

**BYLAWS**  
**of the**  
**FLORIDA SHORE & BEACH PRESERVATION ASSOCIATION, INC.**

**Established 1957**

**ARTICLE I**

**AUTHORIZATION**

- 1.1** The Florida Shore & Beach Preservation Association is a non-profit corporation established under the Florida Non-Profit Corporation Act. These Bylaws have been adopted in accordance with the applicable provisions of the association's Articles of Incorporation.

**ARTICLE II**

**PURPOSE**

- 2.1** The general purposes and objectives of the Association, stated in the Articles of Incorporation and repeated here, shall be to encourage and develop public and governmental awareness of the need for the preservation of the shores and beaches of the State of Florida; to coordinate and promote public and private efforts to manage Florida's beaches; to aid in informing and otherwise educating the public and various governmental authorities as to the environmental, economic and social impact and importance of Florida's coastal resources; to coordinate with the Florida Legislature and the Executive offices or agencies of the State of Florida to further the preservation of the state's beaches; and to work in unison with other state and national associations toward the common goal of preserving the nation's coastal areas.

## **ARTICLE III**

### **MEMBERSHIP AND DUES**

- 3.1** The classes of membership and corresponding annual dues shall be determined by the Board of Directors.
- 3.2** The membership year shall begin January 1 and end on December 31 of the same calendar year. There shall be no proration of dues for partial year membership.
- 3.3** Honorary Members: From time to time the Board of Directors may bestow Honorary Membership on a member who has made outstanding contributions to the association over a period of years. Honorary Members are exempt from paying annual dues and registration fees to the FSBPA Annual Meeting.

## **ARTICLE IV**

### **VOTING**

- 4.1** All members in good standing shall have voting privileges in the affairs of the association.
- 4.2** Voting units shall be calculated on the following formula:
  - (a)** Individual Members shall be entitled to one vote.
  - (b)** All other non-governmental members shall be entitled to 3 votes.
  - (c)** Non-county governmental members shall be entitled to 5 votes.
  - (d)** County governmental members shall be entitled to 10 votes.
- 4.3** Members with multiple votes shall appoint one voting delegate who is authorized to cast the ballot of said member. Annual membership renewals shall include notice that the individual receiving the membership invoice is

the designated voting member unless another individual is formally identified with payment of dues.

- 4.4 The current FSBPA dues ledger shall constitute proof of valid membership and the number of voting units to which each member is entitled.
- 4.5 If the Annual Membership Meeting can not take place, all required voting shall be conducted by mail ballot, electronic ballot, or any other legal means, to be determined by the Board of Directors.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

- 5.1 The Board of Directors shall conduct the affairs of the Association. The Board shall establish policies and take actions within the framework of the Bylaws, the Articles of Incorporation and any mandates established at membership meetings. In the absence of any such specific guideline, the Board may act in a manner consistent with the interests and purposes of the Association.
- 5.2 The Board shall determine the eligibility of applicants for membership.
- 5.3 The Board shall control the expenditure of funds and shall carry out the financial policies, as set out in Article XI.
- 5.4 Seven (7) Directors (excluding ex-officio directors) shall constitute a quorum at any Board meeting

## **ARTICLE VI**

### **MEMBERSHIP OF THE BOARD**

- 6.1 The Board shall consist of thirteen (13) Directors who shall be elected at the annual membership meeting by voting members in good standing. There may be one additional Director on the Board for a

period of one year in the event that the immediate past chair position on the Executive Committee, as set forth in Section 7.4 herein, requires a one-year extension of the second consecutive term of the person filling that position. ~~At least three (3) Directors shall be elected annually.~~ Terms shall begin on January 1 of the following calendar year.

**6.2** Directors shall be elected by a majority vote of the general membership to serve staggered three-year terms, with approximately one-third of the Board elected each year. Directors may serve no more than two full consecutive terms. ~~Directors shall be elected by the general membership for terms of three years. The terms shall be staggered so that each year approximately one-third of the Board shall be up for election. Board members may serve no more than two full consecutive terms.~~

**6.3** The Board of Directors shall have the authority to fill any vacancy on the Board. A Director so appointed shall serve until the end of the un-expired term for which he or she has been appointed and, following completion of the appointment, shall still be eligible to serve two full consecutive three-year terms.

