

**LEMON BAY**  
ESTABLISHED 1971  
**CONSERVANCY**  
**BY-LAWS**

**LEMON BAY CONSERVANCY, INC.**  
a 501 (c)(3) nonprofit organization

LEMON BAY CONSERVANCY, INC.  
By-Laws

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**ARTICLE I**  
**Name and Purpose of Organization**

By vote of the founding members, the name of this organization shall be LEMON BAY CONSERVANCY, INC. (LBC). It is established as an entirely nonprofit organization for preservation, protection, and acquisition of natural areas important in maintaining the ecological balance of Lemon Bay, Charlotte Harbor and adjacent waters, with headquarters in the town of Englewood, counties of Charlotte and Sarasota, State of Florida.

*Vision Statement*

To forever protect and preserve the natural features of Lemon Bay, Charlotte Harbor and their surrounding waters and uplands, through property acquisitions and management, comprehensive environmental education, and regional advocacy of appropriate land and water conservation policies, programs, and practices.

**ARTICLE II**  
**Statement of Goals \***

1. Acquire and conserve submerged lands, islands, riparian properties and contiguous upland areas in Lemon Bay, Charlotte Harbor and their watersheds.
2. Prevent any further destruction or alteration of Lemon Bay, Charlotte Harbor and adjacent waters, reduce or eliminate aquatic pollution, and enhance the status of the estuaries as an Aquatic Preserve and Outstanding Florida Water.
3. Establish and maintain strong political connections to defeat adverse legislation, and introduce and promote conservation measures to benefit aquatic and terrestrial natural resources within the Lemon Bay and Charlotte Harbor Watersheds.
4. Introduce, sponsor, support, and participate in educational programs directed toward the resolution of cultural activities and attitudes, to assure preservation of the beneficent estuarine systems upon which our species depends.
5. Promote cooperative and collaborative support among other individuals, groups, and agencies whose goals are to conserve the ecological integrity of the Lemon Bay and Charlotte Harbor Estuarine System.
6. Maintain a sound, effective, prosperous and committed organization that fully utilizes the energy and diverse capabilities and talents within our community.
7. Instill an ecological ethic within our community that will heighten awareness and appreciation of natural resources, and promote lifestyles conducive to their conservation and preservation.

\*An annual strategic plan will be developed based on our goals.

**ARTICLE III**  
**Membership Qualifications**

Any individual, whether property owner, resident, part-time resident or a transient visitor, concerned for the natural attributes of this area and interested in the stated goals of this organization, shall be eligible for active membership in LBC.

**ARTICLE IV**  
**Dues**

Annual dues shall be required of members, payable in January of each year at or before the Annual Meeting, in one of the membership categories set by the Board of Directors. The amount of dues shall be set by the Board of Directors. Dues shall be used for all LBC corporate purposes including operating expenses.

**ARTICLE V**  
**Officers and Board of Directors**

As governing body of LBC there will be a President, Vice President, Secretary, Treasurer, Immediate Past President, and a ten member Board of Directors with each person having one vote. The officers will be elected through vote of the general membership for a term of one year. The number of terms that an officer may serve is not limited provided that the officer is nominated by the Nominating Committee and re-elected by the general membership.

The Immediate Past President shall serve automatically on the Board of Directors for at least one year and may voluntarily serve for more than one year if the President is re-elected. Otherwise, the office remains vacant.

A ten member Board of Directors will be elected through vote of the general membership, each will serve a term of three years. A Director may be re-elected to a second term of three years if nominated by the Nominating Committee and elected by the general membership. Following a second term of office a Director must retire from the Board for at least one year.

Action of the Board shall be by majority vote where a quorum is present unless specifically provided otherwise herein.

**ARTICLE VI**  
**Elections**

a) The current elected individuals together with the Immediate Past President will be known as the Board of Directors. A Nominating Committee appointed by the President sufficiently far in advance, will prepare a slate of nominees for all Officers and Directors for presentation to the general membership at the January meeting each year. Further nominations may be made, if desired, from the floor by members in attendance at that meeting. The nominations will be voted on by all members of LBC present on a simple majority vote basis. The newly elected slate of Officers and Directors will assume their duties immediately following election.

b) In the event of a vacancy of an Officer or Director, the remaining members of the Board may elect any regular member of the Organization in good standing to fill the vacancy.

**ARTICLE VII**  
**By-Laws**

The Board of Directors shall make, alter, or rescind, any or all of the By-Laws of LBC by a two-thirds vote of that body. All members of LBC, upon joining this Organization, shall be provided with an up-to-date copy of the organizational By-Laws.

**ARTICLE VIII**  
**Duties of Officers and Directors**

a) It shall be the duty of the Board of Directors, including the Officers, to conduct, manage and direct the affairs of the Organization.

b) The Board of Directors shall serve subject to the By-Laws of LBC at all times.

c) The President shall preside at all meetings, both of the General Membership and the Board of Directors and shall automatically be an ex officio member of all committees except the Nominating Committee. The President shall also be the official spokesperson for LBC.

d) The Vice President shall assume all duties of the President's office during the President's absence. In the absence of the Vice President, the Secretary, or in his/her absence, the Treasurer, shall preside and perform the President's duties.

e) No meeting of LBC shall be held without the attendance of at least one of the Officers of the organization, except as specified in ARTICLE IX (c).

