: President, Vice President, Treasurer, and Secretary shall serve a one (1) year term. At the end of his term, the President shall become a Director on the Board for a one (1) year term, as "Past President."
- C. President. The President shall be an elected Officer and shall perform the duty of chairman at regular and special meetings. Subject to the approval of the Board of Directors, the Present has the authority to appoint chairpersons of the committees and designate duties of said committees.

- D. Vice President. The Vice President shall be an elected Officer and shall be responsible for assisting the President with any PIPS activity. The Vice President shall also perform the duties of the President during his or her absence or disability.
- E. Secretary. The Secretary shall be an elected Officer and shall take the minutes of all meetings and have them available for reading by members of the board of directors at all times. The Secretary is responsible for preparing a legible copy of these minutes to be kept in the Society's records. Also, the Secretary shall maintain or cause to be maintained an accurate record of active members. The Secretary shall also be responsible for preparing all PIPS correspondence and maintaining file copies of same.
- F. Treasurer. The Treasurer shall be an elected Officer and shall have custody of all funds and shall maintain a full and accurate account of all funds. The Treasurer shall give a report at all regular Board of Directors' meetings. All checks are to be signed by the Treasurer and the President or Vice President. The Treasurer is also responsible for collecting the membership dues.

Article VII – Committees

- A. At its discretion, the Board of Directors may establish Standing Committees to make recommendations to the Board of Directors on all matters referred to them. Standing Committees act only with the authority of the full Board: the area of interest and membership of a Standing Committee shall be spelled out in a charter adopted by the Board of Directors.
- B. The President shall annually in May and at other times as necessary appoint the chair and members of the Standing Committees. Such appointments will be recorded in the minutes of the Board of Directors meetings. All Standing Committees shall be chaired by a member of the Board of Directors and may include volunteers who are not Directors.
- C. Special or *Ad Hoc* committees may be created and appointed by the Board of Directors as it deems necessary. Such committees shall have their full purpose and scope of authority designated in policy adopted by the Board.

Article VIII – Amendments to Bylaws

- A. Review. These Bylaws shall be reviewed at least once each year by the Board of Directors. Any amendment(s) ratified by two-thirds majority of the Board of Directors present shall become effective immediately.
- B. Motions, resolutions and/or amendments pertaining to these Bylaws that any Board member wishes to place before the board must be in the hands of the

President or Vice President, in writing, forty-eight (48) hours prior to any regular or special meeting.

Article IX – Interpretation

The decision of the Board of Directors is final as to the interpretation of any portion of the articles of these Bylaws.

Article X – Affiliations

Affiliations, association or membership with any society, federation, or organization shall be reviewed by the Board of Directors prior to disbursement of any funds to said organization. The Board of Directors is required to determine, to its satisfaction, that any organization to which funds are disbursed is achieving the goals to which the organization is dedicated by evaluating the financial and written records of the past year's performance of said organization. A two-thirds majority vote by the Board of Directors present and the general membership present will be required to authorize membership with any aforementioned organization.

Article XI – Dissolution

Upon dissolution of the organization, after all final debts and obligations are paid, any remaining money and assets shall be donated to the National Wildlife Refuge Association with the stipulation that the total amount of assets be utilized for the Pelican Island National Wildlife Refuge [*amended 10/24/94*].