

Bylaws of Friends of South Walton Sea Turtles, INC

Article I - NAME

This organization is incorporated in the state of Florida and is known as Friends of South Walton Sea Turtles, Inc. It also is known as Friends of South Walton Sea Turtles and maintains a domain name of Friends of SW turtles. For the rest of this document it will be referenced as FOSWST.

Article II - MISSION

- A. It is the mission of the FOSWST to promote sea turtle conservation through awareness and education.
- B. While sea turtle conservation is a global issue the FOSWST will focus on Florida and the United States when it comes to disposition of funds and efforts.
- C. Friends of South Walton Sea Turtles is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE III – NO DISCRIMINATION, PRIVATE BENEFIT, OR POLITICAL ACTIVITIES

- A. Membership shall not be denied to anyone because of age, race, religion, color, national origin, disability, ethnic group, gender, marital status, sexual orientation, veteran's status or political service or affiliation. Nor will the FOSWST sponsor, support, or participate in any activity or with any organization which engages in such practices.
- B. No part of the net earnings of this association will inure to the benefit of, or be distributable to, its members, Board of Directors, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the mission set forth in Article II hereof unless there is a conflict of interest.
- C. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the associations shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Notwithstanding any other provision of these articles, the FOSWST shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an association to which contributions are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV – MEMBERSHIP

Membership in the FOSWST is voluntary and shall include three categories:

- A. Free – open to anyone who has signed up to receive the FOSWST digital newsletter. Free members may attend meetings but do not have a vote. They may also volunteer for FOSWST but may not serve as a Committee Chairperson or on the Board of Directors. To resign their membership, a free member simply has to unsubscribe from receiving the newsletter.
- B. Active – open to anyone who has paid the \$5 annual membership fee. Active members may vote at general membership meetings, volunteer for the organization, serve as a Committee Chairperson or on the Board of Directors. To resign their membership an active member has to notify the FOSWST in writing or not pay the membership fee for the next board year.
- C. Honorary – is given by the President with Board of Directors approval and is good for one board year. Honorary members receive the digital newsletter and may attend meetings but do not have a vote. They may also volunteer for FOSWST but may not serve as a Committee Chairperson or on the Board of Directors.

ARTICLE V – GOVERNING BOARD AND ADMINISTRATION

- A. The FOSWST Governing Board shall consist of the Board of Directors, and the Chairpersons of all Standing and Special Committees. The function of the Governing Board shall be to formulate organizational policies, procedures and programming that furthers the FOSWST's mission. Meetings will only be conducted if there is a quorum present. Quorum for Governing Board meetings is a simple majority or one over half the number of Board of Directors and Committee Chairpersons. Vacant positions do not count towards quorum.
- B. Board of Directors
 1. The Board of Directors of the FOSWST shall be elected or appointed.
 2. The elected Board of Directors shall be President, Vice-President, Secretary, Treasurer, Communications Director, Education Director, Fundraising Director and Advocacy Director.
 3. Elected Board of Directors have a term of one board year and may serve a maximum of two (2) consecutive years in the same office and no more than a total of four consecutive years on the Board of Directors after which they must take a three years hiatus before they are eligible to serve again.
 4. The only appointed Board of Director, appointed by the President with Board of Director approval, shall be the Parliamentarian.
 5. The Board of Directors is an advisory body to the President and shall consist of the elected Board of Directors, and the Parliamentarian. They shall meet regularly upon the call of the President for the purpose of advising the President and ensuring all policies and programming further the mission of the FOSWST and maintains the FOSWST charitable 501 (c)3 tax exempt status.
 6. Meetings will only be conducted if there is a quorum present. Quorum for Board of Directors meetings is a simple majority or one over half the number of Board of Directors. Vacant positions do not count towards quorum.
 7. Vacancies will be filled by the President with the approval of the Board of Directors.

ARTICLE V – GOVERNING BOARD AND ADMINISTRATION (con’t.)