f) The Secretary shall be custodian of the corporate seal and all records of LBC; shall conduct any required correspondence for this organization; shall give such notice as may be required by the Board of Directors to members of either regular or special meetings and to Directors of regular or special meetings of the Board; and shall maintain a membership list.

g) The Treasurer shall be custodian of all funds and financial records of LBC; shall receive and account for all monies paid to the organization as dues, gifts, contributions or otherwise; shall pay bills authorized by the President or Vice-President; shall render an account from time to time as may be required by the Board of Directors and shall present the Treasurer's report at each Annual Meeting. A checking and/or savings account shall be opened in the name of LBC and all deposits and disbursements shall be made to and from such accounts over the signature of the Treasurer in such manner as may be directed by the Board of Directors. In the absence, refusal or inability of the Treasurer to act, such other Officer as may be designated by the Board of Directors shall be entitled to obtain possession of all funds and financial records of LBC and act for the Treasurer.

h) The act of voting by Officers and Directors shall not be transferable, nor shall absentee voting be permitted, nor shall any Officer or Director surrender his or her vote to a proxy designation.

#### **ARTICLE IX Meetings**

a) Regular and special meetings of the general membership of LBC shall be held at such times and places as may be from time to time determined by the Board of Directors.

b) The Annual Meeting shall be held in January of each year for the election of Officers and Directors and the rendering of annual reports at such time and place as the Board of Directors shall designate.

c) Emergency or special meetings in the absence of all Officers, may be called by any Director in residence at the time with two or more Directors present. Minutes of such a meeting shall be taken and forwarded to the Secretary.

d) Meetings of the Board of Directors shall be held at the discretion of the President, whose responsibility it will be to see that the Secretary provides adequate notification of time and place of such meetings to all members of the Board of Directors.

e) The rules contained in Roberts' Rules of Order, latest revision, shall govern the meetings in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of LBC.

#### **ARTICLE X Committees**

a) The President shall appoint all committees required to transact LBC business, see ARTICLE VIII (c). The President may ask any member in good standing to serve on a committee when the special knowledge or capability of such person would serve to advance the purpose of LBC.

b) Ad Hoc Committee - Any two Officers during the absence of the President may declare an emergency that is such to require action before a regular quorum could be reasonably assembled. Such Officers and four other Directors shall constitute a quorum. The minutes of such a committee shall contain a notation of the declaration and the fact that it is called pursuant to this rule authorizing a special quorum.

#### **ARTICLE XI Membership Application**

Individuals wishing to join LBC, see ARTICLE III, may apply for membership in the most convenient manner to the President or Secretary of this Organization. Upon payment of dues,

see ARTICLE IV, they will be presented with a copy of the organizational By-Laws and become, thereupon, an active member in good standing. Application for membership can be made at any time.

## **ARTICLE XII Rights of Members**

Membership in LBC gives the member the right to vote on any issue before the general membership, but voting privileges shall not be transferable, nor shall absentee voting be permitted. Members may also, at any general meeting, make proposals and motions for consideration by the Organization, and such motions or proposals shall be acted upon at once or referred to the Board of Directors for study and recommendation for or against implementation.

## **ARTICLE XIII Quorum**

A simple majority of the Board of Directors, including at least one Officer, see ARTICLE VIII (e), must be present at all Board meetings in order to constitute a quorum for purposes of transacting LBC business.

## **ARTICLE XIV Suspension**

a) Any Officer or member of the Board of Directors having two consecutive unexcused absences from duly scheduled Board meetings shall be removed from the Board. Any Officer or member of the Board of Directors having four absences from duly scheduled Board meetings within a twelve-month period of time shall be removed from the board.

b) Any Officer or member of the Board of Directors whose behavior is deemed by unanimous vote of the remaining members of the Board of Directors to be detrimental to the goals or precepts of LBC, may be suspended from office until the next general meeting. At that time, it shall be put to a vote of the general membership whether or not there shall be a removal from office. In such case, a two-thirds (2/3) majority vote shall be required for dismissal. If such dismissal occurs, a special election will be held immediately to fill that seat on the Board of Directors for the remainder of the term.

## **ARTICLE XV By-Laws Amendments**

a) Any member in good standing may submit a proposal or motion to amend the By-Laws of LBC. The Board of Directors shall take up the proposal in the next regular Board meeting, or in a special meeting. If a two-thirds (2/3) vote for the proposed amendment cannot be reached in a Board of Directors session, the proposal will fail. The decision will be reported at the next general membership meeting.

b) The President shall periodically appoint a committee to review, amend and update the By-Laws to be approved by the Board of Directors, and a revised copy sent to all members upon renewal of their membership.

## **ARTICLE XVI Executive Director**

a) An Executive Director shall be recommended by the President of LBC and a tentative contract submitted to the Board for approval.

b) The Executive Director is the Chief Operating and Administrative Officer of LBC and shall be a non-voting member of the Board and all Committees.

c) The Executive Director shall be responsible to the President and to the Board for implementing Board policy and general operations of LBC.

(The By-Laws were established and adopted by vote of the founding members of the LBC at the general meeting held on February 25, 1971. Previously amended and/or changed by the Board on: May 17, 1973, November 16, 1977, and January, 1984.)

(Revisions of By-Laws approved by unanimous vote of the Board on November 19, 1992, January 26, 1995, November 17, 1997, January 17, 2000, January 28, 2002, August 26, 2002, October 28, 2002, February 24, 2003 and December 14, 2005.)