

**BY-LAWS
OF
ICHETUCKNEE ALLIANCE, INC.
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
NAME AND LOCATION**

The Corporation shall be a not-for-profit organization known as **Ichetucknee Alliance**. This Corporation is organized exclusively for charitable purposes, as a not-for-profit organization. Its activities shall be conducted in such a manner that no part of its funds shall be used to the benefit of any member. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes: provided, however, that the Corporation exercising any one or more of its powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c)(3) of the Internal Revenue Code or any amendments or additions thereto. The designated office of the Ichetucknee Alliance, Inc. is located at 203 NE 1st Street, Gainesville, FL 32601.

The annual fiscal year will begin on the first day of January and end on the 31st day of December.

**ARTICLE II
PURPOSES**

The goal of the Ichetucknee Alliance is to ensure the restoration, preservation, and protection for future generations of the ecosystems along the full 5.5 mile length of the Ichetucknee River, including all its associated springs. The Ichetucknee Alliance recognizes that the groundwater supply of the Ichetucknee River basin is finite and vulnerable to overuse and pollution due to human activity. Therefore, it is also the goal of the Ichetucknee Alliance to ensure the sustainability (quantity and quality) of the Floridan Aquifer System, the primary source of water that nourishes the Ichetucknee River and our drinking water. To accomplish these goals the Ichetucknee Alliance will advocate for actions that provide for the long-term maintenance of a healthy Ichetucknee River and contributing area of the Floridan Aquifer (collectively termed the Ichetucknee River System).

The purposes of the corporation are to:

1. Be an advocate for Ichetucknee River System and the environment and the surface and ground watershed that impact the Springs and/or the River and our drinking water.
2. Conserve, protect and enhance fish, wildlife, and the habitats of the Ichetucknee River System.
3. Support stewardship of the Ichetucknee River System.
4. Produce and make available by sales, charitable donations, or free distribution, suitable interpretative and educational events and materials to increase the understanding of Ichetucknee River System, its wildlife, and the environment that impacts these areas.

5. Notwithstanding any other provision of these By-Laws, the purposes of which this corporation is formed are exclusively educational and charitable within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

ARTICLE III **MEMBERSHIP**

1. Any individual or organization approving of the purposes of Ichetucknee Alliance and willing to assist the Ichetucknee Alliance in its activities shall be eligible for membership.
2. Membership shall be open to all persons regardless of race, creed, age, sex or nationality.
3. The membership year shall commence on January 1.
4. The Board of Directors shall determine membership dues. Membership shall be effective on receipt of membership application and payment of dues.
5. Only members in good standing shall be eligible to participate in business meetings or serve in any of the corporation's elective or appointive positions.
6. Any member may resign by filing a written resignation with the Secretary.
7. The Board of Directors, by affirmative vote of a 2/3rds of all members of the Board, may suspend or expel a member.
8. Members shall be entitled to one vote per membership.

ARTICLE IV **MEMBERSHIP MEETINGS**

1. The annual meeting of the Ichetucknee Alliance shall be held in the 1st quarter of the year at a time and place to be designated by the Board of Directors for the purpose of electing Officers and a Board of Directors and for the transaction of such other business as may come before the meeting. Written notice shall be sent or electronically transmitted to each member at least 30 days prior to the meeting.
2. The President of the Ichetucknee Alliance may call a special membership meeting at any time.
3. When a meeting is called, the vote of a majority of the members present shall, except where a larger vote may be required by law or these By-Laws, decide any question brought before the meeting. The vote of each member must be cast in person. There shall be no voting by proxy.

ARTICLE V **ICHETUCKNEE ALLIANCE BOARD**

Candidates for the Board of Directors (Board) shall be members in good standing of the organization. The Board consists of the principal officers (President, Vice President, Secretary, and Treasurer) and a minimum of three additional Directors.

1. Officers and Directors will be elected for two or three years and may be re-elected. To avoid a complete turnover of the Board during a single election, the

Board may stagger elections for new Directors/Officers with terms between two and three years.

2. Any Board member may resign by delivering his/her written resignation to the corporation at its mailing address or to the President or Secretary. Unless specified to be effective at a later date, such resignation shall be effective upon receipt.
3. Any Board member may be removed from office with cause by the affirmative vote of a majority of members of the Board. An officer or director who ceases to be a member of the Ichetucknee Alliance shall there upon cease to serve on the Board.

