

**BYLAWS
OF
F.P.S.A.A. JAMES A. COOK MEMORIAL FUND, INC.**

ARTICLE I

NAME AND LOCATION

- A. The name of this Corporation is F.P.S.A.A. JAMES A. COOK MEMORIAL FUND, INC. (Corporation) and was established in 1994.
- B. The principal place for the transaction of the business and affairs of the Corporation shall be in Leon County, Florida, or at such other locations as determined by the Board of Directors (Board) and the principal office for the transaction of its business and affairs shall be at such place as designated by the Board.

ARTICLE II

PURPOSE AND OBJECTIVE

- A. The Corporation is organized as a public charity exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:
 1. The primary purpose of the Corporation is to make provisions for rendering appropriate financial assistance to distressed members of the Florida Park Service Alumni Association, Inc. (Association), and past and present staff of the Florida Park Service (Service).
 2. The purposes of the Corporation are limited to those described in Section 501(c)(3) of the Internal Revenue Code and as described in the Articles of Incorporation. More particularly, to conduct programs and activities, receive contributions from publicly supported organizations, governmental units, and/or from the general public, request and receive grants, gifts, contributions, and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to and for the financial assistance of the members of the Association and past and present staff of the Service.

ARTICLE III

BOARD OF DIRECTORS

- A. The Board of the Corporation shall be comprised of the Officers (President, Vice President/President Elect, Secretary, and Treasurer), the Directors (Director of Awards & Recognition, Director of Events & Park Support, and three Directors at Large) and the Immediate Past President holding the counterpart positions of the Association.
- B. The duties of Officers of the Corporation are:

1. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board or any committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board.
 2. Vice President/President Elect: The Vice-President/President Elect will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President/President Elect will perform any other duties that may be prescribed by the Board.
 3. Secretary: The Secretary will keep minutes of all meetings of the Board, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be prescribed by the Board.
 4. Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Board. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board.
- C. The terms of office for members of the Board shall be the same as the terms of office for the Board of the Association.
- D. At any regular or special meeting, any Board member may be removed by majority vote of the remaining Board for failure to carry out the duties of the office as prescribed by these Bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation.
- E. Members of the Board shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement for expenses incurred in conjunction with carrying out board responsibilities.
- F. Except as may be expressly provided otherwise in these Bylaws, a majority of the Board shall constitute a quorum for the transaction of all business at any meeting of the Board. An affirmative vote of a majority of the Board constituting such a quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these Bylaws.
- G. Each member of the Board shall possess one (1) vote in matters coming before the Board.
- H. The Annual Meeting of the Corporation will be held without notice in conjunction with the Annual Meeting of the Association. Written notice of the time and place of Special Meetings of the Board, will be given to each Board member by either hand delivery, electronic mail, first class mail, at least two (2) days before the meeting.
- I. Regular meetings, in addition to the Annual Meeting, may be established by action of the Board. No additional notice of such meetings will be required

- J. A majority of the Board members present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Board members who were not present at the time of adjournment.
- K. Meetings of the Board may be called by the President or by petition of any three Board members. As an alternative to a regular meeting, the Board may conduct official business by conference call, teleconference or similar means. Any Board member may participate in a meeting by designating a proxy in writing, provided such proxy is accepted by a majority of the other Board members present for that meeting, and provided further that only one Board member may be represented by proxy at any given meeting.
- L. Any Action required to be taken by the Board or any committee thereof may be taken without a formal meeting by circulating a statement describing the proposed action and obtaining the written concurrence of a majority of the Board or committee, as the case may be, before implementation of the subject action. The written statement with signatures of the voting Board members affixed shall be incorporated in the minutes of the next following meeting of the Board or committee. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use e-mail to approve actions, as long as a quorum of Board members gives consent.
- M. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, members of the Board may participate in a regular or special meeting through the use of any means of communication by which all Board members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

ARTICLE IV

OWNERSHIP

- A. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, Officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws.
- B. Upon dissolution of the Corporation, the Board shall, after paying or making provision for payment of liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the Board. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE V

FISCAL YEAR

- A. The fiscal year of the Corporation shall be the calendar year January 1- December 31. The period of its existence shall be perpetual.

ARTICLE VI

MEMBERSHIP

- A. The Corporation shall have no members.

