

**By-Laws of
Jupiter Farms Environmental Council, Inc.
A Florida Nonprofit Corporation**

Article I. Name: The name of this organization is the Jupiter Farms Environmental Council, Inc., hereinafter “Council”. The Council also does business as, and is known as the Loxahatchee River Coalition or Loxahatchee River Watershed Coalition.

Article II. Corporate Address: The street address of the Corporation’s initial principal office is 16053 134th Terrace North, Jupiter, Florida, 33478, and the Corporation’s mailing address is P.M.B. 196, 10152 W. Indiantown Road, Jupiter, Florida 33478.

Article III. Purposes: In addition to the purposes listed in the Articles of Incorporation, the Council is organized to:

- A. Support research in the protection, restoration and enhancement of environmental and natural resources.
- B. Support the protection and preservation of natural resources in Florida, including the acquisition of such resources.
- C. Educate members and public on all related issues of the corporation.
- D. Identify and protect the lifestyle of the Jupiter Farms area, including but not limited to the historic and natural resources of the area.
- E. Take any other appropriate action on matters that threaten the environment and natural resources of the Loxahatchee River watershed, and other environmentally sensitive areas of the State of Florida.

Article IV. Membership: As provided by the Articles of Incorporation, the Council shall have two classifications of members: Members and Associate Members.

- A. Members may be any natural person in good standing with the Council. Members in good standing are conferred all the rights and privileges of members of the corporation, unless otherwise limited in these By-laws or the Articles of Incorporation. Members are considered in good standing when they have paid annual dues and completed a membership application. Good standing is retained so long as a member is current with annual dues.
- B. Associate Members include: any person given Honorary Membership; and any entity or corporation, or any individual representing such entity or corporation.
 - 1. Honorary Membership may be offered by the Directors to those individuals rendering outstanding services or contributions to JFEC. Honorary members are designated upon a majority vote of the Board of Directors, and retain such designation in perpetuity.

Honorary members are not eligible for election to the Board of Directors and do not have voting rights.

2. Association Membership is held by an entity or corporation, either profit or non-profit. Association Members are not eligible for election to the Board of Directors and do not have voting rights. Association membership requires payment of annual dues as provided in these By-laws.
- C. Annual dues levels are designated as follows: Member \$20 per year, Ambassador \$35 per year; Defender \$50 per year; Sentinel \$100 per year; Benefactor \$500 per year; Guardian \$1000 plus per year; Association – Non Profit \$50 per year; Association – For Profit \$100 per year.
- D. Families of two or more who join at Ambassador level or above are eligible for two votes.

Article V: Meetings

- A. The Annual Meeting shall be held in June of each year, at a date, time and place set by the Board of Directors.
- B. Special Meetings of the Membership may be called by a simple majority of the Board of Directors or by written petition of ten percent of the members.
- C. Notice of the Annual Meeting and any Special or Regular Meetings shall be given in writing to each Active member either electronically or by postal mail no less than ten days before the meeting. If written notice is given electronically, then verbal notice must also be given no less than seven days before the meeting.
- D. Any Board of Directors Meeting and the Annual Meeting shall be conducted according to Robert's Rules of Order, as modified by the Board of Directors.

Article VI. Board of Directors

- A. Duties
 1. The Board of Directors (Board) shall have the responsibility for the general management of the affairs and property of JFEC, and shall make and enforce rules and regulations as may be necessary for such management. They shall have the power to purchase or authorize purchase by others of all supplies or other personal property necessary for the proper operation of maintenance of the JFEC; to employ and authorize employment of personnel, to authorize conveyance or mortgages of real estate (except that no real estate shall be purchased or disposed of without the approval of a majority of the membership) and in general shall have and execute all the powers of the Corporation not inconsistent with the By-laws, Articles of Incorporation, and the laws of the State of Florida.
 2. The Board of Directors shall hold regular board meetings at least once each quarter. Special meetings can be held when called by the President or any four members of the

Board upon 48-hour notice. A majority of the Board of Directors must be present to constitute a quorum for the transaction of business.

