

Bylaws

Bagdad Waterfronts Florida Partnership, Inc.

Revised October 11, 2007

ARTICLE I – ORGANIZATION NAME

The name of the organization shall be the BAGDAD WATERFRONTS FLORIDA PARTNERSHIP, INCORPORATED, hereafter referred to as the PARTNERSHIP.

ARTICLE II – PURPOSE

Said corporation is a nonprofit organization established exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

The PARTNERSHIP will work with state and local government, residents, businesses, and other organizations to revitalize the Bagdad waterfront area by focusing on public access to the waterfront, environmental and cultural resource protection, economic revitalization, and hazard mitigation within the Bagdad Village area.

ARTICLE III – MISSION STATEMENT

“To plan, implement and collaborate matters related to public access to the waterfront, hazard mitigation, environmental and cultural resource protection, and economic revitalization throughout the Village of Bagdad.”

ARTICLE IV – MEMBERSHIP

Any business, organization or individual interested in supporting the purposes of the PARTNERSHIP may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish.

- 1.) The classes of membership and annual dues shall be as follows:
 - a) Individuals -- \$5
 - b) Family -- \$10
 - c) Non-Profit Organizations -- \$10
 - d) Businesses -- \$15
- 2.) Any member may resign from membership upon giving written notice thereof to the Secretary. Members who resign from membership shall not be entitled to any refund of dues paid.
- 3.) The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of their financial obligations for a period of three (3) months or longer.

- 4.) Each person, regardless of the number of membership classes to which they belong, shall be entitled to one vote on each matter submitted to a vote of the members. An organization or business membership shall be entitled to one vote.
- 5.) Any membership category other than individual shall designate its voting representative and an alternative-voting member upon obtaining membership. Changes may be submitted in writing to the Secretary.

ARTICLE V – ORGANIZATION

The PARTNERSHIP shall be organized as follows:

1. MEETINGS

- a. The PARTNERSHIP shall meet regularly, at least ten times each year. Regular meetings will be held at a time and place agreed upon by the PARTNERSHIP. Special meetings may be held upon call of the President or by seven (7) members of the Board upon twenty-four (24) hours notice to the other members. Special meetings shall be held at times and places specified in calls therefore. A quorum shall consist of a majority of the directors with at least two (2) elected officials present.

2. BOARD OF DIRECTORS

- a. There shall be a Board of Directors composed of no more than 20 people, including elected officers. The Board of Directors shall have the authority and responsibility to act for the PARTNERSHIP in the day-to-day operation of the PARTNERSHIP, consistent with the current PARTNERSHIP policies and these bylaws, and shall have the authority to modify the bylaws as defined herein. Policy decisions made by the Board of Directors are subject to review by the PARTNERSHIP as a whole. Minutes shall be kept of the meetings of the Board of Directors.
- b. A Board of no more than twenty (20) Directors elected by the members eligible to vote shall govern the PARTNERSHIP. The term of office for each Director shall be three (3) years, except that the term of office of the first Board of Directors after these by-laws are adopted shall be as follows:
 - a.) One-third (1/3) shall be elected for one year.
 - b.) One-third (1/3) shall be elected for two years.
 - c.) One-third (1/3) shall be elected for three years.

Thereafter, one-third (1/3) Directors shall be elected at each annual meeting of the members until all terms are at three years. Nominations to the Board shall be made by the Nominations Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term to which they are elected and until their successor shall have been elected and qualified. Directors in office may be reelected for consecutive terms.

- c. Any vacancy occurring on the Board of Directors (other than a vacancy

resulting from the normal expiration of a term of office) may be filled by the affirmative majority vote of the current Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any Director may resign by submitting written notice to the Secretary. Any Director may be removed from office at any time with cause by the affirmative vote of two-thirds of the Directors. Any Director who is absent from three consecutive meeting without just cause may be removed as a member of the Board of Directors.

- d. Close Relatives, such as martial spouse or any person with whom a board member shares living quarters shall not be entitled to serve on the board. Only one voting board position will be allowed per household.

