

**BYLAWS OF THE STEPHEN FOSTER
CITIZEN SUPPORT ORGANIZATION, INC.**
The following revision supersedes all previous Bylaws
Effective November 13, 2023

Article I
Name and Location

Section 1. The name of this Corporation is Stephen Foster Citizen Support Organization, Inc., (SFCSO).

Section 2. The principal office of the Corporation shall be located at Stephen foster Folk Culture Center State Park (SFFCCSP), US 41 North, Post Office Box 666, White Springs, Florida 32096.

Article II
Definitions

Board. SFCSO Board of Directors

Corporation. SFCSO, which consist of its Board and all active members.

Notice. Electronic or print communication

Article III
Purpose and Goal

Section 1. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. Specifically, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, funds, contributions, dues, and bequests of money, real and personal property; or acquire, receive, hold, invest, and administer, in its own name, securities, funds, objectives of value, or other property, real or personal, and make expenditures and distributions to or for the benefit of the Florida Division of Recreation and Parks and SFFCCSP.

Section 2. The goal of the Corporation is to support the mission of SFFCCSP, particularly the preservation of Florida's folk history, through fund raising, programs, and events developed in cooperation with the Park Manager. The group will interact with local related organizations through good communications and assistance with volunteerism.

Article IV
Members

Section 1. General - The Corporation shall be composed of persons (individuals, partnerships, or corporations) approved for membership by the Board. All persons who are interested in the objectives of the Corporation shall be eligible for membership. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, national origin, disability, age, or marital status.

Section 2. Membership

- A. Members – Unless otherwise requested by a person applying for membership, any approved applicant shall be a voting member of the Corporation with one (1) vote. Two or more persons utilizing the same mailing address and paying only one membership shall be entitled to one (1) vote. Any business that applies for a voting membership shall receive one (1) vote. The Board may reject any application for membership for good cause. Voting may be done in person or virtually through an official link sent by CSO.

- B. Categories and Dues – Membership shall be contingent upon annual dues being current.

Individual	\$10
Family	\$15
Corporate/Business	\$100

- C. Termination – The Board may terminate the membership of any member whose words and/or actions are counterproductive to the objectives of the Corporation. A special Board meeting to determine whether or not the circumstances may warrant termination shall be held. If the Board decides to consider termination, written notice of a second special meeting shall be sent to the member in question. At the meeting, the member shall be given the opportunity to be heard by the Board. After discussion of the facts in the case, the Board shall decide whether or not to terminate the membership by majority vote. If the membership is terminated, the Secretary shall record the termination in the membership files.

Article V
Membership Meetings

Section 1. Annual Meetings – An annual meeting of the members of the Corporation shall be held at a date to be designated during the month of March of each year at such time and place as may be designated by the Board. Notice of each annual special meeting shall be sent to each member of the Corporation at least ten (10) days prior to the meeting. At the annual meeting, the Corporation shall vote on the Board.

Section 2. Voting and Quorum – A quorum for the annual meeting of Corporation shall be 51 percent of the Board and all members of the Corporation that participate. Said members be entitled to vote in person or by proxy at the annual meeting of the Corporation. Robert’s Rules of Order shall govern the conduct of the meeting.

Section 2.1. Each member as described in Article IV, Section 2, Membership shall have on (1) vote in matters coming before the membership. Members may vote by proxy and may vote via electronic mail or through teleconference or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 3. General Meetings – The Corporation shall hold regular general meetings bimonthly on the third Monday in July, September, November, January, March, and May at a time and place designated by the Board. Any member may attend a general membership meeting. The Board may change the date of a general meeting with at least ten (10) days advance notice to the Corporation.

Section 4. Special Meetings – The President, and a majority of the Board, or one-third of the members may call a membership meeting by a written request sent to the Secretary.

Section 5. Order of Business – The order of business of all general membership meetings of the Corporation shall be as follows:

- A. President’s summary (previous meeting’s minutes and financial overview).
- B. Presentation and consideration of the reports of officers, directors, standing committees, and the park manager.
- C. Old business
- D. New business (conducted as an open forum).
- E. Adjournment

Section 6. Procedures – The order of business may be altered or suspended at any meeting by a majority votes of the members present. The Parliamentary rules specified in the New Robert’s Rule of Order shall govern all deliberations when not in conflict with these bylaws.

Section 7. Notice – A notice shall be sent to all members of any membership meeting at least ten (10) days prior to the day of the meeting.

Article VI **Board of Directors**

Section 1. Directors – The business and affairs of the Corporation shall be managed and controlled by the Board, which shall consist of not less than three (3) and not more than seven (7) persons elected by the membership from among their numbers. The number of directors elected to the Board each year shall be determined by the availability of qualified candidates. Directors shall be elected by receiving a majority of votes by the Corporation’s members at the annual meeting each fiscal year. See Article VIII, Section 5, for a definition of quorum.

Section 2. Terms – Directors shall serve a term of two (2) years, starting July 1 of the first year and ending June 30 of the second.

Section 3. Vacancies – In the case of any vacancy in the Board, the remaining directors, by majority vote, may elect a successor to serve until the next election of directors.