3. The Board of Directors shall arrange for an official audit of the JFEC financial statements and procedures every two years. The Board of Directors shall adopt a budget on an annual basis.
4. The Board of Directors shall amend the duties of standing committees as needed, and shall define the duties of all other committees that may be appointed. The Board of Directors shall appoint the Chair of each JFEC Committee. Each committee chair, or any other member who may serve in an appointed capacity when expenditures are required, shall present to the Board of Directors for approval all estimates of the expected expenditures and shall not exceed the amount approved unless so authorized by the Board.

B. Elections

1. The Board of Directors will consist of seven (7) Directors that will serve for a two (2) year term of office. Elections will occur annually at the JFEC Annual Meeting, with at least 3 Directors elected each year, in staggered terms.
2. The Board of Directors shall be elected from eligible members of JFEC. Voting for the Board of Directors shall be by members who are present at the JFEC Annual Meeting.
3. The Board of Directors shall appoint a nominating committee, of at least three Directors whose positions are not open for election. The duty of this committee shall be to accept nominations or nominate candidates for the Board of Directors, and to make known to the membership at least ten days prior to the annual meeting a list of candidates. Said list of nominees will be sent to the members with the official notice of the annual meeting.
4. Nominations for the Board of Directors shall be accepted from the floor at the annual meeting provided the candidate is present and gives consent.
5. The Nominating Committee shall conduct elections. Director candidates receiving the greatest number of votes shall be considered elected. In the event of a tie, the tie shall be broken by re vote.

C. Vacancies

1. When a vacancy on the Board of Directors occurs with less than three (3) months remaining to the Annual Meeting, the position will remain vacant until elections at the Annual Meeting.
2. When a vacancy on the Board of Directors occurs with more than three (3) months remaining to the Annual Meeting, a Director will be appointed by majority vote of the Board of Directors. Directors elected by the Board to fill such vacancies shall serve to the next Annual Meeting.
3. Vacancies that occur in a Director position with more than one year left in a term shall be filled during normal elections at an Annual Meeting. Any Director elected to fill such vacancy shall serve a one-year term

- D. Removal. A Director may be removed from the Board of Directors if he or she has three unexcused absences from Board meetings in a year. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.
- E. Officers of JFEC will be elected from the Board of Directors, by a majority vote of the Board of Directors, to serve a one (1) year term of office. Candidates for office must be elected to the Board of Directors prior to election as an officer. Election of officers shall occur yearly at the first meeting of the Board of Directors following the Annual Meeting. Officer positions and responsibilities shall be as follows:
1. President: The President shall preside at all meetings of JFEC and Board of Directors. The President has the primary responsibility for intergovernmental and public relations. The President shall coordinate the activities of the Board of Directors and Committee responsibilities. He/she may be an ex-officio, non-voting member of all committees.
 2. Vice-President: The Vice-President shall assist the President and perform all the duties of the President in his/her absence or at his/her request.
 3. Secretary: The Secretary shall keep records of all proceedings of the Council and the Board of Directors.
 4. Treasurer: The Treasurer shall keep accurate records of all financial business of the Council. He/she shall collect all money due to JFEC and LRC, and disburse it pursuant to the contracts and obligations of the organization. The Treasurer shall submit financial reports at all regular meetings and shall sign and endorse in the organization's name, checks and drafts.
- F. Special Officers of JFEC may be appointed by a majority vote of the Board of Directors. Special Officers will be appointed and empowered to carry out specific purposes as defined by the Board of Directors. Special Officers shall serve six (6) to twelve (12) month terms as determined by the Board of Directors, and may be reappointed by a majority vote of the Board of Directors. Terms may be ended prior to the specified time by majority vote of the Board of Directors. Special Officers shall be considered a member of the Board of Directors during their term of appointment.
- G. The Board of Directors shall have the power to hire any staff as necessary, to conduct designated duties of the corporation. Such position or positions may be compensated at a rate set by the Board of Directors. The Board shall determine the extent and scope of duties to be completed by any staff members. Any hired staff member may concurrently be a member or officer of the Board of Directors, however no hired staff member may participate or vote as a Director on matters regarding their own evaluation or compensation.