**6.4** At least nine (9) Directors shall represent municipal or county governments or other governmental agencies.

**6.5** All Directors must sign and submit a Conflict of Interest Disclosure Statement, acknowledging they have read and agree to comply with the Association's Conflict of Interest Policy.

**6.6** A conflict of interest exists when an individual in a decision-making role within the Association stands to benefit financially—directly or indirectly—from a decision made in that capacity. This includes benefits to family members or to businesses with which the individual has a close association.

**6.57** No member of the Board is permitted to participate in any meeting where official Association business is being conducted unless and until he or she has signed and submitted an acceptance of the Association's Conflict of Interest Policy.

**6.68** If the Board of Directors finds that any Ddirector has misused or

otherwise abused his/her position within the Association, has failed to attend three consecutive meetings without notice and good cause, or violates the Association's Conflict of Interest Policy, the Board of Directors shall remove that Director from the Board by a two-thirds vote of the Board of Directors present. Prior to such a vote, the Director shall be given written notice at least ten (10) working days prior to the proposed removal and an opportunity to respond.

**6.79** To foster closer ties between FSBPA and the state and federal agencies responsible for beach preservation, the Florida Department of Environmental Protection and the Jacksonville and Mobile Districts of the U.S. Army Corps of Engineers may each appoint one representative to serve as non-voting Ex-Officio Members of the Board of Directors. No term limits apply as these appointments are made by agencies outside of the association.

**6.810** The Board of Directors may appoint three additional non-voting Members of the Board, whom they deem will address the association's current needs. Terms of non-voting Members shall be for one year. Non-voting Members may serve a maximum of two (2) consecutive one-year terms.

**6.911** The Board of Directors may, from time to time, confer the title of Chair Emeritus to an outgoing or past Chair of the Board in recognition of outstanding service to the association. It is the intent of these bylaws that such designation not be bestowed routinely but only on rare occasions for exceptional service and accomplishment. A Chair Emeritus shall automatically be a non-voting Member of the Board of Directors.

## ARTICLE VII

### OFFICERS

**7.1** The officers of the Association shall consist of a Chair, a Vice Chair, a Secretary-Treasurer and such other officers as the Board of Directors shall deem to be desirable. All officers shall perform the duties usual and appropriate thereto, subject, however, to the direction and control of the Board.

- 7.2** The term of office shall be one year, except for officers selected to fill vacancies, who shall complete the unexpired terms. Officers shall be elected each year by the general membership at the annual business meeting. Terms for officers shall be for the following calendar year.
- 7.3** All officers of the association shall be voting members of the Board and representatives of local governments or other governmental entities.
- 7.4** There shall be an Executive Committee composed of the officers of the Association and the immediate past chair. Between regular meetings of the Board of Directors, the Executive Committee shall oversee the administrative and financial affairs of the Association, provide guidance to the President and the Executive Director, and carry out such additional duties as the Board of Directors shall delegate.

## **ARTICLE VIII**

### **MEETINGS**

- 8.1** There shall be an annual meeting of the general membership to elect directors and conduct the general affairs of the Association. This meeting shall take place during the regular annual conference of the association.
- 8.2** Special meetings of the general membership may be called by the Board of Directors, providing that the Board gives the membership at least 30 days written notice and a summary of the agenda.
- 8.3** The Board of Directors shall meet three times annually unless a majority of the board votes to reduce or increase the number of meetings in a particular year.
- 8.4** Special meetings of the Board of Directors may be held upon the call of the President or Executive Committee. Any such call shall specify the purpose of the meeting and provide an agenda. Formal written notice shall be mailed or e-mailed, and followed by telephone confirmation. Notice shall be given not less than fifteen (15) working days prior to meeting unless critical circumstances, so determined by

the President and Executive Committee, warrant a lesser period of time.

**8.5** To the extent practical, the conduct of meetings shall comply with the current Robert's Rules of Order (Revised).