C. COMMITTEES

1. Standing Committees:
 - a. The Standing Committees will be Educational events, School programs, Awareness campaigns, Social Media, Newsletter, Website, Marketing, Turtle Adoptions, Donations, Fundraising events, Grant Development, Membership, Volunteer Coordination. Their function and composition will be prescribed by the Board of Directors annually in their job descriptions.
 - b. Chairpersons of the Standing Committees will be appointed by the President, with approval of the Board of Directors and hold a voting position on the Governing Board.
 - c. The President may create or delete standing committees with the approval of the Board of Directors.
 - d. Standing committee Chairperson will present monthly reports to the Governing Board.
 - e. The term of a Standing Committee Chairperson is one board year and they may not serve more than two (2) consecutive years in the same position.
 - f. When holding Committee Meetings, Chair will only vote in case of a tie.
2. Special Committees:
 - a. May be appointed by the President for a specific purpose and shall cease to exist after its purpose is accomplished.
 - b. Shall present a final report to the Governing Board which will become a part of the permanent records of the FOSWST
 - c. Shall attend Governing Board meetings as required by the President, in a non- voting capacity.

Article VI – DUTIES OF BOARD OF DIRECTORS

A. President

1. Oversees all operations of the FOSWST
2. Serves as the official spokesperson of the FOSWST
3. Leads the Board of Directors in performing its duties and responsibilities and assures all activities of the Board of Directors and the FOSWST further the FOSWST’s mission and doesn’t jeopardize the FOSWST’s charitable status.
4. Presides over and sets agenda for all Board of Directors and general membership meetings.
5. Serves as a nonvoting member of Board of Directors and General Membership except in case of tie.
6. Assures all federal and state required filings are taken care of annually.
7. Is ex-officio member of all committees except Nominations committee unless outgoing and any mid-year budget or audit committees.
8. Holds Governing Board orientation at the beginning of board year.
9. Shall appoint a Parliamentarian with Board of Directors approval
10. Shall appoint all Standing and Special Committee Chairpersons with Board of Directors approval.
11. Serves as second signatory on all checks along with Treasurer
12. Signs all contracts or designates appropriate Board of Director to sign.
13. Maintains access to all forms of communication for the organization to include mailbox, email account, website and all social media accounts.
14. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
15. Has the organization phone number forwarded to their personal phone
16. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor

B. Vice President

1. Serves as President in absence of President
2. Serves as backup signatory on checks to President and Treasurer
3. In the absence of President and Secretary will access the mailbox
4. Is ex-officio non-voting member on all committees except Budget and fundraising where they do have a vote.
5. Becomes the President the board year after the current President steps down.
6. Attends monthly Governing board and general member meetings
7. Assists president and organization with duties as needed
8. Oversees the Volunteer Coordination committee.
9. Serves as Committee Chair for any committee they oversee if position is vacant
10. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
11. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor.

C. Treasurer

1. Balances checking account and provides monthly report to BOD and general members of account status
2. Prepares annual budget to present to BOD in Sept and present to gen mem for vote in Oct
3. Conducts mid-year budget update in March for BOD & general membership vote
4. Serves as second signature on checks along with President or Vice Pres
5. Assists President with financial preparations for annual tax filings
6. Maintains and prepares financial records for yearly audit by outside nonprofit accountant
7. Maintains all financial records for 10 years. On 11th year will purge all supporting documents and keep only the actual tax return.
8. At end of term hands over all files to next treasurer.
9. Maintains Florida State Charitable Organization/ Tax Exemption Certificates.
10. Serves on all fundraising committees and attends all fundraising events.
11. Chairs annual and mid-year budget committees.
12. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
13. Maintains access with Donate-ly and PayPal.

Article VI – DUTIES OF BOARD OF DIRECTORS (con't.)