ARTICLE VII

FUNDS

- A. All monies received by the Corporation shall be used and administered for the purposes set forth in Article II of the Articles of Incorporation and the following guidelines.
- B. The Board shall designate the bank or banks for depository and drawing purposes.
- C. Recommendations for grants from the Corporation shall be administered by a committee (Committee) of three persons appointed by and serving at the pleasure of the President. The Committee members may or may not be members of the Board. The Committee shall receive, via the President, and consider all nominations for grants, and, if approved, such grants shall be made pursuant to the following guidelines:
 1. Eligibility for grants shall be limited to members of the Association in good standing or spouses, active employees of the Service, retired or former employees of the Service who had at least 10 satisfactory years with the Service and active volunteers who have performed at least 1040 creditable volunteer hours with the Service during the 12-month period immediately prior to the event for which the grant is being considered. Grants may be awarded posthumously within one year. Association members shall be given priority in the approval of grants.
 2. Grants may be awarded in cases involving financial hardship due to major medical expenses, destruction of the home due to fire or other natural disaster, and other similar causes deemed appropriate by the Committee. Only one grant may be awarded to an individual for any single cause during any 12-month period.
 3. No single grant shall exceed five (5) percent of the balance of the Corporation account when the balance is less than \$10,000.00. When the Corporation account balance is greater than \$10,000.00 no single grant shall exceed \$1,000.00.
 4. Nominations for grants may be made by anyone to the President, either directly or through any member of the Board, except that no one may nominate him- or herself.
 5. The Committee shall consider each nomination and determine the amount of the grant, if

any, by unanimous vote. The Committee Chair shall notify the President of the Committee's recommendation in writing. At the direction of the President, if approved, the Treasurer shall write a check for the approved amount.

- D. The Board shall approve the annual budget of the Corporation and any amendments thereafter.
- E. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.
- F. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- G. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.
- H. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.
- I. The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

ARTICLE VIII

GOVERNANCE AND MANAGEMENT

- A. The business and property of the Corporation shall be managed by the Board.
- B. The Board shall have control and management of the affairs of the Corporation with authority to engage and discharge employees and agents, fix salaries, admit, suspend or expel Board members, create and appoint committees, and do everything necessary and desirable in the conduct of the business of the Corporation, and in accordance with the Bylaws.
- C. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meeting of its board, a record of all actions taken by the Board without a meeting and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.
- D. The Board may authorize an officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or other person shall have the power or authority to bind the Corporation by

any contract or engagement to pledge its credit or to render it liable for any purpose or to any amount.

- E. The Board may authorize the Corporation to pay expenses incurred by, or to satisfy judgment of fine rendered or levied against, a present or former member of the Board, officer or employee of the Corporation in an action brought by a third party against such person (whether or not the Corporation is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a member of the Board, officer or employee, or by the Corporation or by both; provided the Board determines in good faith that such member of the Board, officer or employee was acting in good faith within what he or she reasonably believed to be the scope of his or her employment or authority and for a purpose which he or she reasonably believed to be in the best interest of the Corporation or its Board members. Payments authorized hereunder include amount paid and expenses incurred in settling any such action or threatened action.
- F. The Board has adopted and shall periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:
 - 1. Has received a copy of the conflicts of interest policy,
 - 2. Has read and understands the policy,
 - 3. Has agreed to comply with the policy, and
 - 4. Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- G. The Officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin,

ARTICLE IX

RESTRICTIONS ON ACTIONS

- A. Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member or other private person, 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 set forth in the Articles of Incorporation and these Bylaws. The Corporation shall have no capital stock, pay no dividends or distribute any part of its net income or assets to any Directors or Officers. Directors or Officers shall not be liable for the debts of the Corporation.

- B. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.
- C. All members of the Board shall adhere to the Corporation's Code of Conduct policy and shall sign a statement acknowledging the receipt of, and the understanding of the policy.

ARTICLE X

NOTICES

- A. All notices required by law, by these Bylaws or by present or future rules and regulations of the Corporation given to any Board member of the Corporation shall be in writing and shall be given:
 1. By hand or electronic delivery of the notice to the Board member, or
 2. By delivery by first class mail addressed to the Board member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.
 3. A statement signed by the Secretary to the effect that such notice has been given in one of the above-mentioned forms shall be sufficient evidence of the delivery of said notice.
- B. Whenever any notice is required to be given pursuant to law, the Articles of Incorporation or the Bylaws, a waiver thereof signed by the party entitled to such notice, whether executed before or after the time the notice is due, shall be deemed the equivalent of giving such notice.

ARTICLE XI

AMENDMENTS

- A. These Bylaws may be amended, repealed or replaced with new Bylaws at a meeting by affirmative vote of two-thirds (2/3) of the Board.

ARTICLE XII

INTERPRETATION OF BYLAWS

- A. In case of any doubt or difference of opinion as to the construction of the Bylaws, it shall be the duty of the Board to determine the construction thereof, and its decision, subject to the applicable law, shall be final.
- B. The Board shall be bound by and conform to all of these Bylaws, as they exist at the time of their joining the Corporation, or as they may thereafter be changed or amended.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of F.P.S.A.A. James A. Cook Memorial Fund, Inc. were approved by the Board on January 21, 2015 and constitute a complete copy of the Bylaws of the Corporation.

Secretary



Judith A. Maxwell

Date: January 21, 2015