

BY-LAWS OF
Gamble Plantation Preservation Alliance, Inc.

A Florida Not-For-Profit Corporation

Revised August 15, 2013

ARTICLE I
NAME AND LOCATION

SECTION 1 – The name of the corporation shall be Gamble Plantation Preservation Alliance, Inc., hereinafter called the Corporation.

SECTION 2 – The principal place of business and affairs of the Corporation shall be in Manatee County, Florida, or at such other location as determined by the Board of Directors and the principal office designated by the Board of Directors.

Gamble Plantation Historic State Park
3708 Patten Avenue
Ellenton, Florida 34222

ARTICLE II
PURPOSE AND OBJECTIVES

The purpose and objectives of the Corporation are as follows:

1. To act as a non-profit corporation which will function as a citizen support organization, as defined and regulated by the Florida Department of Environmental Protection, in order to generate and employ additional resources and support for and in the best interests of Gamble Plantation Historic State Park through, among other events and activities, the following: special work projects, special programs, special events, outreach programs, educational and scientific research, activities and communications, guided tours as well as those activities or events which are designed to meet the additional areas of park needs recommended by the Division of Recreation and Parks or the Park Manager of Gamble Plantation Historic State Park.
2. Generally to do all things and transact all business which may lawfully be done by any person or individual, not inconsistent with the rights and purposes of a non-profit corporation. Provided, however, the Corporation shall not engage in any activities prohibited under Chapter 617, Florida Statutes, including, without limitation, those activities expressly prohibited under Section 617.0105, Florida Statutes.
3. The purpose of this Corporation is to act as a non-profit corporation under the laws of the State of Florida with no view to pecuniary gain or profit to its Members.
4. The Corporation shall be non-discriminatory, non-partisan, and non-sectarian.
5. The Corporation shall not engage in direct support or opposition to specific issues or activities of political officers or candidates.

**ARTICLE III
OWNERSHIP**

Certificate of Membership. The Corporation shall not issues shares of stock but a certificate of membership shall evidence membership in the Corporation. No dividends shall be paid, and no part of the net income of the Corporation shall be distributed to the Corporation's Incorporators, Members, Directors, or Officers except in accordance with the provisions of Chapter 617, Florida Statutes, and the rules of the Internal Revenue Code with respect to a 501 (c)(3) organization.

**ARTICLE IV
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year. The period of its existence shall be perpetual.

**ARTICLE V
MEMBERSHIP**

SECTION 1 – Members. Members shall consist of any individual or business entity or club.

SECTION 2 – Enrollment. The Corporation shall keep a true and accurate membership listing of the names and addresses of all Members. Such records shall be kept at the principal office of the Corporation. All Members are expected to immediately notify the Secretary of the Corporation in writing of any changes of address.

SECTION 3 – Termination of Membership. Membership in this Corporation shall be terminated by any one of the following manners:

- (a) By voluntary written resignation accepted by the Board of Directors.
- (b) By resolution of the Board of Directors. Such resolution shall be adopted by a majority vote at a regular or special meeting of the Board at which a quorum is present.
- (c) By expulsion for any violation of these by-laws, or any rules or regulations adopted by the Corporation as determined by a majority vote at any regular or special meeting of the Board at which a quorum is present.
- (d) By failure to pay the proper membership fee to become a Member of the Corporation, provided a notice has been sent to the Member and the Member has failed to respond to the notice by paying said dues or membership fees.
- (e) By voluntary or involuntary dissolution of the Member if the Member is a corporation, firm, or other business entity.

Upon termination of membership, all rights, title, and interest which a Member may have had or acquired in the Corporation shall immediately cease, including without limitation, the right to vote and otherwise participate in the Corporation. Notwithstanding the foregoing, before any membership shall cease against a Member's will, he/she shall be given an opportunity to be heard by the Board of Directors, unless he/she is absent from Manatee County at time of termination.

SECTION 4 – Effect of Termination. Termination of a Member for any reason shall not relieve the Member as to any existing financial obligations owed by that Member to the Corporation.

SECTION 5 – Corporation and Other Business Entities. Should any Member of the Corporation be a partnership, association, or corporation, it shall designate in writing the name of the person authorized to represent it in its relations to the Corporation and may from time to time designate such representative by written notice delivered to the Corporation. Each Member of the Corporation shall have but one voting representative.

SECTION 6 – Membership Not Transferable. Except as otherwise provided herein, membership is not transferable or assignable.

SECTION 7 – Reinstatement. Any Member having been terminated and wishing again to become a Member may be reinstated at any time by action of the Board of Directors, upon receipt of written application for such reinstatement, the advance payment of any dues for the period in which reinstatement becomes effective, with a showing satisfactory to the Board of Directors that the default which was the basis for termination has been suitably corrected.