14. Attends monthly Governing board and general member meetings
 15. Assists president and organization with duties as needed
 16. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor
- D. Secretary
1. Attends and takes minutes of all Governing Board and general membership meetings. Makes minutes available after they've been approved for posting on website.
 2. Oversees storage of all Governing Board and general membership minutes for permanent record.
 3. Maintains access to FOSWST mailbox and email account along with President
 4. Assures mailbox bill is paid annually
 5. Sends out reminders about Board of Directors meeting date time and location.
 6. Checks FOSWST mailbox at least once a week
 7. Checks FOSWST email account daily. Forwards out emails to relevant Board of Director or Committee Chairperson and responds to any inquiries on behalf of the FOSWST.
 8. Writes and sends thank you notes for all donations.
 9. Assists president and organization with duties as needed
 10. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
 11. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor.
 12. At end of term turns over all files to next secretary.
- E. Communications
1. Oversees all public communication and advertising of FOSWST
 2. Oversees social media, website, newsletter, marketing committees and serves as ex-officio non-voting on them.
 3. Ensures the annual website hosting and domain name bills are paid on time.
 4. Maintains access to all FOSWST social media sites, the website and email account.
 5. Assists president and organization with duties as needed
 6. Attends monthly Governing board and general member meeting
 7. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
 8. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor
 9. Serves as Committee Chair for any committee they oversee if position is vacant
- F. Education
1. Oversees all educational programming and awareness campaigns of the FOSWST
 2. Oversees education programs, educational events and awareness campaign committees and serves as ex officio non-voting on these committees.
 3. Develops education curriculum and program
 4. Along with President interacts with new rental companies and businesses before handing off to awareness campaign committee.
 5. Assists president and organization with duties as needed
 6. Attends monthly Governing board and general member meeting
 7. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
 8. Serves as Committee Chair for any committee they oversee if position is vacant
 9. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor
- G. Fundraising
1. Oversees all fundraising events and campaigns of the FOSWST
 2. Oversees membership, sea turtle adoptions, donations, fundraising events and grant development committees and serves as ex-officio non-voting member on all these committees.
 3. Makes sure all fundraising is done in a manner consistent with the FOSWST mission and doesn't jeopardize the FOSWST's charitable tax exempt status.
 4. Assures all donors are sent thank you notes by secretary.
 5. Assists president and organization with duties as needed
 6. Attends monthly Governing board and general member meeting
 7. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
 8. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor
 9. Serves as Committee Chair for any committee they oversee if position is vacant
- H. Advocacy
1. From Article III.3 -- No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the associations shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 2. It is the job of the Advocacy director to ensure that the FOSWST does not violate Article III.3
 3. On the rare occasion there is legislation that directly impacts the FOSWST's mission of promoting sea turtle conservation through awareness and education then the Advocacy Director will include factual information from the relevant official government site with no opinions, no judgements and no attempts to influence the outcome of the legislation vote.
 4. The Advocacy Director will ensure that no funds from the FOSWST are used to influence legislation. For legislation that directly impacts the FOSWST's mission of promoting sea turtle conservation through awareness and education, the Advocacy Director may share the objective educational information once on FOSWST website and social media sites.

Article VI – DUTIES OF BOARD OF DIRECTORS (con't.)

5. Assists president and organization with duties as needed
6. Attends monthly Governing board and general member meeting
7. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
8. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor

I. Parliamentarian

1. Reports to the President
2. Serves as a nonvoting member at all BOD, Governing Board and Gen Member meetings
3. Advises the President BOD and Governing Board of correct Parliamentary procedures
4. Assures the FOSWST has a copy of the most recent Roberts Rules of Order in its inventory
5. Assures all votes are conducted with quorum present and recorded in minutes
6. Chairs the Nominating and Election and Bylaws committees.
7. Is a member of all budget committees.
8. Maintains a current copy of Bylaws, Articles of Incorporation, Conflict of Interest policy and any other governing policies and documents.
9. Assists president and organization with duties as needed
10. Attends monthly Governing board and general member meeting
11. Responsible for bringing in \$250 in ticket revenue or donations for one of the annual fundraising event.
12. Maintains a continuity book to be handed over to Governing Board at end of term for predecessor

ARTICLE VII - MEETINGS AND QUORUMS

- A. Unless otherwise designated, regular meetings of the FOSWST General Membership shall be held on dates set at the beginning of the board year by the Board of Directors. They shall be held quarterly or more frequently at the discretion of the President. Minutes from said meetings will be posted on the FOSWST website for viewing after receiving an approval vote at next meeting. At any General Membership meeting, a quorum shall consist of the voting members present. Motions pass with a simple majority of the members present.
- B. The FOSWST Governing Board shall meet monthly on dates set at the beginning of the club year by the Board of Directors. A majority of its Governing Board members shall be considered a quorum at Governing Board meetings. No votes will occur unless a quorum is present. Minutes from the Governing Board meetings will be made available on the FOSWST website after they have been voted on at the following board meeting. If a general member wishes to attend the Governing Board meeting they must request permission to attend in writing at least one week before the scheduled meeting.
- C. The Board of Directors will meet regularly at the discretion of the President.
- D. Minutes from all Governing Board and General Membership meetings are to be kept for permanent record (forever). The secretary oversees the storage of these.