Article VII: Committees

- A. Standing Committees of Jupiter Farms Environmental Council shall be: Loxahatchee River Watershed Coalition, Stewardship, Membership, Public Relations, and Special Events.
- B. Loxahatchee River Watershed Coalition shall be responsible for representing and implementing the Council's positions on the restoration, protection and preservation of the

Loxahatchee River watershed. Further structure and guidelines are outlined in Article VIII of these By-laws.

- C. Stewardship Committee shall be responsible for programs related to land and water stewardship, including but not limited to: community clean-ups, restoration and planting activities, the Swales to Trails project, and continuing involvement in Riverbend Park and other natural and wild lands.
- D. Membership Committee shall be responsible for:
 - 1. Recruiting new members.
 - 2. Maintaining accurate membership records
 - 3. Distributing accurate membership information to the Board of Directors and necessary committees.
- E. Public Relations Committee shall be responsible for:
 - 1. Coordinating JFEC member participation in email or internet communication groups.
 - 2. Preparation and distribution of a membership newsletter.
 - 3. Preparation, publishing and regular maintenance of a JFEC web page.
 - 4. Preparation of local newspaper articles and coordination of press releases.
 - 5. Communication to JFEC or the community regarding planned JFEC activities or events.
- I. Events Committee shall be responsible for:
 - 1. Researching appropriate events for JFEC to participate in, and submitting such events to the Board of Directors for approval.
 - 2. Registering for attendance at events approved by the Board of Directors.
 - 3. Preparing literature, exhibits, demonstrations or other appropriate materials for each event.
 - 4. Coordinating attendance by JFEC members at each event.
 - 5. Preparing and submitting budgets and expenditures necessary for event participation.

Article VIII. Loxahatchee River Watershed Coalition

- A. The Loxahatchee River Watershed Coalition is a permanent standing committee of Jupiter Farms Environmental Council, Inc. The Loxahatchee River Watershed Coalition, (LRWC or Coalition) is created by resolution of the Board of Directors, to further the goals and purpose of the corporation.

- B. Structure: The Coalition shall be run by an executive committee, consisting at a minimum of a Chairman, Vice-Chairman, Secretary and Treasurer.
1. Chairman: Shall be appointed by the Board of Directors of Jupiter Farms Environmental Council, to serve a one year term. The Chairman shall either be a Director or shall serve as a Special Officer of the Board of Directors. The Chairman shall organize and run meetings of the coalition members, be responsible for implementing policies regarding the Loxahatchee River, and represent the Coalition and Council in public meetings regarding activities within the Loxahatchee River Watershed. The Chairman shall also give periodic and regular updates to the Board of Directors, and shall present issues to the Board for their direction.
 2. Vice-Chairman: Shall be elected or appointed from the Coalition membership to assist the Chair, and represent the Coalition when the Chair is otherwise unable.
 3. Secretary: Shall be elected or appointed from the Coalition membership. The Secretary shall take accurate minutes of Coalition meetings, and submit copies of those minutes to the Executive Committee.
 4. Treasurer: The Council Treasurer shall also serve as the Coalition Treasurer.
- C. Executive Committee: The Chairman, Vice-Chairman, Secretary, and Treasurer shall serve as the Executive Committee of the Coalition. Other members may be appointed to the Executive Committee to fulfill assigned duties by majority vote of the Executive Committee.
- D. Members: Coalition members join in the same manner as other Council members, and unless otherwise limited by the Articles of Incorporation or these By-laws, enjoy full rights of membership.
- E. Meetings: Coalition meetings shall be called by the Executive Committee or by the Board of Directors of JFEC.

Article IX. Amendments

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted in writing to the Secretary to be sent out with regular Board of Directors meeting announcements no less than 10 days prior to the Board meeting.

Ratified on June 3, 2004