



SEA TURTLE
PRESERVATION SOCIETY

BYLAWS

THE SEA TURTLE PRESERVATION
SOCIETY, INC.

***Helping Sea
Turtles
Survive***

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Contents

Article I. Corporation.....	3
Section 1.01 The Corporation shall be known as:	3
Section 1.02 Registered Office and Agent:	3
Section 1.03 Incorporation	3
Section 1.04 Non-Discrimination	3
Article II. Mission, Vision and Purpose.....	3
Section 2.01 Mission.....	3
Section 2.02 Vision.....	3
Section 2.03 Purpose	3
Article III. Membership.....	3
Section 3.01 Eligibility for membership.....	3
Section 3.02 Membership Levels.....	3
Section 3.03 Membership Dues.....	4
Section 3.04 Voting rights.....	4
Section 3.05 Termination.....	4
Section 3.06 Regular Meetings	4
Section 3.07 Annual Meeting.....	4
Section 3.08 Special Meetings	4
Section 3.09 Records.....	4
Article IV. Finance	5
Section 4.01 Fiscal Year.....	5
Section 4.02 Budget	5
Section 4.03 Contracts, Checks, Deposits and Funds	5
Section 4.04 Reviews	5
Article V. Board of Directors.....	5
Section 5.01 Function	5
Section 5.02 Powers.....	5
Section 5.03 General standards for Directors.....	5
Section 5.04 Composition	6
Section 5.05 Termination.....	7

The Sea Turtle Preservation Society - Bylaws

Section 5.06 Meetings 7

Section 5.07 Committees..... 7

Section 5.08 Other Board Appointments 8

Article VI. Elections 8

 Section 6.01 Election of "At Large" Board members 8

 Section 6.02 Nominations..... 8

 Section 6.03 Voting..... 8

Article VII. Corporate Records 9

Article VIII. Parliamentary Authority / Hierarchy 9

Article IX. Amendment of the Bylaws..... 9

 Section 9.01 Amendments..... 9

Article X. Indemnification 9

 Section 10.01 Indemnification Right..... 9

Article XI. Dissolution 9

 Section 11.01 In the event of Dissolution 9

References: 10

Article I. Corporation

Section 1.01 The Corporation shall be known as:

- (a) The Sea Turtle Preservation Society, Inc. (STPS).

Section 1.02 Registered Office and Agent:

- (a) STPS shall maintain a registered office in Brevard County, Florida and shall have a registered agent in accordance with the requirements of the Florida Not for Profit Corporation Act, chapter 617 Florida Statutes.

Section 1.03 Incorporation

- (a) STPS is incorporated under the laws of the State of Florida (Chapter 617, F.S) and is recognized as a not-for-profit corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The provisions of these Bylaws are supplementary to, and subordinate to, the provisions of the Articles of Incorporation, as implemented on May 6, 1986.

Section 1.04 Non-Discrimination

- (a) STPS serves the community without discrimination based on age, ancestry, color, disability, familial status, gender identity or expression, genetic information, marital status, military status, religion, national origin, race, sex and sexual orientation.

Article II. Mission, Vision and Purpose.

Section 2.01 Mission

- (a) The STPS mission statement is "Helping sea turtles survive."

Section 2.02 Vision

- (a) The STPS vision is "A world where sea turtles thrive."

Section 2.03 Purpose

- (a) The purpose of STPS is to educate the public about how to protect the sea turtle population and help sick and injured sea turtles in Brevard county and surrounding areas. STPS supports the purpose and mission through education, training, marine turtle permit programs and collaboration with other federal, state, and local agencies.

Article III. Membership

Section 3.01 Eligibility for membership.

- (a) Membership is open to anyone with a sincere interest in the mission of STPS upon completion of a membership application and payment of dues.

Section 3.02 Membership Levels

- (a) Membership levels are defined as:
 - (i) The title of Honorary Life President is conferred upon Peter Albert Bandre, the founding member of STPS.
 - (ii) Individual

- (iii) Family
 - (iv) Lifetime
 - (v) Patron
 - (vi) Corporate
- (b) Membership includes:
- (i) Newsletter
 - (ii) Member Recognition
 - (iii) Voting Rights
 - (iv) Educational Opportunities

Section 3.03 Membership Dues.

- (a) Dues are determined by the Board of Directors.
- (b) Active membership is contingent upon being current with membership dues.

Section 3.04 Voting rights.

- (a) Each membership level shall be eligible to vote in the annual Board of Directors election.
- (b) Each membership level shall have a maximum of one vote.
- (c) Voting privileges are contingent on having an active membership.

Section 3.05 Termination.

- (a) A member may choose to terminate their membership at any time.
- (b) Members may be terminated by 2/3 vote of the Board of Directors if they engage in conduct that would compromise, discredit, or diminish the integrity of STPS.
- (c) Membership dues will not be refunded in the event of a termination.

Section 3.06 Regular Meetings

- (a) Meetings of the members may be held regularly at the discretion of the Board of Directors. The Secretary shall notify membership of the specific, date, time and location for the meeting.