SECTION 8 – Good Standing. No Member shall be considered to be in good standing if it is determined by a majority vote at a meeting of the Board of Directors at which a quorum is present that such Member is delinquent in any financial obligations to the Corporation.

SECTION 9 – Rights. No Member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any other rights, interest, or privilege which may be transferable or inheritable. No rights shall continue if a membership ceases, or while a Member is not in good standing.

Article VI Funds

SECTION 1 – Administration. All monies received by the Corporation shall be used and administered by its Members and exclusively for the purpose set forth in Article IV in the Articles of Incorporation of this Corporation, and the by-laws, as the Board of Directors may from time to time determine. All determinations of the Board of Directors concerning the expenditures of funds so held for use by the Members shall be final and conclusive.

SECTION 2 – Budget. Prior to the annual meeting of the Members, a budget shall be certified by the Board. The budget shall be formulated by the Officers of the Board of Directors.

ARTICLE VII MANAGEMENT

SECTION 1 – Management of the Board of Directors. The business and the property of the Corporation shall be managed by a Board of Directors. The size of the Board of Directors shall be determined by the Board, provided that the number of Directors shall never be less than 3, and shall not exceed 25, and who shall be Members in good standing, and must actively participate, as a volunteer, in at least one GPPA sponsored event per year. Members of other historical, business, archeological, or other type of organization and/or business entity cannot exceed 49% of the membership of the Board of Directors.

SECTION 2 – Ex-Officio. Ex-officio or honorary Members of the Board of Directors may serve from time to time as approved by the Board of Directors. They will serve as non-voting Members of the Board.

SECTION 3 – Powers of the Board of Directors. The Board of Directors shall have control and management of the affairs of the Corporation, with the authority to engage and discharge employees and agents of the Corporation, fix salaries, admit, suspend, or expel Members, create and appoint committees, and to do everything necessary and desirable in the conduct of the business of the Corporation, and in accordance with these by-laws.

SECTION 4 – Quorum. Except as expressly provided otherwise in these by-laws, a majority of the Directors shall constitute a Quorum for the transaction of all business at any meeting of the Board of Directors and affirmative vote of a majority of the Directors constituting such a quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these by-laws.

SECTION 5 – Agreements. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of an on behalf of the Corporation and such authority shall be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or other person shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

SECTION 6 – Approval of Expenditures. The Board of Directors shall approve the expenditure of all sums of all monies from the funds of the Corporation, provided, however, that it may authorize a revolving fund as a petty cash fund of not more than three hundred dollars (\$300.00) for a series of small expenditures prior to approval but subject to ratification for proper corporate purposes.

SECTION 7 – Designation of Depositories. The Board of Directors shall designate the bank or banks for depository and drawing purposes.

SECTION 8 – Term. The term of office of the Directors of the Corporation shall be as follows:

- a) The initial Directors shall serve until after the first organizational meeting.
- b) Fifty percent of the Directors voted in at the first organizational meeting shall serve until January 2002; the remaining fifty percent shall serve until January 2003.
- c) Thereafter, elections shall be held on an annual basis. Directors shall serve a staggered two-year term. Staggered two year terms will be introduced in January 2002, with randomly selected Directors constituting half of the Board due for re-election in January 2003, and the remaining half of the Directors due for re-election in January 2004.
- d) The Board of Directors shall annually, during October, form a committee made up of the Vice President and two Board Members. The committee shall solicit nominations from the Members and shall prepare a slate of director nominees for the succeeding year. Nominees for positions as Directors must have attended at least four consecutive monthly Board of Directors' meetings or have actively volunteered at a GPPA sponsored event.

A Director's term shall end on the expiration of same or until such time as a successor is elected and/or until earlier resignation, death, or removal. Directors shall be elected by written ballot submitted to the membership or by an annual or special meeting of membership called for such purpose.

Directors shall be elected by a majority vote of returned written ballots of the Members. Ballots are to be sent out to the general membership by January 10th of each year and will contain the names of those Board Members who are up for re-election and the names of any Members running for election to the Board. If Board Members are running unopposed and there are no new candidates nominated from the floor or in writing for election to the Board, an election may not be necessary and shall not be held.

SECTION 9 – Voting. Each Member of the Board of Directors shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy. Votes may be solicited by individual telephone communication for the entire board in the event a vote is necessary for business purposes prior to a scheduled meeting of the Directors providing a recorded record of that vote is made public.

SECTION 10 – Removal of Directors.