Article VIII – NOMINATIONS AND ELECTIONS COMMITTEE

- A. Nomination Committee
 1. The Chairman of the Nominations Committee shall be the Parliamentarian who shall with the assistance of the outgoing President (if applicable) or other outgoing Board of Director and two general members, form the nominating committee.
 2. The Nominating Committee will be introduced to the General Membership in July.
 3. The Nominating Committee shall meet in August to prepare a slate of nominees for presentation at the General membership meeting in August.
 4. The Nomination Committee will present, with the candidate's approval, at least two candidates in good standing for each office, whenever, possible.
 5. Members may nominate a candidate for office up until, or from the floor at the September General Membership meeting.
- B. Election
 1. The election of the Board of Directors shall be held at the September General Membership meeting. A plurality vote of the members voting will elect. Any tie shall be resolved by the President's vote which will be made upon notification by the Parliamentarian that a tie has occurred.
 2. Ballots will be prepared, distributed, collected and counted by the Nominating Committee.
 3. If the slate of candidates is running unopposed an oral vote for acclamation will be held and considered binding.
- C. Term of Office:
 1. Newly elected Board of Directors and appointed Standing Committee Chairpersons shall assume their duties October 1.
 2. The October Governing Board meeting shall be attended by the outgoing and incoming Board of Directors and Standing Committee Chairpersons.
 3. Board of Directors shall serve a term of one year and may not exceed two years in same position.
 4. A vacancy in the office of President shall be assumed by the Vice President.
 5. Should a vacancy occur in the Board of Directors, other than President, the President, with approval of the Governing Board shall appoint someone to fill the vacancy.

Article IX – BYLAWS COMMITTEE

- A. The Bylaws will be reviewed every five years. Any amendments will be approved and voted on per Article XVII.
- B. The Bylaws Committee is chaired by the Parliamentarian and will consist of the President, Vice President, Parliamentarian and one other Board of Director or Standing Committee Chairperson.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the latest revised edition of Robert's Rules of Order shall guide the FOSWST in all cases wherein they do not conflict with the Constitution, By-Laws, Articles of Incorporation or Conflict of Interest Policy of the FOSWST or county, state, federal law.

Article XI - FINANCES

- A. Income
 1. This fund is composed of membership dues as well as donations, net proceeds of all fundraising events and grants. This money shall primarily be for charitable purpose and furthering the FOSWST mission to promote sea turtle conservation through awareness and education. While there is not an official percentage from the IRS as to how much of a budget has to be spent on charitable endeavors versus administrative costs, all efforts will be made to keep administrative costs down so that the majority of FOSWST funds are spent on its charitable mission and purpose.
 2. Membership fees - established by the Board of Directors and approved by the general membership.
 3. Sea Turtle Adoptions – established by the Board of Directors to include amount and any accompanying benefits/gifts
 4. Donations –
 - a. Unspecified – will be put in to budget and divvied amongst budget line items
 - b. Specified – will only be spent on items it was specified for even if it carries over in to future fiscal years
 5. Fundraising campaigns and events – net proceeds will be put in to budget and divvied amongst budget line items
 6. Fundraising partnerships – net proceeds will be put in to budget and divvied amongst budget line items unless designated for a specific purpose.
 7. Grants – funds from grants will only be spent on items specified in grant proposal. Appropriate Board of Director (ie Education for education grant) and President will oversee the disposition of grant funds along with treasurer to ensure all requirements of grant are met.
- B. Financial obligations
 1. The Treasurer along with the President will assist the nonprofit accountant by providing whatever files needed and necessary for the accountant needs to conduct annual audit and filing taxes yearly.
 2. Treasurer will work with President to ensure whatever statements and files are needed to be filed with Florida annually are done so on time.
 3. A minimum bank account balance of \$100 will be maintained at all times.
 4. The President and Treasurer will serve as the two signatures on the bank account. In the absence of the President the Vice President will serve as a signatory.
 5. Transparency of accounts – The FOSWST will maintain transparency with its members and the public by the treasurer including in their monthly board report the previous month's beginning and ending balance of the FOSWST bank account as well as total expenses and total income. Since board reports are a part of minutes and those are posted on the FOSWST website. The treasurer will also ensure the annual budget, annual tax return, annual list of donors and 501c3 application are available online as well.
 6. Records longevity – for simplicity all financial records will be kept for ten years. After ten years only the actual federal tax return and Florida filing as well as minutes will be kept. All supporting documents will be purged after the completion of the tenth year.
- C. Budget Committees
 1. Annual Budget committee – The Annual Budget committee will meet in August to have budget voted on by Governing Board and General Membership in September. The Annual Budget committee is chaired by the treasurer and consists of the President, Vice President and one other Board of Director or Standing Committee Chairperson.
 2. Mid-Year Budget committee – The Mid-Year Budget committee will meet in February to have updated budget voted on by Governing Board and General Membership in March. The Mid Year Budget committee consists of the treasurer (chair), vice president and one other Board of Director or Standing Committee Chairperson.
- D. International - While sea turtle conservation is a global issue the FOSWST will focus on Florida and the United States when it comes to disposition of funds and efforts.
- E. Contracts and other Writings - Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.
- F. Deposits - All funds of the corporation not otherwise employed shall be deposited within three (3) days to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.
- G. Loans - No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution approved by a two-thirds majority of the board. Such authority may be general or confined to specific instances.
- H. Fiscal Year – The fiscal year of the FOSWST is Oct 1 through Sept 30.
- I. Unbudgeted expenditures - Any unbudgeted expenditure not exceeding one thousand (1,000) dollars may be approved by a majority vote of the Governing Board. Any expenditure exceeding one thousand (1,000) dollars not covered by approved budget shall be voted on by Governing Board and General Membership meeting; approval being authorized by a majority vote.

