

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 non-profit Florida Corporation. 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 and to promote the purposes of the Reserve and to provide citizen support for resource protection, education and research by Rookery National Estuarine Research Reserve.

ARTICLE II
MEMBERS

Section 1. Members of Friends of Rookery Bay shall consist of individual persons, businesses 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, by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 1. A Board of Directors shall be elected for a term of three years. The annual election will be held in June. Terms shall begin on July 1, the first day of the Friends of Rookery Bay fiscal year.

Section 2. All officers shall be elected by the Board of Directors for a term of one year.

Section 3. The Board of Directors may create committees and define the powers and duties of said committees.

ARTICLE IV
MEETING AND QUOROMS

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 of Directors 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 of Directors 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 V
FINANCES

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

ARTICLE VI
AMEMDMENTS

Section 1. These bylaws may be amended by the majority vote of the Board of Directors provided that the Directors 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