

**BY-LAWS
ORMOND SCENIC LOOP AND TRAIL
CORRIDOR MANAGEMENT ENTITY, INC.**

I. NAME, PURPOSE

Section 1: The name of the organization shall be Ormond Scenic Loop and Trail Corridor Management Entity, Inc. (OSLT CME), a State of Florida Not for Profit Corporation.

Section 2: The OSLT Corridor Management Entity is organized exclusively for charitable, scientific and educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Service Code, or corresponding provisions of any subsequent Federal tax laws, and in compliance with Chapter 617, Florida Statutes.

Section 3: The specific purpose of the OSLT Corridor Management Entity is to advance our historical, natural, recreational and scenic appreciation of these highways, educate our public as to the continuing importance of these roadways and to enhance and benefit the corridor and its features.

Section 4: The OSLT Corridor Management Entity shall not participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

II. MEMBERSHIP

Membership is open to all individuals, corporations, and businesses interested in the promotion and purposes of this Association. No one will be prohibited from membership or Directorship as a result of race, color, creed, religion, sex, age, or national origin. Each member shall be entitled to one vote, when said member has met the requirements of becoming a member. If the member is a firm or corporation, it shall designate one individual to represent its membership. All members of the general public shall be equally entitled to enter into discussion as any member.

III. MEMBERSHIP MEETINGS

Regular Meetings: Meetings will be held no less than quarterly. The Board of Directors (The Board) shall determine the time, date and location. Notice shall be sent via e-mail to all members who provide an e-mail address and to local newspapers, government entities and posted on the CME web page. Attendance and minutes shall be taken at all meetings.

Annual Meeting: An annual meeting of the OSLT Corridor Management Entity for the election of Board members and for the transaction of any other business that may be properly brought before it shall be held during January of each year.

Special Meetings: The Chair or a majority of the Board may call special meetings.

Notification: Notice of each special meeting shall be given to each member, by mail or by electronic communication, not less than ten (10) days before the special meeting.

IV. BOARD OF DIRECTORS

The control and conduct of the property and business of OSLT CME shall be vested in a Board of Directors. The Board shall also determine the policies of OSLT CME.

Section 1: Structure. The Board of Directors shall consist of nine (9) members nominated and elected from the general membership plus the head of each sub-committee who shall be appointed by the Board. Of the first Board elected, the Officers shall serve a two (2) year term and the remaining Directors shall serve a one (1) year term. Thereafter, all positions will be for two years. The election of members to the Board of Directors shall require a majority vote of the general membership. Every effort shall be made to elect Board members to represent a cross section of the communities and organizations comprising the general membership. A vacancy on the Board shall be filled by the Board of Directors from the general membership at the next regular meeting (to fill the remaining portion of the term).

Section 2: Meetings. The Board shall meet at least quarterly but may meet more often as determined by the Board. Meetings will be held at a time and place agreed upon by the Board.

Section 3: Board Elections. Election of new directors or election of current directors to a second or third term will occur at the annual meeting of the Membership. Directors will be elected by a majority vote of the current members in attendance at the annual meeting.

Section 4: Terms. All Board members shall serve two (2) years, with the exception of the initial Board members, five of whom will serve one year terms. All Board members are eligible for re-election.

Section 5: Quorum. A quorum of the Board must be present before business can be transacted or motions made or passed. Five (5) Board Members shall constitute a quorum at a meeting.

Section 6: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. If a Board member fails to attend five (5) of any consecutive twelve (12) regular or special meetings, the Board shall declare the member's office of seat vacant and may fill the vacancy as described above. A Board member may be removed by a three-fourths vote of the remaining directors if, in the judgment of the Board, the best interests of the OSLT CME would be served.

Section 7: Voting. The action of the majority of the Directors, present at a meeting at which a quorum is present, shall be the act of the Board of Directors. Any member of the Board of Directors may call for a secret ballot before a vote at a Board meeting. Only Board members present at the meeting may vote. Proxy votes will not be accepted.