Section 3.07 Annual Meeting

- (a) The annual meeting of STPS will be held in Brevard County in December of each year at which time active members shall elect directors and conduct any other business as specified in the meeting agenda. The specific time, date, and place of the meeting will be designated by the Board of Directors. The Secretary shall notify membership of the specific date, time and location for the meeting, and issue a call for nominations for the upcoming election at least 45 days prior to the meeting.

Section 3.08 Special Meetings

- (a) Special meetings may be called by the Chairperson, a simple majority of the Board of Directors, or by a petition signed by the minimum percentage of active members as defined by Florida Statutes.

Section 3.09 Records

- (a) STPS shall maintain a database of members including their name, address and membership status.

Article IV. Finance

Section 4.01 Fiscal Year

- (a) The fiscal year of the Corporation shall be the calendar year.

Section 4.02 Budget

- (a) The Board of Directors shall appoint a Finance Committee to be chaired by the Treasurer.
- (b) Each board member shall submit a funding request for their areas of responsibility to the finance committee as defined in policy.
- (c) The Finance Committee will submit an annual budget in October to be approved by the Board of Directors prior to the start of the fiscal year.

Section 4.03 Contracts, Checks, Deposits and Funds

- (a) Contracts. The Board of Directors may authorize any director, officer or agent of STPS, in addition to those so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of STPS. Such authority must be in writing and be confined to specific instances.
- (b) Checks, Drafts, Notes, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of STPS shall be signed by the Treasurer or any other officer listed as an authorized representative with the banking institution.
- (c) Deposits. All funds of STPS shall be deposited to the credit of STPS in such banks, trust companies or other depositories used by STPS. The Treasurer or any other authorized person has the authority to make these deposits.

Section 4.04 Reviews

- (a) An independent review of the financial records will be completed annually per State and Federal Law and made available to members upon request.
- (b) Per State and Federal Law, the financial annual report shall be made available to all members upon request, no later than July 31 following the close of the fiscal year.
- (c) Board of Directors approval is required for adding new Marine Turtle Permit programs.

Article V. Board of Directors

Section 5.01 Function

- (a) The function of the Board of Directors is to conduct the business of the corporation and to determine and direct the appropriate course of action for the Corporation in areas outside the bounds of its Bylaws, Policies and Procedures.

Section 5.02 Powers

- (a) All governing powers reside with the Board of Directors except those otherwise outlined in these Bylaws, Policies and Procedures.

Section 5.03 General standards for Directors

- (a) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:
 - (i) In good faith;

The Sea Turtle Preservation Society - Bylaws

- (ii) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (iii) In a manner he or she reasonably believes to be in the best interests of the corporation.
- (b) A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.
- (c) A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.
- (d) A director shall be 18 years of age or older.

Section 5.04 Composition

- (a) The Board of Directors shall consist of a minimum of nine (9) and a maximum of thirteen (13) members in good standing, to include:
 - (i) The Permit Holders on the Marine Turtle Permit shall remain as directors until no longer listed on the permit.
 - (ii) Directors-At-Large who have been elected by the general membership to serve a two-year term. Directors can be re-elected for an unlimited number of terms and may chair one or more committees. Vacancies may be filled by a majority vote of the Board of Directors to serve the unexpired term.
- (b) The Board shall elect a Director to act as the Chairperson at the first board meeting in January of every year. The Chairperson shall preside over meetings of the Board of Directors.
- (c) The Board shall appoint a Secretary at the first Board meeting in January of every year. The secretary shall:
 - (i) keep or cause to be kept, the minutes of all meetings and actions of directors and committees;
 - (ii) give notice of meetings to the membership;
 - (iii) prepare meeting agendas in cooperation with the Board and perform other duties delegated by the members, the Board, or these Bylaws in keeping with state and federal laws.
- (d) The Board shall appoint a Treasurer at the first Board meeting in January of every year. The Treasurer shall:
 - (i) keep and maintain complete, accurate, and up-to-date accounts of all financial transactions of STPS in accordance with Generally Accepted Accounting Principles (GAAP) and state and federal laws.
 - (ii) disburse funds consistent with GAAP and STPS policies.
 - (iii) file all financial reports required by local, state, or federal laws
 - (iv) ensure that the financial records are reviewed annually by an independent Public Accountant
 - (v) perform such other duties as delegated by the Board of Directors, or these Bylaws, in keeping with state and federal laws.
- (e) **Executive Committee**
 - (i) The Executive Committee is a smaller group who can meet often with little notice, to address pressing issues that affect the corporation substantially, such as an emerging

The Sea Turtle Preservation Society - Bylaws

crisis. The Executive Committee has the power to act on behalf of the full Board of Directors except that the Executive Committee shall not have the authority to:

- 1) approve or recommend to members actions or proposals required by the Bylaws to be approved by members,
 - 2) fill vacancies of the Board of Directors or any committee thereof
 - 3) adopt, amend or repeal the Bylaws.
 - 4) all members of the Executive Committee must participate in all actions taken.
 - 5) the Secretary shall record all actions taken by the Executive Committee.
- (ii) The Executive Committee prioritizes issues for the full board to address. Although the Executive Committee comprises senior-level leaders, the committee members report to the Board of Directors.
- (iii) The executive committee shall consist of:
- 1) Chairman
 - 2) Secretary
 - 3) Treasurer
 - 4) At Large Board Member
 - 5) At Large Board Member