3. OFFICERS

- a. The PARTNERSHIP shall elect a President, Vice President, Recording Secretary, and Corresponding Secretary, and Treasurer to serve a one (1) year term. Elections will be held at the annual meeting in January. These officers shall assume office on the first day of the month following the elections. However, upon approval of a majority of the Board of Directors, extensions of the term of office for any of the offices of the Partnership may be authorized. Such extensions shall not exceed three (3) years.
- b. Officers shall be nominated by a Nominating Committee appointed by the Board of Directors. The nominations shall be submitted at the meeting prior to the annual meeting in January. Additional nominations from the floor for the President, Vice President, Treasurer and Secretary Positions will be accepted with the consent of the nominee. Officers shall be elected by majority vote of those present at the annual meeting. When there is more than one candidate for any office, the election shall be by secret ballot and person receiving a majority of the votes of those present and voting shall constitute an election. Vacancies shall be filled by appointment by the Board of Directors until the next regular election. Directors shall serve without compensation.
- c. The President shall serve as the elected leader of the PARTNERSHIP and shall represent the PARTNERSHIP in matters that are not contrary to law or the adopted bylaws. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- d. The Vice President shall, in the absence of the President or in the event of an inability to act, perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- e. The Recording Secretary will record the minutes of all board meetings, including executive committee meetings; prepare and have available for each meeting copies of the minutes of the immediate prior meeting; will maintain full and complete records of the PARTNERSHIP. In the absence of the President and the Vice President, the Recording Secretary shall act

as President and when so acting, shall have all the powers and be subject to all the restrictions upon the President.

- f. The Corresponding Secretary will give notice of board meetings, prepare agendas and board meeting packets, draft and mail PARTNERSHIP correspondence, and other such duties as assigned by the Board of Directors. In the absence of the President, the Vice President, and the Recording Secretary, the Corresponding Secretary shall act as President and when so acting, shall have all the powers and be subject to all the restrictions upon the President.
- g. The Treasurer shall perform such duties as requested by the President and the Board of Directors. The Treasurer shall have the care and custody of all monies belonging to the corporation, be solely responsible for such monies or securities, deposit monies in the corporation's bank account in a timely manner, pay all bills and transactions by check, render at stated periods a written account of the finances, exercise all duties incident to the office of the Treasurer, and must sign checks and/or drafts of the corporation.

3. PROGRAM MANAGER

If the PARTNERSHIP should choose to have a program manager, the job roles will be defined by the Board of Directors.

4. COMMITTEES

The Board of Directors shall have standing committees given the authority and responsibility to work with the board in the day-to-day operation of the PARTNERSHIP, consistent with the current policies and procedures, but shall have no authority to modify said policies and procedures except as described in these bylaws. The Standing Committees shall be composed of a chairperson and a minimum of three (3) members. At least one member of the Board of Directors shall server as an ex-officio member of each committee. The President shall appoint the chairpersons of all standing committees. These Chairpersons shall serve for one (1) year, but may be appointed for no more than three (3) consecutive years. Chairpersons shall be members of the Board of Directors. The Standing Committees' activities and decisions are to be reported to the PARTNERSHIP for review and action. Minutes shall be kept of the meetings of the Standing Committees and filed with the Secretary.

Standing Committees:

- a. Public Access to the Waterfront
- b. Environment and Natural Resource Protection Committee
- c. Cultural Resource Protection Committee
- d. Hazard Mitigation
- e. Economic Revitalization Committee

The Board of Directors may create special committees, task forces, study groups and other advisory bodies as may be deemed necessary to assist the PARTNERSHIP in the performance of its duties and responsibilities. These committees may consist of persons who are not also members of the board and

shall act in an advisory capacity to the board. In those instances where the Board of Directors creates a task force, study group or other body, the PARTNERSHIP shall designate a member as the Chair of the Advisory body and at least one member of the Board of Directors shall serve as an ex-officio member of all committees. A Committee, task force, study group or other body shall report on its progress to the PARTNERSHIP at such times as the PARTNERSHIP requires and no report or recommendation, favorable or adverse, may be made by a task force, study group or other advisory body unless the matter is considered by the PARTNERSHIP