Duties of the Board of Directors shall be to:

1. Transact all necessary business of the corporation.
2. Control the property and other assets of the corporation.
3. Determine the policies and objectives of the corporation.
4. Fill vacancies on the Board of Directors until the next annual meeting.
5. Establish and approve an annual budget.
6. Meet at least four times per year. A majority of Board members in attendance constitutes a quorum. A quorum may also be established by use of electronic device if the Board Member is advised of the Motion, participates in the discussion and votes. Special Board meetings may be called by a majority of the Board upon 24 hours notice to the other Board members.
7. Emergency items requiring Board approval may be handled by email/phone vote with the President logging the responses. The final vote will then be recorded in the minutes of the next Board meeting.

The Board of Directors may also appoint both non-voting advisory and honorary boards, of up to seven members each, to assist and support the Board of Directors in carrying out the purposes of the Corporation. Members of such Advisory and Honorary boards shall serve without compensation, at the pleasure of the Board of Directors.

ARTICLE VI

OFFICERS AND TITLED DIRECTORS

The Officers of the organization shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may deem necessary. The Officers and Directors shall be elected at the Annual Meeting by the general membership. Each officer shall hold office until his/her term expires or until his/her successor shall have been elected and qualified. One can serve more than one term. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term of said office.

Duties of the Officers:

1. President shall be the principal executive officer of the corporation and shall, subject to the direction of the Board of Directors, supervise and control all of the

business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall have such other powers as are usually incident to such office and as may vest duties in him/her by these By-Laws or by the Directors.

2. Vice President shall, in the absence of the President or in the event of the President's inability or refusal to act, perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
3. Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account in accordance with such standard as the Directors may from time to time determine. The Treasurer shall render a report of financial affairs of the corporation at each annual meeting of the members and at such other times as the Directors shall determine. The Treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the Directors may otherwise provide. The Treasurer will be responsible for filing all federal tax forms annually. The Treasurer shall have such other powers and duties as are usually incident to his/her office and as may be vested in her/him by these By-Laws or from time to time designated by the Directors. There shall be an internal annual audit and report to the appropriate State and Federal agencies and at the change of Treasurer. An audit committee of three will be selected by the Board to help conduct the audit. The Board when needed will select a grant coordinator.
4. Secretary shall give such notices of meetings to members and Directors as are required by these By-Laws and shall keep a record of all the meetings of the members and Directors. The Secretary will keep a list of all active and inactive members of the Ichetucknee Alliance and their contact information (address, telephone, email, etc.). The Secretary shall have such other powers and duties as are usually incident to her/his office and as may be vested in him/her by these By-Laws or by the Directors. In the absence of the Secretary from any meeting of members or Directors, a temporary secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

ARTICLE VII **OPERATING AND ASSISTING STAFF**

The Board of Directors may appoint such operating and assisting staff as it deems desirable, who may or may not be members of the corporation and who may be compensated or serve voluntarily. Elected officers and Directors shall not receive any salary for their services to the corporation, but may be reimbursed for out-of-pocket expenses in accordance with procedures on this subject contained in Board policies.

ARTICLE VIII **COMMITTEES**

Officers and Directors Nominating Committee:

1. This committee shall be composed of a current Board members and a current non-

- Board member.
2. These committee members will be appointed by the President and approved by the Board of Directors.
 3. This committee shall be constituted no later than November, annually.
 4. It will be the responsibility of this committee to present a slate of Officers and Directors to the Board no later than January. The Slate will then be published for the general membership.
 5. The Nominating Committee shall present to the annual meeting its slate of Officers and Board members. Nominations may be made by the general membership with the consent of the person being nominated. Members in good standing may elect either by acclamation or by ballot.

Standing Committees:

1. May include, but are not limited to: Budget, Membership, Volunteers, Newsletter, Special Projects, Science, Publicity, Fund Raising, Education, Grants, and Sales.
2. The Chairperson of the Standing Committees shall be recommended by the President and approved by the Board and serve for a term of one year.
3. Standing Committee Chairpersons will report to the Board and communicate with the Board and Officers as required.

Ad hoc Committees:

1. These committees will be appointed by the President with the approval of the Board and will serve until their charge is completed.

ARTICLE IX
AMENDMENTS

These By-Laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the Board (at least four Board members), provided that the notice of the meeting contains a statement of the proposed alteration or amendment.

ARTICLE X
DISSOLUTION

The Corporation shall use its funds to accomplish only the objectives and purposes specified in the By-Laws and said funds shall not benefit or be distributed to any members of the corporation. On dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the Federal Government or to one or more State or local governments as determined by the Board of Directors.

The foregoing were adopted as the By-Laws of the Ichetucknee Alliance, a not-for-profit corporation under the laws of the State of Florida at a meeting of the Board of Directors of the corporation on the 18th day of May, 2016.