

**BY-LAWS
OF
THE FLORIDA RECREATION AND PARK ASSOCIATION FOUNDATION, INC.**

**ARTICLE I
NAME AND PURPOSES**

The name of this Foundation shall be the "Florida Recreation and Park Association Foundation, Inc.," hereinafter referred to as "Foundation". The form of organization shall be that of a not-for-profit foundation, incorporated under the laws of the state of Florida.

The purposes for which the Foundation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

To the extent resources are available all materials shall be available to the interested public and to representatives of government for their use and edification.

No part of the assets or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any member, director, or officer, of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, or officer of the Foundation, or any private individual shall be entitled to share in the distribution of any of the Foundation assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall be to attempt to influence legislation, and the Foundation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE II
PRINCIPAL OFFICE AND RESIDENT AGENT**

The Foundation shall have its principal office in Florida at the headquarters of the Florida Recreation and Park Association and may conduct its activities at any place in Florida.

The Foundation shall have in Florida at all times a designated agent authorized to accept services of process for the Foundation; and notice served upon or mailed to such agent at such business address, shall be deemed service upon or notice to the Foundation.

**ARTICLE III
CONTRIBUTORS**

Contributors to the Foundation shall be acknowledged by a receipt or appropriate certificate and carry such privileges as may be determined by the Board of Trustees from time to time.

ARTICLE IV
OFFICERS

1. The officers of the Foundation and the Board of Trustees shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President. The elected officers of the Foundation and the Board of Trustees shall be the President, President-Elect, Secretary, and Treasurer. The President-Elect shall serve a two year term in that position, and shall automatically succeed to the office of President. The President shall serve a two year term in that position, and shall automatically succeed to the office of Immediate Past President for a two year term. The Secretary and Treasurer may serve no more than five consecutive one year terms.

Election of officers shall occur at the annual meeting of the Foundation. Officers elected at the annual meeting shall hold office until the next election of officers and until their successors are elected and installed. The Board of Trustees upon the occurrence of any vacancy in any position may appoint a member to fill such office for the remainder of the original term. Such appointment may be made at a special meeting of the Trustees called for that purpose or any other legitimate Foundation purpose. The Board of Trustees shall be empowered to create such subsidiary offices, such as assistant secretaries, assistant treasurers, etc., as in their discretion are needed. The Trustees may delegate such powers and such duties, not inconsistent with Florida Statutes, to such officers as in their discretion is deemed warranted.

2. The Executive Director of the Florida Recreation and Park Association, Inc. shall be the Executive Director of the Foundation, responsible for all management functions and shall manage and direct all activities of the Foundation as prescribed by the Board of Trustees and shall be responsible to the Board. S/He shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Foundation and fix their compensation within the approved budget. As Executive Director, s/he shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his/her judgment, be in the best interest of the Foundation.

3. The President of the Board of Trustees shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the Board of Trustees. The President shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President may execute all contracts, deeds, certificates, bonds, and other obligations authorized by the Board, and sign records or certificates required by law or by orders of the Board of Trustees. The President shall have the power to appoint ad hoc committees. The President shall perform such other duties as may from time to time be prescribed by the Board of Trustees. Such duties as noted above may be delegated at the discretion of the Board of Trustees.

4. The President-Elect shall assume the duties of the President, if for any reason, the President cannot fulfill those duties. Assumption of such duties or office by the President-Elect, whether permanent or temporary, does not impair the right of the President-Elect to succeed to the office of President for a full term following expiration of the term for which the President-Elect was elected. In the event the office of President-Elect becomes vacant during the year,

such vacancy shall be filled by appointment of the President until a regular election may take place.

5. The Secretary shall attend all meetings of the Board of Trustees, and shall record minutes of such meetings, in books provided for that purpose. S/He shall attend to the giving and serving of all notices of the Foundation. S/He shall be the custodian for all papers brought before the Board of Trustees for action or ordered on file; also of all written contracts, deeds, insurance policies, leases, records and evidence of title to real estate and other property (except moneyed securities) owned, held or controlled by the Foundation. S/He shall have the custody of the corporate seal and shall affix and attest the same when authorized by any officer, the Board of Trustees or a committee thereof.

6. The Treasurer shall keep full and accurate account of all receipts and disbursements in the books of the Foundation and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees. S/He shall have the authority to receive and give receipts for all monies due and payable to the Foundation and from any source whatsoever and to give full discharge for the same, and to endorse for deposit on behalf of the Foundation all checks, drafts, notes, warrants, orders and other papers requiring endorsement. S/He shall disburse the monies of the Foundation under the discretion of the Board of Trustees. S/He may, at the discretion of the Board of Trustees, be required to maintain a security bond in any amount satisfactory to the Board for the faithful performance of the duties of this office and for the restoration to the Foundation in case of his/her death, resignation or removal from office of all books, papers, vouchers, money or other property of whatever kind in his/her possession, belonging to the Foundation. S/He shall prepare annually, and more often if so requested by the Board of Trustees, a full statement of the finances of the Foundation. S/He shall perform such other duties as may be conferred upon him/her by the Board of Trustees.

