

**BYLAWS OF
FRIENDS OF THE GAINESVILLE-HAWTHORNE TRAIL, INC.**
Citizen Support Organization of Gainesville-Hawthorne State Trail

**SECTION I
PURPOSE**

The objects and purposes for which the Corporation is organized and the nature of its business and activities are as set forth in the Articles of Incorporation.

**SECTION II
MEMBERSHIP**

A. General. The Corporation shall be composed of persons (individuals, partnerships or corporations) admitted to membership by the Board of Directors. All persons who are interested in the objectives of the Corporation shall be eligible for membership. The Corporation shall provide equal membership and employment opportunities to all persons.

B. Membership. The Board of Directors shall establish, define or modify categories of membership and the dues, rights and privileges of each category.

**SECTION III
MEETINGS OF CORPORATE MEMBERS**

A. General. An annual meeting of the members of the Corporation shall be held at such time and place as may be designated by the Board of Directors. Special meetings shall be held upon a call by the President, by a majority of the Board of Directors or upon request of at least one-third of the membership. Notice of each annual meeting shall be provided to each member at least ten (10) days prior to the meeting.

B. Voting and Quorum. At all meetings of the Corporation, each voting member shall be entitled to vote in person and twice the number of Directors currently serving shall constitute a quorum for the transaction of all lawful business which may come before the meeting.

Robert's Rules of Order (Newly Revised) shall govern the conduct of meetings.

**SECTION IV
BOARD OF DIRECTORS**

A. Function and Duties. The business and affairs of the Corporation shall be managed and controlled by the Board of Directors (Board).

B. Number. The Board shall have no less than five (5) and not more than fifteen (15) Directors.

C. No Compensation. Directors shall not receive compensation for their services as Directors, but by resolution of the Board a fixed sum and reasonable expenses may be allowed for attendance at each regular or special meeting of the Board, or incurred in furtherance of the purposes of the Corporation, as the Board may from time to time approve. Nothing set forth herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore as may be approved by the Board.

D. Election and Terms of Directors. The members of the initial Board shall be the incorporators set forth in the Articles of Incorporation. Terms of the Directors shall be staggered so that approximately one-fourth (1/4) of the Board's positions shall be filled every other year, for four (4) years, or until the earlier of his or her death, resignation, removal or replacement, and the election of his or her respective successor. New or replacement Directors shall be elected by majority vote of the remaining Board members at the annual or any regular meeting duly noticed and at which a quorum is present.

No Director shall serve more than two (2) full and consecutive terms on the Board. A Board member appointed to fill an unexpired term of one year or less may serve for two full regular terms for a total of nine (9) years or less. Following at least two years absence from the Board, a Director may again serve as a Board member.

The initial Directors shall serve for a one year term. The year from which all terms are calculated begins with February 1 of the year following the year of incorporation.

E. Nominating Committee. Not later than 40 days before each annual meeting of the members, the President shall appoint, with the approval of the Board of Directors, a nomination committee of 3 voting members of the organization, at least one of whom shall not be a current member of the Board. At least 20 days before the annual meeting, the committee shall present to the voting members of the Corporation the names of individuals it recommends for election to fill the Director positions for which terms are due to expire. Additional nominations may be made by voting members at the annual meeting.

F. Vacancies. In case of any vacancy in the Board of Directors, the remaining Directors, by majority vote, may elect a successor to hold office for the unexpired term of the Director whose position has been vacated.

G. Place of Meetings. The Board of Directors may hold their meetings at such place or places within the State of Florida as they may from time to time determine.

H. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly. Meetings of the Board of Directors are open to the membership in good standing.

I. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President Of the Corporation or at the request of two (2) of its members. The Secretary shall give notice of each special meeting by contacting each Director at least forty-eight (48) hours before the meeting. Such notice may be waived by any Director. Unless otherwise indicated in the notice, any business may be transacted at a special meeting.

J. Quorum. Fifty percent (50%) of the membership of the Board of Directors shall constitute a quorum for the transaction of business.

K. Election of Officers. At the first meeting of the initial Board of Directors, the Board shall elect the general officers of the Corporation. Thereafter, the Board of Directors shall elect the general officers at the first regular meeting held after the annual meeting of the members of the Corporation.

L. Executive Committee. The executive Committee shall consist of the general officers of the Corporation. It shall meet on the call of the President or at the request of two (2) or more of its members. The Executive Committee shall have authority to act on operational matters not involving the creation or change of policy

or the elections of officers. Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business.

