

BYLAWS OF  
SAVE CRYSTAL RIVER, INC.  
A Florida Not For Profit Corporation

**ARTICLE I- PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 915 N Suncoast Blvd., Crystal River, Citrus County, Florida 34429.

**ARTICLE II-PURPOSE**

The Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code. The specific purpose of the Corporation is to restore and protect the beauty and health of Crystal River and Florida's waterways.

**ARTICLE III-PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations now existing or hereafter amended.

**ARTICLE IV-MEMBERSHIP**

**1. QUALIFICATIONS FOR MEMBERSHIP**

Save Crystal River members are active participants in the public affairs of Crystal River and Citrus County. Any person wanting to secure and enhance the quality of life for the citizens of Crystal River and the surrounding area in Citrus County, Florida may apply for membership.

**2. MEMBERSHIP MEETINGS**

The annual membership meeting of the Corporation shall be held on the **3rd Tuesday of January** each year. The Secretary shall mail or email a notice stating the date, time, and place of the annual meeting to every Member in good standing to the Member's address and/or email as it appears on the Membership Roll Book.

**Regular meetings** of the Corporation shall be held the **3<sup>rd</sup> Wednesday of each month**, at the office of the Corporation or such other places, within or without the state as it may from time to time be determined. Notice of meeting is to be provided seven (7) days prior to meeting with an agenda noticing time and location of meeting to all voting members.

The presence at any regular meeting to conduct formal business of the Corporation must have a quorum of voting members. Should there be less than a quorum, the meeting may be adjourned and rescheduled by the Secretary in a period of not more than four (4) weeks.

A Membership Roll showing the list of Members as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of members upon the request of any Member who has given written notice to the Corporation. Such request will be made at least ten (10) days prior to such meeting. All persons appearing on such Membership Roll shall be entitled to vote at the meeting.

### **3. SPECIAL MEETINGS**

Special meetings of the Corporation may be called at the request of at least three (3) Directors. The Secretary shall cause a notice of such meeting to be emailed to all Members at their email addresses as they appear in the Membership Roll Book at least three (3) days, but not more than fourteen (14) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### **4. FIXING THE RECORD DATE**

For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the Members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date for any such determination of Members. Such date shall not be more than thirty (30), nor less than ten days before any such meeting.

### **5. ACTION BY MEMBERS WITH A MEETING**

Whenever Members are required or permitted to take any action by vote, such election may be taken without a meeting by written consent, setting for the action to be taken, signed by all the Members entitled to vote thereof.

Voting members will be nominated by the current voting board members, from non-voting advisory members, and/or the volunteer board members. Anyone seeking a position on the board of directions must be a non-voting board members for no less than 6 months before he or she can be considered for a seat on the board. Attendance at the meetings during the 6 months' probationary period is mandatory. Confirmation of a new voting board member will be done by a majority vote of the voting board members at a board meeting.

Voting members will be required to be on one or more committees and will be required to attend board meetings unless formally excused.

Advisory members are to be recommended by a voting board member and be confirmed by a majority vote at a board meeting. Advisory board members are to bring a particular expertise to the organization. They may or may not be required to be on a working committee.

Attendance at board meetings is limited to voting board members, non-voting board members and advisory members. Anyone else must be invited by a voting board member.

## **6. ORDER OF BUSINESS**

The order of business at all meetings of Members shall be as follows:

- A. Roll Call
- B. Vote to accept previous meeting minutes and current agenda
- C. Reports of Officers
- D. Reports of Committees
- E. Old and unfinished business
- F. New business
- G. Adjournments

## **ARTICLE V-DIRECTORS**

### **1. MANAGEMENT OF THE CORPORATION**

The Corporation shall be managed by a Board of Directors which shall consist of not less than five (5) Directors or **more than 19**. Each Director shall be at least eighteen (18) years of age.