- a) Any Director may be removed from office by a majority vote of the Membership at any meeting of the Membership of the Corporation. Notice of the proposed removal of a Director must be given to such Director prior to the date of the meeting at which the removal is to be voted upon. Such notice to the Director must state the cause for the proposed removal.
- b) If a Board Member misses three (3) consecutive meetings, excused or otherwise, the Board Member shall be removed as a voting member and installed as an honorary member until such time as the Board Member has attended three (3) consecutive meetings. There will be no exceptions.
- c) If a Board Member does not actively participate in the activities, projects, or assignments designated by the Board President or Vice President, the Board Member shall be removed as a voting member and installed as an honorary member until such time as the Board Member has attended three (3) consecutive meetings. There will be no exceptions.

SECTION 11 – Vacancies. A vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a Director shall be filled by a vote of the remaining Members of the Board. Such appointee shall be a Member in good standing and shall serve during the unexpired term of the Director whose position has become vacant.

SECTION 12 – Liability. The Board of Directors may authorized the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, 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 director, officer, or employee, or by the Corporation or by both; provided the Board of Directors determines in good faith that such director, officer, or employee was acting in good faith within that which such person reasonably believed to be the scope of his/her employment or authority and for a purpose which they reasonably believed to be in the best interest of the Corporation or its Members. Payments authorized hereunder include amount paid and expense incurred in settling any such action or threatened action.

SECTION 13 – Conflict of Interest. A conflict of interest may exist where a Director is, directly or indirectly, a party to a transaction, if the other party to the transaction is an entity in which the Director has a material financial interest and/or, of which, the Director is an officer, director, or general partner. Where a possible conflict of interest exists, the Director with the conflict shall ensure that the material facts of the transaction are known or disclosed to the Corporation Directors, committee members, or members, who authorize, approve, or ratify the transaction. The Director, with said conflict, shall abstain from voting on any such actions where a potential conflict of interest may exist.

SECTION 14 - Notice, Time, and Call of Meetings. The Annual Meeting of the Board of Directors may be held without notice immediately after the Annual Meeting of the Members. Written notice of the time and place of Special Meetings of the Board of Directors will be given to each Director either by personal delivery, first class mail, fax, e-mail, or telephone at least two days before the meeting.

The Board of Directors shall meet at least quarterly. Directors are requested to call the Park office in the event they cannot attend a meeting. The Board of Directors may change the meeting date and time, or cancel meetings as necessary, by a majority vote of the Board.

A majority of the Directors present, whether or not a quorum exists may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of adjournment.

Meetings of the Board of Directors may be called by the President of the Corporation or by a majority of the Board.

Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

In order to encourage active participation by the Board and to carry on the normal business of the Corporation it is necessary to attend all meetings of the Board of Directors. Board Members who miss more than three consecutive meetings will be placed on honorary status. annually.

SECTION 15 – Action Without a Meeting. The Board may designate in writing (e.g., in the minutes) that certain actions may be taken by either a Member or a committee without being specifically approved by the Board first.

SECTION 16 – Management Review. When the Officers of the Corporation are changed, removed, and/or replaced, the records/books/materials maintained by said Officer shall be presented for review to ensure that all projects, issues, and/or statutes required by law have been adhered to and completed prior to those materials being hand to the new Officer(s) to be maintained by the Corporation.

ARTICLE VIII OFFICERS

SECTION 1 – Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary, and/or Treasurer who shall be elected by the Board of Directors at the Annual Meeting of the Board. They shall be known as the Executive Committee. The Board may appoint such other Officers as they deem necessary.

SECTION 2 – Removal. Officers shall serve for a period of two (2) years or until such time as a successor is elected and/or until earlier resignation, death, or removal. Any Officer elected or appointed may be removed by a majority of the Board of Directors if in their judgment the best interests of the Corporation will be served thereby.

SECTION 3 – Vacancies. A vacancy occurring in any office may be filled by a vote of the Board of Directors. An Officer elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

SECTION 4 – President. The President shall be Chairman of the Executive Committee and, as such, shall be the first Executive Officer of the Corporation. The President shall preside over all meetings of the Board, the Executive Committee, and the Members, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board or the Executive Committee are carried into effect. The President shall be ex-officio a Member of all standing committees, shall have power to fix the time and place of the meetings of all committees except the nominating committee, and shall have the general powers and duties of supervision and management usually vested in the Office of President of a non-profit corporation.

SECTION 5 – Vice President. The Vice President shall assist the President in the discharge of such duties as required and shall preside in all meetings and perform the duties of President in the absence or disability of the President or in the event said office becomes vacant for any reason. The Vice President shall chair the nominating committee.

SECTION 6 – Secretary. The Secretary shall attend all general meetings of the Members and the Board of Directors, and shall preserve true minutes of the proceedings of all such meetings. The Secretary shall give all notices as required by statute, by-law, or resolution and shall perform such other duties as may be delegated by the Board of Directors.

SECTION 7 – Treasurer.