M. Attendance. Any member of the Board of Directors who shall be absent from two (2) consecutive meetings of the Board shall cease to be a member of the Board. The Board may vote to waive this requirement in a specific case.

N. Resignation. Any Director may resign at any time by giving written notice to the Chairman. Such resignation shall take effect on the date of receipt or any later time specified in the notice.

O. Removal for Cause. Any Director may be removed or expelled for cause from his or her position by a two-thirds affirmative vote of the Board of Directors or two-thirds vote of the membership at a duly notice meeting. The notice of such meeting shall include notice of such action proposed or to be considered.

SECTION V OFFICERS

A. Officers. The general officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer, to be designated by the Board of Directors. The Board of Directors may elect to combine the offices of Secretary and Treasurer. The term of office each such officer shall be for one (1) year or until the successor of such officer shall be elected and qualified, whichever is greater. The general officers of the Corporation shall not serve more that two (2) consecutive terms in the same office. The general officers of the Corporation shall be members of the Corporation. Upon election, the general officers shall become members of the Board of Directors if they are not already members. A member of the Board of Directors who is elected to a position as a general officer shall remain on the Board of Directors until the date his or her term as elected Director or as general officer expires, whichever is later.

The Board of Directors shall have authority to appoint and define the powers and duties of such other officers and agents it may deem necessary.

B. Removal. Any officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served.

SECTION VI DUTIES OF OFFICERS

The principal duties of the general officers of the Corporation shall be as follows:

A. President. The President shall preside at all meetings of the Corporation and of its Board of Directors; shall have general supervision of the business and affairs of the Corporation, subject to the control of the Board of Directors; shall have the powers and duties usually incident to the office of the President in similar Corporations; and shall perform such other duties required by the Bylaws or the Board of Directors.

B. Vice President. The Vice President, in the absence of the President, or in the case of a vacancy in the office of President, shall perform the duties and exercise the powers of the President and shall perform other duties required by the Bylaws or the Board of Directors.

C. Secretary. The Secretary shall have charge of the records of meetings of the Corporation and of its Directors; shall make a report at the annual meeting of the Corporation; and shall perform such other duties usually incident to the office of Secretary in similar corporations or required by the Bylaws or the Board of Directors.

D. Treasurer. The Treasurer shall have custody of the monies of the Corporation and shall collect and disburse the same as prescribed by the Board of Directors; shall keep accurate accounts of all monies received or expended by or on behalf of the Corporation, shall make reports thereon at the annual meeting for the Corporation and to the Board of Directors from time to time as required by the Board; and shall perform such other duties usually incident to the office to Treasurer in similar corporations, or required by the Bylaws or the Board of Directors.

SECTION VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

A. General. Unless the Board of Directors authorizes some other arrangement, all checks, drafts and other instruments for payment of money, and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer and by one other general officer of the Corporation. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property, and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the President, the Vice President, the Secretary, or the Treasurer. The Board of Directors may authorize one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to other acts or things on behalf of the Corporation, including any required or appropriate dealings with governmental authorities.

B. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

C. Gifts. The Board of Directors accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

SECTION VIII CONFLICTS OF INTEREST

Should any member of the Corporation or the Board of Directors have a conflict of interest on any matter to be voted upon by the Corporation or by the Board of Directors, he or she shall be required to abstain for the vote. The Secretary will show such abstention in the minutes.

SECTION IX SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "State of Florida."

**SECTION X
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in the following year.

**SECTION XI
AMENDMENTS**

The Bylaws may be amended by the affirmative vote of a two-thirds majority of the voting members present at any annual or special meeting of the Corporation. Amendments may be proposed by the voting member or by the Board of Directors. An amendment proposed by a voting member must be submitted in writing to the Board of Directors at least ten (10) days prior to a regular meeting of the Board of Directors at which the Board of Directors will make a recommendation on the proposed amendment. All proposed amendments and the recommendations of the Board of Directors will be transmitted in writing by the Secretary to the voting members of the Corporation at least thirty (30) days prior to the meeting at which a vote on the amendments will take place.

I HEREBY CERTIFY THAT the foregoing Bylaws are the Bylaws of the FRIENDS OF THE GAINESVILLE-HAWTHORNE TRAIL, INC., and were adopted by the Board on this

_____ day of _____ 2005.

President, Friends of the Gainesville-Hawthorne Trail, Inc.

Vice-President, Friends of the Gainesville-Hawthorne Trail, Inc.