Section 8: Conflict of Interest. In order to assure the fairness and reasonableness of all contracts and transactions of the organization, no member of the Board of Directors or the Head of any Sub-Committee shall vote on any contract or other business transaction in which the member, the member's employer, or the member's family has a financial interest in the outcome. In the event of such a conflict of interest, the member shall abstain from voting and such abstention shall be noted in the minutes with an identification of the member's conflict. The member shall not participate in the discussion of the issue, but the member's presence may be counted for purposes of determining a quorum.

Section 9: Compensation. Board members shall not be compensated for serving as a member of the Board or as any officer. However, reimbursement of reasonable expenditures incurred during official OSLT business may occur upon approval by a majority of the Board of Directors.

V. OFFICERS AND DUTIES

Officers and duties of the organization: The Board of Directors shall elect officers of the organization. The offices are as follows:

- **Chair:** Shall preside at all meetings and supervise plans for the efficient operation of the OSLT CME, under the direction of the Board of Directors.
- **Vice-Chair:** If the Chair is unable to perform his/her duties, the Vice-Chair shall assume responsibility for those duties. He/She may chair committees or perform special duties as designated by the Board.
- **Secretary:** Shall keep records of Board actions, including overseeing the taking of minutes, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- **Treasurer:** Shall have custody of the funds and oversee the financial accounting of the organization. The Treasurer shall prepare a report to the Board of Directors at regular meetings. All financial information shall be available to Board members and the public.

VI. NOMINATING COMMITTEE

Section 1: The Board of Directors shall annually appoint a nominating committee to consist of at least three members of the OSLT CME at the third quarterly meeting, or the October monthly meeting, of each year. The names of the members of the Nominating Committee shall then be made known to the members of OSLT CME via email or US mail and suggestions for nominations for members of the Board of Directors may be submitted to the committee by any other members of OSLT CME.

Section 2: This committee shall nominate candidates for membership of the Board of Directors to succeed those whose terms of office will next expire. The names of those nominated shall be made known to all members of OSLT CME via e-mail or US mail no later than December 1.

Section 3: Nominations of members for the Board of Directors may be made from the floor at the time of the Annual Meeting, providing permission of such candidates has been secured.

VII. COMMITTEES

Section 1: The Board of Directors shall establish any committees needed to fulfill the objectives and purposes of the organization. The committees shall perform all such duties as assigned by the Chair or the Board of Directors.

Section 2: The Board of Directors shall appoint all committee chairpersons.

Section 3: The Chairman of each committee shall report to the Board at the regular Board meetings.

Section 4: Committees may be terminated or dissolved at the discretion of a majority of the Board of Directors.

VIII. INDEMNIFICATION AND LIABILITY OF DIRECTORS, OFFICERS AND MEMBERS

Section 1: In accordance with §§ 607.0831, 617.0831 and 617.0834, Florida Statutes (2011), Directors, Officers and Members are not personally liable for monetary damages to any person or corporation for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by any Director, Officer, Member and official action of the Board, and are indemnified and immune from civil liability with regard to actions, policies and activities of the OSLT CME.

IX. FINANCES

Section 1: Deposits. All funds of the OSLT CME shall be deposited in a financial institution designated by the Board of Directors.

Section 2: Fiscal Year. The fiscal year shall be from January 1 to December 31 of each year.

Section 3: Checks. The Chair, Vice-Chair and Treasurer shall have signatory responsibility at the designated financial institution. Each check written on the account of the OSLT CME in excess of \$1000.00 shall be signed by two of the signatories. Otherwise, one signature will suffice.

X. PARLIAMENTARY RULES

Section 1: The proceedings of all meetings shall be conducted and governed by the latest edition of Robert's Rule of Order.

XI. AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority vote of the Membership present. Any member of the general membership may submit a suggested amendment to the Board of Directors for consideration. The Board shall review and report to the general membership regarding suggested amendments. Proposed amendments must be submitted to the Secretary to be sent out to the Membership ten days in advance of the meeting.

XII. DISSOLUTION

Section 1: The OSLT CME may be dissolved at any time, requiring two-thirds of the members' vote. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XIII. ADOPTION OF BYLAWS

Section 1: These By-Laws were approved at a meeting of the Membership of the Ormond Scenic Loop and Trail Corridor Management Entity, Inc. on May 23rd, 2012.

By: Joe Jaynes
President/Chair

Attest: Karon Jaynes
Secretary