- a) The Treasurer shall have custody of all corporate funds, shall keep books belonging to the Corporation containing full and accurate accounts of all receipts and disbursements, and shall deposit all monies and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. All checks and disbursements shall require the signature of the Treasurer or, in the absence of the Treasurer, another officer of the Corporation, as designated by the Board of Directors. The Treasurer shall render to the Directors at the meetings of the Board, whenever requested, an account of all transactions performed as Treasurer and of the financial condition of the corporation. The Treasurer shall be ex-officio a Member of any committee of the Corporation empowered to commit funds of the Corporation.
- b) The Treasurer shall keep the seal of the Corporation and shall have the authority to affix same to all instruments where its use is required.
- c) All checks shall be signed by a designated Officer who has been authorized by the Board of Directors. The designated officers may include:
 - a. President
 - b. Treasurer
 - c. Secretary
 - d. Other approved Member
- d) All checks issued shall require the signature of the approving officer and any checks payable to any one of the above-named persons shall be signed by someone other than the payee.
- e) Financial Review. The Treasurer shall submit the Corporation's financial books and records for an annual financial review, as required by law at the close of the fiscal year, when there is a change in Treasurer, or at any other time deemed necessary by the State and/or the Corporation's Board of Directors.

**ARTICLE IX
MEETINGS OF THE MEMBERS**

SECTION 1 – Annual Meeting. The Annual Meeting of the Members of the Corporation shall be held in January or as designated by the Board of Directors. Notice of said meetings shall be issued by mail by the Secretary or the Secretary's designee to each Member at least ten (10) days prior to such meeting. Business transacted at said meeting will include a report on, or the election of, the Board of Directors, along with the transaction of other business.

The Board of Directors may designate another date, time, and place for the Annual Meeting of the Corporation, in which event written notice of such revised time and place of meeting shall be mailed by the Secretary to each Member at least twenty (20) days in advance.

SECTION 2 – Special Meetings. Special Meetings of the Members may be called by the President or by the Board of Directors, at such time and place as the persons calling the meeting shall designate.

SECTION 3 – Notice of Members’ Meetings. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days, before the date of the meeting, either personally or by first class mail, by or at the direction of the President or Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his/her address as it appears on the record of the Corporation, with postage thereon prepaid.

SECTION 4 – Quorum. A quorum for the transaction of business at a meeting of Members shall be a majority of the Members present in good standing. The vote of a majority of the votes entitled to be cast by the Members present shall be necessary for the adoption of any matter voted upon by the Members. Each member category shall be entitled to one (1) vote.

ARTICLE X NOTICES

SECTION 1 – Notice. All notices required by law or by these or by present or future rules and regulations of the Corporation given to any Member or Officer of the Corporation shall be in writing and shall be given:

- (1) By delivery of the notice to the Member personally or
- (2) By delivery by first class mail, e-mail, or fax addresses to the Member or Officer at their address as it appears on the records of the Corporation.

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.

ARTICLE XI AMENDMENTS

SECTION 1 – Amendment. These by-laws may be repealed, amended or altered, or new by-laws may be adopted by a two-thirds (2/3) vote of the Directors at any meeting of the Directors, provided that Members are informed that by-laws changes are on the agenda. Proposed changes will be submitted in writing at a Board meeting. Discussion will immediately follow. The proposed changes will then be again discussed and voted upon at the next regular Board meeting.

ARTICLE XII INTERPRETATION OF BY-LAWS

SECTION 1 – Construction. In case of any doubt or difference of opinion in the construction of these by-laws it shall be the duty of the Board of Directors to determine the construction thereof and its decisions, subject to applicable law, shall be final.

SECTION 2– The Members shall be bound by and conform to all of these by-laws, as they exist at the time of their joining the Corporation, or as they may thereafter be changed or amended.

ARTICLE XIII

PROXIES

SECTION 1 – There shall be no proxies voted either at meetings of the Board of Directors or at meetings of the Members.

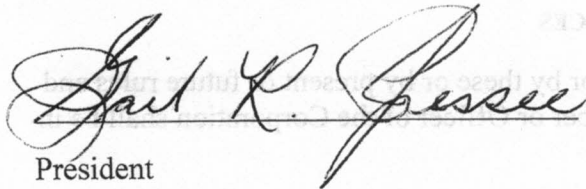
SECTION 2– No Agreement between Members shall be effective to bind the Corporation.

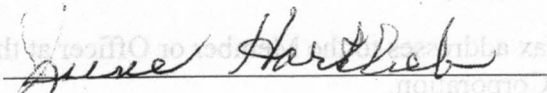
ARTICLE XIV

DISSOLUTION

Dissolution of the Corporation may be accomplished as provided in Section 617.1402, Florida Statutes.

The above by-laws of Gamble Plantation Preservation Alliance, Inc. were approved as revised by the Board of Directors on this 15th day of August 2013.


President


Secretary