ARTICLE VI – DUTIES AND FUNCTIONS

The duties and functions of the BAGDAD WATERFRONTS FLORIDA PARTNERSHIP Board of Directors include:

1. **Be a voice for the community** of Bagdad in matters related to public access to the waterfront, environmental and cultural resource protection, hazard mitigation, and economic revitalization.
2. **Develop and implement** a master and strategic plan for the revitalization of Bagdad.
3. **Select and support projects** that further the mission, goals and objectives of the PARTNERSHIP.
4. **Regularly attend PARTNERSHIP** meetings and actively participate in committee work.
5. **Promote the PARTNERSHIP** and its activities in the community and act as an ambassador for the Bagdad Waterfronts Florida Partnership, Inc. throughout the state.
6. **Authority to make Statements.** No person shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.
7. **Limitations on Statements.** Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization, or purporting to represent his or her own personal views.

ARTICLE VII – FINANCIAL MATTERS

- 1.) Within 30 days of the election of the Board of Directors each year, the Board shall approve a budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

- 2.) All purchases or expenditures for supplies, equipment, or services for the benefit of the PARTNERSHIP, whether by contract or not, shall follow and adhere to laws, policies and standards governing purchases and expenditures as directed by the Board of Directors or specified by the grant and/or the grant recipient, and shall be signed by the Treasurer and countersigned by a designated member of the Board of Directors.
- 3.) Not later than three months after the close of each fiscal year, the PARTNERSHIP shall prepare:
 - a. A balance sheet showing in reasonable detail the financial condition of the PARTNERSHIP at the close of the fiscal year;
 - b. A statement of the source and application of funds showing the results of the operation of the PARTNERSHIP during the fiscal year.

ARTICLE VIII – PARLIMENTARY AUTHORITY

1. Actions and Decisions by the Board of Directors shall be by Formal Consensus.
 - a. When a quorum is present at any meeting, a consensus, using Formal Consensus (as defined in On Conflict and Consensus by C.T. Lawrence Butler and Amy Rothstein) shall decide any question.
 - b. Decisions are adopted when all participants consent to the result of discussion about the original proposal. People who do not agree with a proposal are responsible for expressing their concerns. No decision is adopted until there is resolution of every concern. When concerns remain after discussion, individuals can agree to disagree by acknowledging that they have unresolved concerns, but consent to the proposal anyway and allow it to be adopted. Therefore, reaching consensus does not assume that everyone must be in complete agreement.
2. Only members have the right to cast one vote on all issues presented before the PARTNERSHIP. No member will be allowed a proxy vote or an alternate to vote in the member's place.
3. Electronic conferencing held via real time electronic modes must require that a quorum of the Directors participate and that minutes be recorded.
4. Non-members shall have the right to present views before the PARTNERSHIP while it is in session when the President recognizes them. A general time period for "public views" will be included in the Order of Business at each PARTNERSHIP meeting.
5. The PARTNERSHIP shall be governed by the laws of the State of Florida with respect to Open Meetings.
6. Members of the PARTNERSHIP may be removed for continual non-attendance (three consecutive meetings), except for extenuating circumstances, or conduct that brings discredit on the PARTNERSHIP. Removal for reason of misconduct shall require a majority vote of members of the Board of Directors when a quorum has been declared, provided that the proposed action(s) has been mailed to each voting member at least (10) days prior to the meeting.
7. Any Director may resign at any time by giving written notice of such resignation to one of the elected officers. Such resignation shall be effective upon receipt of such notice by the President, unless the notice specifies a later effective date.

ARTICLE IX – LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of the Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X – PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

ARTICLE XI – DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XII – ORDER OF BUSINESS

The Order of business shall be as follows:

1. Call to Order
2. Approval of minutes of previous meetings
3. Establishment of a Quorum
4. Comments by Chair (introduction of guests)
5. Old Business
6. New Business
7. Other Business
8. Public Views
9. Adjournment

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by a majority vote of members of the Board of Directors when a quorum has been declared, provided that the proposed amendment(s) has been mailed to each voting member at least (10) days prior to the date of the meeting.