Article XII – INDEMNIFICATION

- A. **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- B. **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- C. **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- D. **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE XIII – CONFLICT OF INTEREST POLICY

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

ARTICLE XIV – COUNTERTERRORISM AND DUE DILIGENCE POLICY

- A. In furtherance of its exemption by contributions to other organizations, domestic or foreign, FOSWST shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.
- B. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, FOSWST willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.
- C. FOSWST shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XV - CODE OF ETHICS AND WHISTLEBLOWER POLICY


- A. **Purpose--** FOSWST requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of FOSWST to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.
- B. **Reporting Violations -** If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of FOSWST is in violation of law, a written complaint must be filed by that person with the vice president or the board president.
- C. **Acting in Good Faith -** Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.
- D. **Retaliation -** Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of FOSWST and provides the FOSWST with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. FOSWST shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of FOSWST or of another individual or entity with whom FOSWST has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. FOSWST shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of FOSWST that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.
- E. **Confidentiality -** Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- F. **Handling of Reported Violations -** The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.


Article XVI – DISSOLUTION AND FINAL DISPOSITION OF FUNDS


- A. Upon dissolution of the FOSWST, the remaining funds and assets, after all outstanding debts have been paid, shall be disposed of by the Governing Board at the time, to one or more organizations which shall be exempt from taxes pursuant to the provisions of Section 501 (c)3 of the Internal Revenue Code.
- B. Any such assets not so disposed of shall be disposed of by the Walton County Court exclusively for such purposes or to such organizations as the Court shall determine which are organized and operated exclusively for such purposes. If this nonprofit association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Walton County Court, upon petition therefore by the Florida Attorney General.


Article XVII – AMENDMENTS, REVISIONS AND ADOPTION

- A. No amendment shall be made to these Bylaws which would cause the FOSWST to cease to qualify as an exempt corporation under Section 501 (c)3 of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- B. No amendment may automatically affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- C. All amendments must be consistent with the Articles of Incorporation.
- D. Any and all proposed amendments to the Bylaws must first be presented and approved by a majority vote at a Governing Board meeting.
- E. Then the proposed amendments to the Bylaws shall be presented at a general membership meeting and made available for examination by the general membership on the FOSWST website.
- F. A proposed amendment shall be voted upon at the next general membership meeting following its presentation and will be adopted by majority vote.
- G. In the event that any provision of the Bylaws shall be deemed illegal or contrary to IRS or Florida State law, such portion shall be changed administratively and does not have to be resubmitted for Governing Board or General Membership approval.
- H. Adoption - The Bylaws shall become effective upon Governing Board approval and the adoption by a majority of the voting members present at a General Membership meeting. The adoption of these Bylaws supersedes and nullifies any prior Bylaws.

President:  For security reasons signatures have been covered. Original on file with Secretary.

Vice President: 

Treasurer: 

Secretary: 

Adopted date: September 26, 2015

Signed by Officers: October 6, 2015