### **2. ELECTION AND TERM OF DIRECTORS**

At each annual meeting of Members, the membership shall elect Directors to hold office until the next annual meeting. Each Director shall hold office until the expiration of the term for which elected and, or until a successor has been elected and shall have qualified, or until prior resignation or removal. At the discretion of the organization, no more than fifteen (15) advisory board members are non-voting advisory board members and shall serve for a one (1) calendar year term. Advisory board members shall be elected based on their expertise or talents which would be of value to the board.

### **3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS**

The number of Directors may be increased or decreased by a vote of the Members or by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

### **4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES**

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause, may be filled by a vote of a majority of the Directors then in office. Vacancies occurring by reason of the removal of a Director without cause shall be filled by a vote of the voting Members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the newly elected Director's predecessor.

## **5. REMOVAL OF DIRECTORS**

Any or all of the Directors may be removed for cause by a vote of the Members or by action of the Board of Directors. Directors may be removed without cause only by a vote of the Members.

## **6. RESIGNATION**

A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer and the acceptance of the resignation shall not be necessary to make it effective.

## **7. QUORUM OF DIRECTORS**

Unless otherwise provided in the Articles of Incorporation, a majority of the entire Board of Directors, not counting vacancies, if any, shall constitute a quorum for the transaction of business or of any specified items of business. A Director who cannot personally attend a Board meeting may participate in a regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present at the meeting.

## **8. PARTICIPATION REQUIREMENTS, ABSENCES AND VACANCIES**

Directors who accumulate three (3) unexcused absences from regular Board of Director meetings in a calendar year will be transitioned to non-voting member status. The Board of Directors, with a quorum present, has the authority to determine which absences are excused (e.g., family bereavement, prolonged illness, extensive work obligations). Directors will be informed after two absences. Non-voting members can apply for reinstatement as a voting Board member after attending five (5) consecutive board meetings in a calendar year.

## **9. ACTION OF THE BOARD OF DIRECTORS**

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. Each Director present shall have one (1) vote.

## **10. PLACE AND TIME OF BOARD MEETINGS**

The Board of Directors may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.

## **11. REGULAR ANNUAL MEETINGS**

A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members.

## **12. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS**

Special meetings of the Board shall be held upon notice to the Directors and may be called by the Executive Board upon three (3) days' notice to each Director either by phone or email; special meetings shall be created by the Executive Board in a like manner or written request of three (3) Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the Director's lack of notice.

## **13. ADJOURNMENT OF THE BOARD MEETING**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of adjournment and, unless such time and place are announced at the meeting to the other Directors.

## **14. CHAIRMAN**

At all meetings of the Board, the President shall preside, or in their absence the **1st Vice-President shall preside, or in their absence, the 2nd Vice-President shall preside, or in their absence**, a Chairman, chosen by the Board of Directors present, shall preside.

## **15. EXECUTIVE COMMITTEE AND OTHER COMMITTEES.**

The Board, by resolution adopted by a majority of the entire Board of Directors, may designate from among its Members an executive committee and other named committees, each consisting of at least one (1) voting Director and two (2) or more members. Each such committee shall serve at the pleasure of the Board. The executive committee shall consist of the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer.

# **ARTICLE VI- OFFICERS**

## **1. OFFICERS, ELECTION AND TERM**

Unless otherwise provide for in the Articles of Incorporation, the Board of Directors may elect or appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board of Directors following the annual meeting of Members. Each officer shall hold office for the term for which elected or appointed and/or until a successor has been elected or appointed and qualified.

## **2. REMOVAL, RESIGNATION, SALARY**

Any officer elected or appointed by the Board of Directors may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board of Directors in its discretion may elect or appoint a successor to fill the unexpired term. The salaries of all officers, if any,

shall be fixed by the Board of Directors. Salaried employees such as an Executive Director and/or other employees will be authorized by a majority vote of the voting members of the Board of Directors. Salaried employees will be non-voting Advisory Board members.

