



FRIENDS OF SOUTH WALTON SEA TURTLES (FOSWST)

Meeting Minutes

Date of Meeting: Wednesday, December 7, 2022

Location: 46 Bayou Manner Road, Santa Rosa Beach, FL

Time: 12:00 PM

Present: President Beth Coppage, Shelly Bowden, Christina Cabral, Mary Ann Farrell, Etoi Moore, Laurie Reichenbach and Pam Tedesco

Absent: Beth Hill

Call to Order The meeting was called to order at 12:20pm. A quorum was confirmed.

Approval of Prior Minutes The Minutes from the November 9, 2022 meeting were approved as presented following a motion by Christina that was seconded by Shelly.

Old Business

Distribution of funds from Christmas Tree competition The Board amended and affirmed the email vote regarding the distribution of funds from the recently held Christmas tree decorating competition at Grand Boulevard. FOSWST, having won first prize, will award \$400 to the Seaside Neighborhood School Art Department and \$200 to the Seaside Neighborhood School Art teacher in recognition of their efforts to design and make the decorations used for the tree. The funds will be distributed after received by FOSWST.

Proposal for Walton County Tourism Department Laurie briefed the Board on the meeting held with Beth C., herself and Matt and Christy from the County's Tourism Department. The meeting and concept of the Tourism Department funding a stipend to FOSWST for the hiring of a VBA Director was well received. Matt asked that FOSWST formally make the request in the form of a proposal that can be presented to the powers that be for review and consideration for funding. Laurie presented a draft proposal to the Board, which reviewed and made several edits to it. The revised proposal was approved following a motion by Shelly that was seconded by Mary Ann. All voted affirmatively.

Bylaws Review

Pam presented the draft update of the Bylaws and explained that the document was not a line-by-line edit from the current Bylaws as it had significant formatting changes. She noted that work had been done over time by others, prior to her engagement to formally draft an updated version, and that the draft presented was created from a template from LegalZoom.com and met all legal requirements. The draft was reviewed in sections.

Christina made a motion that was seconded by Laurie to accept the draft Preamble and Articles 1 – 4 (Name, Purpose, Offices and Dedication of Assets), with the organization's physical address to be updated. The motion was approved.

Pam then discussed the two options for the structure of the organization – continue as a membership organization, or not. After in-depth discussion, the Board unanimously agreed to continue as a membership based organization. Pam suggested that the rest of the Bylaws could be reviewed and acted upon, however she would draft language for

the Board's review and approval relative to retaining the membership component of the organization and that would be forwarded to the Board at a later time, to be voted on electronically.

Article 5 – Board of Directors was reviewed and a motion was made by Etoi and seconded by Shelly to approve Article 5 with the term for elected Directors to be set at 3 years, with a maximum of 3 consecutive terms allowed. A provision to allow for the Board to modify that was also included. The motion carried. The Board then set the expiration of the term of the currently serving Directors on a rotating basis with the following expirations:

Terms expiring December 31, 2023 – Beth C., Beth H and Laurie
Terms expiring December 31, 2024 – Shelley, Mary Ann and Etoi
Terms expiring December 31, 2025 – Christina and Pam

Article 6 - Officers was approved as drafted following a motion by Christina that was seconded by Etoi.

Article 7 – Committees was approved as amended following a motion by Shelly that was seconded by Mary Ann. The Standing Committees will be the Executive Committee, Nominating Committee and Finance & Audit Committee, along with the Education Committee, Volunteer Beach Ambassador Committee and Community Outreach Committee.

Article 8 – Standard of Care was approved as drafted following a motion by Christina that was seconded by Shelly.

Article 9 Execution of Corporate Instruments was approved as drafted following a motion by Christina that was seconded by Mary Ann.

Article 10 – Records and Reports was approved as drafted following a motion by Laurie that was seconded by Shelly.

Article 11 – Fiscal Year was approved as drafted following a motion by Etoi that was seconded by Christina.

Article 12 – Amendments and Revisions was approved as drafted following a motion by Shelly that was seconded by Christina.

Articles 13 – Corporate/Organization Seal & 14 – Construction and Definitions were approved as drafted following a motion by Shelly that was seconded by Laurie.

Other Business Etoi had shared the October and November financial transaction reports with the Board and asked if there were any questions. She said that she had researched the monthly service fee being paid by FOSWST and had determined it was less than a fee that would be imposed under a “free” account with the bank as there are months in which receipts exceed the \$5000 monthly maximum for the “free” account. The Board agreed that the current account plan was in FOSWST's best interest and no change should be made.

Etoi also indicated that she would share FOSWST's Certificate of Exemption with the Board members so that purchases made for the organization would benefit from the exemption of sales tax.

With no further business to discuss, the meeting was adjourned at 2:13pm.

Respectfully submitted,



Pam Tedesco
Secretary

Approved on January 11, 2023