7. The Immediate Past President shall be an officer of the Board of Trustees with all voting and other rights of a Director. The two year term of this office shall be held by the person who served in the previous year's office of the President. In the absence of the President and President-Elect, the Immediate Past President shall preside at meetings of the Trustees.

ARTICLE V Trustees

1. The President shall appoint, with the approval of the Board of Trustees, a Nominating Committee which shall consist of no less than five (5) members chosen from among the list of contributors to the Foundation, of whom no more than two (2) can be past presidents of the Foundation, but one (1) of whom shall have served on the Nominating Committee the previous year. The recommendations of the Nominating Committee shall be provided to the FRPA Board of Directors for the initial appointment of the Board of Trustees.

The affairs of the Foundation shall be governed by a Board of Trustees of no more than sixteen (16) members. A majority of these will be members of FRPA. The Board of Trustees

shall be initially appointed by the Florida Recreation and Park Association's Board of Directors from among contributors to the Foundation or non-contributors deemed to have an abiding interest in the Foundation. Thereafter, members of the Board of Trustees shall be elected by the Trustees in office at the time of the election.

2. At the initial election, eight (8) Trustees shall be designated to serve two years and eight (8) designated to serve one year. This designation shall be made by lot. Thereafter, no more than six Trustees shall rotate off the Board each year, with all Trustees being elected for three year terms, but being eligible for re-election for no more than four (4) consecutive terms. To be elected, a Director must receive a simple majority of the votes cast.

3. In the event a Director vacancy occurs, it shall be filled by the Board of Trustees at the next regularly scheduled meeting for the remainder of the term.

4. Trustees shall serve as such without salary or other compensation, but, by resolution of the Board of Trustees, may be allowed expenses for attended meetings. Nothing herein contained shall be construed to preclude any Director from servicing the Foundation or the Florida Recreation and Park Association in another capacity for which compensation is appropriate.

5. Meetings of the Board of Trustees may occur at such times and at such places as the Trustees deem appropriate. The President may call a special meeting; said notice need not contain any statement of the business to be transacted except where the meeting is called to consider or vote on amendments to the Articles of Incorporation or the By-Laws.

6. A quorum of the Board of Trustees shall be a simple majority of the Board.

ARTICLE VI MEETINGS OF CONTRIBUTORS

1. The annual meeting of the contributors to the Foundation shall occur at a time and place to be determined by the Board of Trustees. Written notice shall be provided the members of such meeting at least ten (10) days in advance.

2. A special meeting of the contributors may be called at any time by the simple majority vote of the Board of Trustees or by the President. Notice for such meeting shall be the same as that required for the annual meeting.

ARTICLE VII MISCELLANEOUS

1. The Corporate seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "CORPORATE SEAL, STATE OF FLORIDA". Said seal may be used by causing it or a facsimile thereof to be impressed, or

affixed or reproduced otherwise.

2. The fiscal year of the Foundation shall be January 1 through December 31.

3. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

4. The accounts of the Foundation shall be reviewed annually by a Certified Public Accountant who shall be appointed by the President.

5. Whenever any notice is required to be given by these By-Laws, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same via certified mail, addressed to the person entitled thereto, at his/her last known address, and such notice deemed to have been given under these By-Laws may be waived by the person entitled thereto.

ARTICLE VIII AMENDMENTS

The Trustees, by the affirmative vote of a two-thirds majority thereof, may at any meeting, provided the substance of the proposed amendment shall have been stated in the meeting notice, amend or alter any of these By-Laws provided notice of such amendments shall have been provided members of the Board of Trustees at least thirty (30) days in advance of such meeting.

ARTICLE IX INDEMNIFICATION OF OFFICERS, MEMBERS OF THE BOARD OF Trustees AND EMPLOYEES

Every officer, member of the Board of Trustees, or employee of the Foundation, hereinafter referred to as an indemnified individual, shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnified individual in connection with any proceeding to which such indemnified individual may become involved, by reason of such indemnified individual being or having been a member of the Board of Trustees, officer or employee of the Foundation, or any settlement thereof, whether or not such indemnified individual is an officer, member of the Board of Trustees, or employee of the Foundation at the time such expenses are incurred, except in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Trustees approve such settlement and reimbursement as being for the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individual may be entitled.