

AMENDED AND RESTATED BYLAWS  
OF  
FRIENDS OF ROOKERY BAY, INC.

ARTICLE I  
NAME AND STATEMENT OF PURPOSE

Section 1. This corporation shall be known as the FRIENDS OF ROOKERY BAY, INC., a Florida not for profit corporation (“FORB”). The principal office and place of business shall be 300 Tower Road, Naples FL 34113.

Section 2. The specific and primary purposes for which this corporation is formed are to operate for the advancement of the Rookery Bay National Estuarine Research Reserve (the “Reserve”), and to promote the purposes of the Reserve and to provide citizen support for resource protection, education and research by the Reserve.

ARTICLE II  
MEMBERS

Section 1. Members of Friends of Rookery Bay shall consist of individual persons, entities, or organizations that have an interest in the purpose of the organization.

Section 2. Membership becomes effective upon the payment of annual dues, which will be established, and may be changed from time to time, by the Board of Directors of FORB (the “Board”), in the reasonable discretion of the Board.

Section 3. The executive director shall present an annual report of FORB activity to the members of FORB at the annual meeting specified in Article V, Section 1 below.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. The Board shall consist of at least nine (9) members of FORB. All directors shall serve without compensation.

Section 2. At the June meeting of the Board each calendar year, any director position to be filled shall be elected by the affirmative vote of a majority of the Board. Nominations shall be made to the governance committee. The governance committee shall present qualified candidates to the Board for election. All terms of the Board are for three (3) consecutive years. Board terms shall begin on July 1 of the year of election. If a director’s position is vacated mid-term, the Board shall have the authority to elect a successor to serve the remainder of that term.

Section 3. The officers of FORB shall consist of the president, vice president, secretary and treasurer. All officers shall be elected by the Board for a term of one year. The Board shall have the power to fill all vacancies. Failure to elect one or more officers shall not affect the existence FORB or the powers and duties of the Board All officers shall serve on the executive committee for their term and execute the office at the direction of the Board president. At the discretion of the Board president, additional board members may be added to the executive committee.

Section 4. The Board of Directors may create committees and define the powers and duties of

said committees.

Section 5. Board members, official or ex-officio, shall not include employees of the Reserve, FORB, or the Office of Resilience and Coastal Protection.

Section 6. Each member of the Board must sign an annual conflict of interest statement no later than July 31 of each year, and follow the CSO Code of Conduct, as may be amended from time to time.

Section 7. Board members must sign an Office of Resilience and Coastal Protection volunteer agreement once a year.

#### ARTICLE IV EXECUTIVE DIRECTOR

Section 1. There shall be an executive director of FORB.

Section 2. The executive director shall be the management leader of FORB and is responsible for overseeing the administration, programs and strategic plan of FORB. The executive director shall be responsible for the day-to-day management of FORB and its staff. Other key duties include fiscal management, fundraising, marketing, and community outreach. The executive director shall implement policies of the Board and shall perform such other duties as may be assigned by the Board. The executive director shall be an ex-officio member of all committees including the executive committee. The executive director reports directly to the Board which has final authority on all matters except as expressly set forth herein.

#### ARTICLE V MEETING AND QUORUMS

Section 1. An annual meeting of the organization shall be held at a time and place to be set each year by the Board provided, however, that not more than 13 months shall elapse between annual meetings.

Section 2. Other meetings of the members shall be held from time to time and for whatever purpose deemed appropriate on the call of the Board provided written or electronic notice of the annual or other meetings shall be given each member at least five days prior to the date of the meeting.

Section 3. At all meetings of the Board a simple majority shall constitute a quorum. At committee meetings, a simple majority shall constitute a quorum.

Section 4. In all matters not covered by the provisions of these bylaws, *Robert's Rules of Order* shall govern.

ARTICLE VI  
FINANCES

Section 1. The fiscal year shall commence on July 1 and end on June 30 of each year.

Section 2. The treasurer shall present a finance report to the Board at each meeting. The treasurer's report must be approved by the Board.

Section 3. The executive director is authorized to enter into contracts that have been approved by the Board as a part of budgets or plans. Contracts with an aggregate value of less than \$10,000 may be approved by the executive director. Contracts with an aggregate value of more than \$10,000 but less than \$25,000 require the approval of the executive director and the treasurer. Contracts with an aggregate value of more than \$25,000 must be approved by the Board.

Section 4. The executive director is authorized to sign FORB checks in an amount of less than \$10,000. Checks greater than \$10,000 must be signed by the treasurer or president.

ARTICLE VII  
AMENDMENTS

Section 1. These bylaws may be amended by the majority vote of the Board provided that the members of the Board have received at least two-week written or electronic notice of the proposed amendment(s) prior to the meeting at which the amendment(s) will be considered.

Approved by the Board May 11, 2010

Amended and approved by the board April 20, 2022