Section 5.05 Termination

- (a) Removal of a Board member requires a two-thirds (2/3) voting majority of the STPS Board of Directors.
- (b) Board members may have their membership revoked if they engage in conduct that would compromise, discredit, or diminish the integrity of STPS.
- (c) Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 5.06 Meetings

- (a) The Board of Directors shall meet once a month or as otherwise directed under the Policies of the Corporation.
- (b) The Board of Directors shall be allowed to conduct corporation business by electronic communications as outlined in policy. Such participation shall constitute presence at the meeting.
- (c) A quorum of a simple majority of the voting directors will be required to conduct board business. When a quorum is present, approval of motions and resolutions will require a simple majority of the board members present.
- (d) Member Attendance
 - (i) Participation of members shall be as defined in policy.
- (e) If the Board of Directors needs to discuss items of a sensitive or confidential nature, they may choose to go into a closed session, also known as an Executive Session.
- (f) A Special Board of Directors meeting can be called by the Chairperson, or a simple majority of the Board of Directors.

Section 5.07 Committees

The Sea Turtle Preservation Society - Bylaws

- (a) The Board of Directors may adopt Standing or Ad Hoc committees.
- (b) "Standing" Committees serve on a continual basis as defined in Policy.
- (c) "Ad Hoc" Committees serve for a limited period to address a specific need.
- (d) Each Committee shall be overseen by a member of the Board of Directors

Section 5.08 Other Board Appointments

- (a) Additional boards may be appointed by the Board of Directors and:
 - (i) Are non-voting volunteer positions
 - (ii) Have no limit on the size of the board
 - (iii) Do not need to be members of the Corporation
- (b) **Advisory Board**
 - (i) An Advisory Board may be appointed by the Board of Directors to provide advice and guidance in specific areas where professional experience is required (e.g. legal, accounting, biology, zoology, etc.).
- (c) **Honorary Board**
 - (i) An Honorary Board may be appointed by the Board of Directors to provide added support to the Corporation in the performance of its goals and objectives.
- (d) **Managing Director**
 - (i) The Board of Directors may appoint a Managing Director to:
 - 1) implement Board directives
 - 2) to act as an official representative of the Corporation
 - 3) to be responsible for the general supervision of the Corporation's headquarters.
 - (ii) The Managing Director may be a salaried or volunteer position.
 - (iii) The Managing Director cannot serve as the Chairperson of the Board at the same time.

Article VI. Elections

Section 6.01 Election of "At Large" Board members

- (a) Election of "At Large" Board members will take place at the Corporation's Annual Meeting.
- (b) All candidates must be members in good standing and meet the qualifications as defined in policy.

Section 6.02 Nominations

- (a) Nominations from the membership shall be submitted in writing to the Secretary within 10 days of the call for nominations.
- (b) The Board of Directors shall present a slate of nominees and their credentials to the membership.

Section 6.03 Voting

- (a) When there is equal to or less numbers of candidates to open positions, then an election will not be required.

- (b) If there is more than one candidate for any position, the election shall be by ballot and a plurality shall elect.

Article VII. Corporate Records

- (a) STPS shall maintain accurate records as required in the Florida Not for Profit Corporation Act, chapter 617 Florida Statutes, and as defined in policy.

Article VIII. Parliamentary Authority / Hierarchy

- (a) Florida Statute
- (b) Articles of Incorporation
- (c) STPS Bylaws
- (d) STPS Policies and Procedures
- (e) Robert's Rules shall be the authority on parliamentary law and procedure and shall govern the Corporation in business proceedings on all points, where they are applicable and not inconsistent with the Bylaws of the Corporation.
 - (i) In case of deadlock, the Chairperson of the Board shall cast a vote to break the tie.

Article IX. Amendment of the Bylaws

Section 9.01 Amendments

- (a) These Bylaws may be amended by a two-thirds (2/3) vote during any regular or called meeting of the Corporation's Board of Directors.
- (b) Notice of the amendment must be given at the previous Board meeting or by mailing a copy of such amendment to Board members not later than one week prior to the Board meeting at which the vote will be taken.
- (c) Approved amendments to the Bylaws will be presented to the membership at the next general meeting after approval.

Article X. Indemnification

Section 10.01 Indemnification Right.

- (a) STPS shall indemnify each officer and director to the full extent permitted by the Florida general corporation act and the Florida not for profit corporation act.

Article XI. Dissolution

Section 11.01 In the event of Dissolution

- (a) If the Corporation is dissolved, the Board of Directors will assure that all debts are paid and will then determine the recipient(s) consistent with the mission of the Corporation for any assets remaining.

References:

- 2019 Florida Statute – Corporations Not For Profit
 - http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&URL=0600-0699/0617/0617ContentsIndex.html
- FWC Marine Turtle Permit Regulations
 - <https://myfwc.com/license/wildlife/marine-turtle-permit/>
- Robert's Rules of Order
 - <http://www.rulesonline.com/index.html>