Section 4. Attendance – Any member of the Board who is absent from two consecutive meetings of the Board without prior notifications shall cease to be a member of the Board. The Board may vote to waive this requirement. The Board may also vote to terminate a director for

chronic absenteeism. Chronic absenteeism is defined as more than two consecutive absences without prior approval, or failure to attend 50 percent of the regularly scheduled board meetings.

Section 5. Liability of Directors – The directors of the Corporation shall not be personally liable for monetary damages to any person for any statement, vote, or decision regarding organizational management or policy unless: a) the director breached or failed to perform his duties as director, and b) the breach or failure to perform is:

- 1) A criminal offense.
- 2) A transaction from which the director derived an improper personal benefit
- 3) Reckless.
- 4) Committed in bad faith or with malicious intent.

Section 6. 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 material financial interest 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 directors, committee members, or members who authorize, approve, or ratify the transaction. This director shall abstain from voting and/or acting on behalf of the Corporation where a potential conflict of interest may exist. Such conflicts of interest shall be recorded in the minutes of the next board meeting.

Section 7. Powers to Make Bylaws – The Board shall have the authority to make, alter, and repeal bylaws for the government of the Corporation and the regulation of its affairs, subject to the approval of a majority of the membership present at a general membership or special meeting. Members will be notified of the proposed bylaw revision ten (10) days prior to the meeting date. Members will also be able to vote by proxy. A proxy vote is nontransferable. Membership present at the meeting plus any proxy votes received in advance of the meeting will constitute a quorum of the membership. Any voting member may propose amendments. Proposed amendments must be submitted in writing to the Board. The Board must respond in writing to the member within 30 days. If approved by the majority of the Board, the amendment shall be placed on the agenda for the next general membership meeting and presented to the general membership for a vote. If rejected by the Board, the member may petition the general membership. If the petition is signed by 35 percent of the voting members, it shall be brought before the Corporation for a vote.

Article VII **Officers**

Section 1. Election of Officers – At the annual meeting of the Board held after the annual meeting of voting members of the Corporation, the Board shall elect the officers.

Section 2. Officer Positions – The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasure to be elected by the majority vote of the Board. The Board

shall have the authority to appoint or hire other agents to perform duties it deems necessary from time to time.

Section 3. Removal of Officers – The Board may remove an officer as indicated in Article IV, Section 2. C.

Section 4. Duties of Officers – The principal duties of the officers of the Corporation shall be as follows:

A. President - The President shall preside over all meetings of the Corporation and the Board; shall have general oversight of the business of the Corporation, subject to the control of the Board; and shall perform such duties as may be required by the bylaws of the Board.

B. Vice President – The Vice President, in the absence of the President or in case of a vacancy in the office of President, shall exercise the powers of the President.

C. Secretary – The Secretary shall keep the records of all membership and board meetings of the Corporation. At each meeting, the Secretary shall provide the minutes of the previous and the agenda for the meeting a hand. The Secretary shall also perform other such duties as may be required by the bylaws or by the Board.

D. Treasurer – The Treasurer shall have general oversight of the finances of the Corporation; shall keep accurate account of all monies received by the Corporation; and shall provide financial reports at all membership and board meetings of the Corporation, and to the Board when requested by the Board.

Article VIII **Board Meetings**

Section 1. Board Meetings – The Board shall hold regular meetings bimonthly on the third Monday in August, October, December, February, April, and June at a time and place designated by the Board. A meeting date that falls on a holiday shall be moved to the third Tuesday. November’s meeting shall be the second Monday and Volunteer Appreciation. Any member may attend a board meeting. The Board may change the date of a board meeting with at least ten (10) days advance notice to the Corporation.

Section 1.1. The Directors/Officers may participate in a meeting by means of a conference via 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.

Section 2. Order of Business – The order of business of all regular board meetings of the Corporation shall be as follows:

A. Determination of quorum.

- B. Reading and approval of the previous meeting's minutes.
- C. Reading and approval of the treasurer's report.
- D. Presentation and consideration of the report of officers, directors, standing committees, and park manager, as needed.
- E. Old business.
- F. New business.
- G. Adjournment

Section 2.1. Electronic Voting – The President can call an electronic vote by directors for matters that need resolution between meetings and such will be reported in the Secretary's report in the following meeting.

Section 3. Annual Board Meeting – An annual meeting of the Board shall be held each year immediately following the adjournment of the annual membership meeting of the Corporation for the purpose of electing officers. No notice shall be required for the annual meeting of the Board.

Section 4. Special Board Meetings – Special board meetings, which may include any and all business unless otherwise indicated in the notice, may be called by any Board director. The Secretary shall give notice of each special meeting at least two (2) days before the meeting; however, notice may be waived in a case of emergency.

Section 5. Quorum – Fifty-one percent (51%) of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. Each Director shall have one (1) vote in matters coming before the Board or Committee. Directors may not vote by proxy but may vote via electronic mail or through a conference via telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Article IX **Committees**

Section 1. Long-Term Standing Committees – The following are standing committees of the Corporation:

- Membership

The Board may establish other long-term standing committees. The chairperson and committee members shall develop and present a brief statement of goals and objectives for its respective committees each year at the annual meeting and prepare a brief executive summary to be presented at other meetings, as needed.

