

**ESTUARY PROGRAM  
BYLAWS TEMPLATE**

The material in this template has been drawn from estuary programs around the state and minimally adapted to provide a starting point for discussion of potentially appropriate bylaws for the St. Andrew and St. Joseph Bays Estuary program.

**ARTICLE ONE - OFFICE**

1.1 The SASJ Estuary Program shall maintain its principal office at Florida State University Panama City or such place as may be fixed from time to time by the Policy Board.

**ARTICLE TWO – POLICY BOARD**

2.1 Powers and Responsibilities of the Policy Board. All SASJBEP powers shall be exercised by or under the authority of, and the business and affairs of the SASJBEP shall be managed under the direction of the Policy Board.

**ARTICLE THREE  
THE EXECUTIVE DIRECTOR AND OFFICERS OF THE BOARDS**

3.1 Executive Director. The Policy Board shall appoint and exercise supervisory authority consistent with FSU personnel policy, over the Executive Director. The Policy Board shall conduct the Executive Director's performance review on an annual basis and make recommendations to FSU on compensation. The Executive Director shall carry out policy as established by the Policy Board and shall also perform the duties associated with the day-to-day general management of the affairs of the SASJBEP, including acceptance of service of process.

3.2 Officers of the Boards. The officers of each Board shall consist of Chair, Vice Chair and a Secretary-Treasurer. The officers of Policy Board shall have the following duties:

- (a) Chair. The Chair of each Board shall preside at all meetings of the applicable board and perform such other duties prescribed in these Bylaws or assigned by the Board;
- (b) Vice-Chair. The Vice-Chair shall, in the absence of the Chair, perform the duties of the Chair as well as any other duties assigned by the Chair; and
- (c) Secretary-Treasurer. Subject to the direction of the Policy Board, the Secretary-Treasurer, with the support of the Executive Director, shall ensure that all records of the SASJBEP are maintained and that all financial transactions or dealings of the SASJBEP are executed in accordance with applicable law. The Secretary-Treasurer shall perform such other duties as may be prescribed by the Policy Board.

3.3 Election, Appointment, and Tenure of Officers. The Policy Board Chair and Vice-Chair shall be elected annually at the February meeting. Officers from the Policy Board may be re-elected to multiple terms. New appointments of officers require a simple majority of the Policy Board.

3.4 Removal of Officers and Agents. Any officer or agent elected or appointed by the Policy Board or Management Board may be removed by the applicable Board whenever in its judgment the best interests of the SASJBEP will be served thereby. The Board shall not act to remove a newly-elected officer any sooner than two regularly-scheduled board meetings. Removal of any officer or agent shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of any officer or agent shall not of itself create contract rights.

3.5 Vacancies. A vacancy in any office may be filled by the Board electing or appointing said officer.

**ARTICLE FOUR – BOARD AND COUNCIL MEETINGS**

4.1 Frequency of Meetings.

- (a) The Policy Board and Management Council shall each hold a minimum of four regular meetings each calendar year, or more often as called by the Chair.
- (b) Special meetings of the Board or Council may be called at any time by the Board or Council Chair and will be scheduled as soon as practicable.

4.2 Time of Meetings. The time of the next regular meeting will be scheduled prior to the adjournment of any regular meeting.

4.3 Notice of Meeting. Written notice stating the date, time, and place of any regular meeting of either body must be given to each member not less than ten (10) days before the meeting. A majority of those present at Board or Council meetings, whether or not a quorum exists, may adjourn any meeting of either body to another date, time, and place. Notice of any such adjourned meeting shall be given to those who were not present at the time of the adjournment.

4.4 Waiver of Notice.

- (a) Actual Waiver. A Board or Council member may waive any required notice before or after the date and time stated in the notice. The waiver must be in writing, signed by the member entitled to notice, and delivered to the SASJBEP for inclusion in the minutes or filing with the records of the SASJBEP. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in any written waiver of notice.
- (b) Constructive Waiver. A Board or Council member’s attendance at a meeting waives his or her objection to lack of notice or defective notice of the meeting of such body,

unless at the beginning of the meeting or promptly upon the member's arrival at the meeting, the member objects to the holding of the meeting or transacting business at the meeting.

- (c) Presumption of Assent. A member of either body who is present at a meeting of Board or Council at which action on any matter is taken shall be presumed to have assented to the action taken, unless the member objects, at the beginning of the meeting or promptly upon the member's arrival at the meeting, to the holding of the meeting or the transacting of specified business at the meeting, or unless the member votes against such action or abstains from the action taken.

4.5 Quorum. A quorum for meetings shall be a majority of the voting members. Attendance shall be either in person or by telephone, or other communication whereby the distant member and those members present in person all hear and may speak to and be heard on the matters raised therein.

4.6 Voting Rights. Each voting member of either body who is present at any meeting of that body shall be entitled to one (1) vote on each matter submitted to a vote of the members. Ex-officio members shall not be entitled to a vote.

4.7 Action of the Board. Action by either body shall only be taken at meetings where a quorum is present. Such action shall be by a majority vote of those present. The terms "unanimously approved" and "unanimously agreed" shall mean an affirmative vote of all members present.

4.8 Recordation of Actions. All actions of either body shall be recorded in minutes and shall be transmitted to members no fewer than ten (10) days prior to the next Board meeting.