**8.6** Meetings of the Board of Directors or the general membership may be conducted by telephone, video conference, or other electronic means, provided all participants can hear and speak to one another in real time. Participation in such meetings shall constitute presence in person.

**8.7** Electronic voting is permitted for both the Board of Directors and membership votes, provided procedures are in place to authenticate voters and protect the integrity of the vote.

## **ARTICLE IX**

### **COMMITTEES**

**9.1** Permanent standing committees of the Association are Executive, Nominating and Awards. Except for the Executive Committee as prescribed in Section 7.4, the Chair shall appoint members to the standing committees and to such other special committees as may be established by the Board of Directors.

**9.2** The Board of Directors may initiate and establish additional committees as they it deems appropriate.

**9.3** Committees shall make periodic reports as requested by the Chair or the Board of Directors.

## **ARTICLE X**

### **EMPLOYEES**

**10.1** A President and Chief Executive Officer shall be employed by the

Association to perform those duties to the best of his/ or her abilities and in the best interests of the Association, under the direction of the Board of Directors and Executive Committee. Duties, compensation and terms of employment shall be authorized by the Board of Directors.

- 10.2** The President and Chief Executive Officer may authorize contracting for other services, based on funding provided for in the annual budget, as approved by, or subsequently amended by the Board of Directors.

## **ARTICLE XI**

### **FISCAL YEAR, FINANCES, NOTICES**

- 11.1** The Fiscal Year of the Association shall be the calendar year, from January 1 through December 31.
- 11.2** The Board of Directors shall control all funds of the Association and establish an annual budget. Processing of funds and the method of accounting shall be subject to Board authorization and approval.
- 11.3** Through authorization by the Board of Directors, the Association shall conduct business procedures that are normal and in keeping with the Association's purposes as appropriate for an organization of this nature.
- 11.4** All revenue, profit, income and funds received shall be used solely for the promotion of the purposes of the Association, and no portion thereof shall inure to the benefit of any member of the Association.
- 11.5** Federal tax returns and accountants' review reports in accordance with Statements on Standards for Accounting and Review Services shall be prepared annually by an independent certified public accountant approved by the Board of Directors.

## ARTICLE XII

### AMENDMENTS

- 12.1** These Bylaws may be amended by a two-thirds affirmative vote of the members present and voting at the annual membership meeting or a special meeting called for that purpose, provided proper notice has been given. ~~general membership~~. Amendments may be approved:
- (a)** by a vote at the annual membership meeting of the association.
  - (b)** by a mail ballot to the membership of the association.
  - (c)** by any other legal means, as determined by the Board of Directors, including electronic voting.
- 12.2** Proposed amendments to Bylaws may be initiated in ~~the~~ either of the following methods:
- (a)** a vote of the Board of Directors.
  - (b)** a petition to the Board of Directors signed by at least 30 voting members.
- 12.3** In the case of amendments to be considered at the annual membership meeting, members must be given at least a 30-day written notice of the proposed amendment. Such notice may be shall be given ~~either~~ in the official newsletter of the association, by email, or in a letter delivered by U.S. mail.
- (a)** In the case of amendments originating from a petition to the Board of Directors, the proposers of such amendments shall be required to reimburse FSBPA for 100% of the cost of notifying the general membership of the proposed amendment or amendments.
- 12.4** In the case of amendments to be considered by mail ballot, members shall be given 30 days from the date of the mailing to return their ballots to the Association headquarters. Votes shall be tabulated by a Tellers Committee approved by the Board of Directors or by the Board of Directors itself at the next meeting of the Board.

## ARTICLE XIII

### DISSOLUTION

- 13.1** The Corporation may be dissolved, the voting and initiative for which shall be the same as provided for Amendments under Article XII, except that Dissolution shall require a four-fifths vote of the general membership.
- 13.2** In the event of dissolution, the residual assets shall be disposed of [in a manner consistent with the general purposes and objectives](#) provided in the Articles of Incorporation.

These revised and amended bylaws of the Florida Shore & Beach Preservation Association were adopted in a meeting of the general membership on September 1824, 20215.

Deborah E. Flack Pepper Uchino  
President

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Date

Jim Trifilio Mike McGarry  
Secretary/Treasurer

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Date