Section 2. Executive Committee – The Executive Committee shall consist of the officers of the Corporation. It shall meet on the call of the President or the request of two or more Executive Committee members. Fifty-one percent (51%) of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 3. Nominating Committee – not later than sixty (60) days before each annual meeting, or at the January meeting, the President shall appoint, with the approval of the Board, a nominating committee of three voting members of the Corporation. The nominating committee will make a good faith effort to recruit qualified candidates for all vacant positions that exist in the Board at that time. The committee shall present the names of the individuals it recommends for election in a notice to the voting members at least ten (10) days before the annual meeting.

Section 4. Short-Term Committees – The Board may establish short-term committees that are limited in purpose and scope.

Article X

Contracts, Checks, Deposits, and Funds

Section 1. General – Except as the Board may authorize in some manner, all checks, drafts, ad other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name of the Corporation by two officers or directors of the Corporation as may be designated by the Board. All instruments of conveyance of real property and all agreements shall be signed by any two officers. The Board may authorize and empower one or more officers or agents of the corporation to execute and deliver any document or to do other acts on behalf of the Corporation.

Section 2. Authorized Expenditures – The Treasurer shall pay current expenditures for the administration of the Corporation as stipulated in the annual budget or by vote of the Board. Approval for expenditures over budgeted and approved amounts may be made by a phone poll of the Board directors. One signature shall be required for budgeted and approved items of \$500 or less; one signature of either the treasurer or the president shall be required for non-budgeted items of \$250 or less. Park management may submit invoices for payment that are associated with gift shop operations, budgeted programs and events, and park projects without further approval.

Section 3. Deposits – All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories the Board selects.

Section 4. Gifts – The Board may accept or decline on behalf of the Corporation any contribution, gift, bequest, or device that supports the purpose and objectives of the Corporation. The Board may refuse any gift.

Article XI
Fiscal Year

The fiscal year of the Corporation shall begin the first day of January and end the last day of December.

BYLAW AMENDMENT
January 17, 2011
Board of Directors

Amendment Article VI of Bylaws
This Amendment Supersedes Article VI of the Bylaws

Section 2. Term-Directors shall serve a term of two (2) years, starting July 1 of the first year and ending June 30 of the second.

Amendment I
Restricted Funds

For the purposes of this amendment, “restricted funds” is defined as the amount of money to date that has been set aside in the fund previously known as the “Florida Folk Festival Endowment Fund.”

1. Florida Folk Festival. A minimum of one hundred and fifty thousand dollars (\$150K) shall be maintained in an interest-bearing fund of the CSO Board of Directors’ choosing.

A. The principal of this fund shall be used to underwrite the Florida Folk Festival (FFF), if at any time state funding is not available.

B. Interest earned on this fund shall be used to 1) fund special events at the FFF, per the approval of the CSO Board of Directors; or 2) to augment the FFF restricted funds.

C. The Board shall annually review the sufficiency of the FFF restricted funds prior to the start of a new fiscal year, to ensure the fund keeps pace with the cost to run the festival.

D. These funds shall not be diverted to any purpose other than those prescribed herein. If funds are expended, the CSO Board shall take immediate steps to replenish them.

2. The remaining sixty-seven thousand dollars (\$67K) shall be maintained in an interest-bearing fund of the CSO Board of Directors’ choosing.

A. Use of this fund shall be restricted to park enhancements in keeping with the Folklife mission.

B. This fund shall not be used for: repairs and maintenance, temporary assets (life expectancy of less than 20 years) and minor programs or a one-time event.

C. The decision to spend these funds is governed by the bylaws of the majority vote of the membership and the Board as specified in Article V, Section 2.

D. Money may be added to this fund by majority vote of the CSO Board of Directors. No minimum balance is required.

Amendment II
Restoration of Tower & Museum

The purpose of this fund is to restore and maintain the historic aspects of the Carillon Tower and Stephen Foster Museum.

1. Money collected for this purpose shall be handled as follows:

- A. A separate bank account shall be established for this purpose.
- B. Any interest earned in the account shall stay in this account.
- C. The CSO Board shall annually review this account.
- D. This fund shall not be diverted to any purpose other than those prescribed herein.
- E. All money collected from Tower & Museum Restoration fund raising events, grants, state funds, and donations shall be deposited into this account.
- F. Any expenditure from this account shall be presented to the CSO Board by the SFFCCSP Manager. A majority vote of the board is necessary to make the expenditure.

2. Uses of this fund:

- A. Repair and upkeep of the Carillon Tower Bells.
- B. Repair and upkeep of the Tower dioramas.
- C. Repair and upkeep of the Museum dioramas.
- D. Repair and upkeep of all historic items in the Tower and Museum.
- E. No funds will be used for building repairs unrelated to the historic nature of The Museum & Tower.

This amendment can only be modified by majority vote of the Board of Directors and majority vote of the membership present at a general membership or special meeting as outlined in Article VI, Section 7.

Passed Membership Vote 7-17-2017