### **3. PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Members and Board of Directors. The President shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

### **4. 1<sup>ST</sup> VICE PRESIDENT AND 2<sup>ND</sup> VICE PRESIDENT**

During the absence or disability of the President the 1st Vice-President, or in their absence, the 2nd Vice-President be more than one, the Executive Vice- President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board of Directors shall prescribe.

### **5. TREASURER**

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name and to the credit of the Corporation in such bank as the Board of Directors may elect; and shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President. In addition, the board may designate authorized signees who may also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director or Member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate or fiscal year, the Treasurer shall have a separate audit committee, appointed by the President, checking the accounts of the Corporation. The committee shall present such audit in writing at the annual meeting of the Members and at which time shall also present an annual report setting forth the financial condition of the corporation.

### **6. SECRETARY**

The Secretary shall keep the minutes of the meetings of the Board of Directors and also the minutes of the meetings of Members; and shall have custody of the seal of the Corporation and the power to affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall have charge of such books and papers as the Board of Directors may direct; and shall attend to such correspondence as may be assigned and perform all duties incidental to the office. Also, the secretary shall keep a Membership Roll containing the names, arranged alphabetically, of all persons who are members of the Corporation. Said list shall show the Member's contact information to include email address and mailing address.

### **7. SURETIES AND BONDS**

In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of duties to the Corporation and including responsibility for

negligence and for the accounting of all property, funds or securities of the Corporation which the officer or agent may be responsible for.

### **ARTICLE VII-INDEMNIFICATION**

Each officer of the corporation shall be indemnified by the corporation for all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon such officer in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been an officer of the corporation, whether or not he or she is an officer at the time such expenses are incurred, except when the officer is adjudged guilty for willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the officers approve such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive, of all other rights to which such officer may be entitled.

### **ARTICLE VIII-CORPORATE SEAL**

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "CORPORATION NOT FOR PROFIT", and the state of incorporation. The seal may be used by causing it to be affixed directly on, stamped or impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

### **ARTICLE IX-CONSTRUCTION**

Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

### **ARTICLE X-AMENDMENTS**

The Bylaws or the Articles of Incorporation of this Corporation may be amended, repealed, or altered in whole or in part by a majority vote of Directors at any duly organized meeting of the Directors at which a quorum shall be present. Notice of the proposed change(s) shall be emailed to each Director at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

Upon approval and ratification of such amendment to the Bylaws or Articles of Incorporation of the Corporation by the Directors as set forth above, the Secretary shall thereupon proceed to prepare such amendment and file it with the proper governmental authority.

**ARTICLE XI -RECORDS**

The Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the Board of Directors and the Members at the principal office of the Corporation. All such records may be inspected by the Directors, Members or the agent or attorney of a Director or Member, or any proper person at any reasonable time.

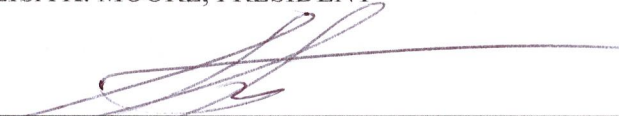
**ARTICLE XII-DISOLUTION OF THE ORGANIZATION**

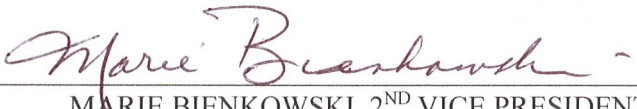
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


Dated and Adopted on March 21, 2024

**EXECUTIVE DIRECTORS:**

  
\_\_\_\_\_  
LISA K. MOORE, PRESIDENT

  
\_\_\_\_\_  
STEVEN D. LAMB, 1<sup>ST</sup> VICE PRESIDENT

  
\_\_\_\_\_  
MARIE BIENKOWSKI, 2<sup>ND</sup> VICE PRESIDENT

  
\_\_\_\_\_  
TINA CHAMPAGNE, TREASURER

  
\_\_\_\_\_  
LARRY SCHENAVAR, SECRETARY