## **ARTICLE FIVE – MANAGEMENT COUNCIL AND COMMITTEES**

5.1 Power and Responsibility of the Management Council. The members of the Management Council shall serve as advisors to the Policy Board to oversee the efficient and fiscally responsible operation of the SASJBEP and to monitor the commitments to the development and implementation of Comprehensive Conservation Management Plan.

5.2 Advisory Committees. Advisory Committees appointed by the Management Council shall advise the Management Council on matters related to development and implementation of the Comprehensive Conservation and Management Plan (CCMP) and other issues and questions posed by the Management Council or Policy Board related to the restoration and protection of the watershed.

5.3 Other Committees. The Policy Board may create or abolish such additional committees as they deem necessary. Any other committee established by Policy Board shall be chaired by a designated Management Council or Policy Board member.

## **ARTICLE SIX - INDEMNIFICATION AND INSURANCE**

### **6.1 Indemnification for Good Faith Actions.**

- (a) To the full extent permitted by law, the SASJBEP shall have the power to indemnify any Board member, Officer or employee of the SASJBEP against and from any and all claims, costs, charges and expenses (including fees and expenses of attorneys, expert witnesses and other consultants) which may be imposed in connection with his or her service as a Board member, Officer or employee of the SASJBEP, if such person acted in good faith and in a manner reasonably believed to be in the best interest of the SASJBEP and, with respect to any criminal action or proceedings, had no reasonable cause to believe such conduct was unlawful. The termination of any proceedings by judgment, order, settlement, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the SASJBEP, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (b) In case any claim shall be made or action brought against any Board member, Officer or employee of the SASJBEP in which indemnity may be sought against the SASJBEP, such indemnified Board member, Officer or employee shall promptly notify the SASJBEP in writing setting forth the particulars of such claim or action.

**6.2 Liability Insurance.** The SASJBEP shall purchase and maintain insurance on behalf of any person who is or was a Board member, Officer or employee of the SASJBEP, or is or was serving at the request of the SASJBEP as a Board member, Officer or employee against liability asserted against said Board member, Officer or employee and incurred by him or her in any such capacity, or arising out of his or her status as such. The SASJBEP shall purchase and maintain insurance on behalf of the SASJBEP against liability asserted against the SASJBEP for any negligent act, error or omission of the SASJBEP or any of its Board members or employees.

### **6.3 Standards of Performance of Board Members of Both the Policy Board and the Management Council.**

- (a) **In General.** A Policy Board member or Management Council member shall perform his or her duties as a member, including his or her duties as a member of any committee of the Management Council upon which he or she may serve, in good faith, with such care as an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the SASJBEP.
- (b) **Board Members' Reliance.**

- (i) In performing his or her duties, each Board member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
  - (1) The Executive Director or any authorized personnel or consultants if any, of the SASJBEP;
  - (2) Legal counsel, public accountants or other persons as to matters which the Board member reasonably believes to be within such persons' professional or expert competence; or
- (ii) A Board member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

#### **ARTICLE SEVEN - CONFLICT OF INTEREST**

7.1 Voting Conflicts. All Policy Board members shall be held to the standards set forth in Section 112.3143, Florida Statutes, as it may be amended from time to time, as those sections apply to appointed public officers.

7.2 Financial Disclosure. Each Policy Board member, Alternate, and the Executive Director shall file a full and public disclosure of financial interests in accordance with the provisions of Sections 112.3144 and 112.3145, Florida Statutes, as it may be amended from time to time.

#### **ARTICLE EIGHT - ANNUAL AUDIT**

The SASJBEP shall provide for an annual audit of its financial statements and shall provide the audited annual financial statements to each organization represented on the Policy Board after the close of each fiscal year upon completion of the audit.

#### **ARTICLE NINE - AMENDMENTS TO BYLAWS**

9.1 Amendment or Repeal of Bylaws. The Policy Board may amend or repeal these Bylaws by vote of 80% of voting members present, provided that any such amendment or repeal will not become effective until the next regularly scheduled meeting of the Policy Board.

9.2 Writing. All bylaws and amendments, including committee bylaws, shall be memorialized in writing, either by reproduction as amended or by attachment.

#### **POLICY BOARD CHAIR'S CERTIFICATE**

THIS IS TO CERTIFY that I am the Chair of the Policy Board of **ST. ANDREW AND ST. JOSEPH BAYS ESTUARY PROGRAM**, and the foregoing Bylaws of said SASJBEP were duly adopted by the Policy Board of the SASJBEP at a meeting of said Policy Board held on \_\_\_\_\_, 2021.

IN WITNESS WHEREOF, I have affixed my signature this \_\_\_\_ day of \_\_\_\_\_, 2021.

NAME PRINTED: \_\_\_\_\_

TITLE: \_\_\_\_\_

HISTORY OF BYLAWS

The initial Bylaws of **ST. ANDREW AND ST. JOSEPH BAYS ESTUARY PROGRAM**, were first adopted on \_\_\_\_\_, 2021.

Amendments made subsequent to \_\_\_\_\_, 2021, should be listed below.

AMENDMENTS

CHANGE  
DATE OF  
BY WHOM  
SECTIONS ADOPTED or AMENDED