

**BY-LAWS
FRIENDS OF THE LEGACY TRAIL, INC.**

July 11, 2016 Friends of The Legacy Trail, Inc. (FLT) became a not-for-profit corporation established in the State of Florida. These By-Laws were adopted as amended on March 13, 2023 by the FLT Board of Directors.

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Article 1 Name of the Organization

By vote of the founding Board of Directors in the Articles of Incorporation, the name of this organization shall be Friends of The Legacy Trail, Inc (FLT) established as a not-for-profit corporation in the State of Florida.

Article 2 Purpose of the Organization

FLT exists to support, promote, enhance and protect The Legacy Trail, a Sarasota County Park, and its trail connectors now and for future generations and for all other lawful purposes.

Article 3 Goals of the Organization

1. Work with Sarasota County Parks, Recreation and Natural Resources to assist in the development, operation, maintenance and improvement of The Legacy Trail, its trail connectors and related facilities, within the guidelines established in the operating agreement with Sarasota County.
2. Partner with organizations interested in supporting The Legacy Trail and trails or parks that connect to The Legacy Trail to achieve mutually beneficial goals.
3. Raise funds to aid in the development, operation, maintenance and improvement and to help provide programs that support The Legacy Trail, its trail connectors and related facilities.
4. Work with city, county, state and federal elected officials and staff and with other special interest organizations to help support the development, operation, maintenance and improvement of The Legacy Trail, its connectors and related facilities.
5. Implement programs and projects that inform and educate the public about The Legacy Trail, its trail connectors and related facilities and that promote safe and enjoyable experiences for trail users.

Article 4 County Designee

The designated official from Sarasota County Parks, Recreation and Natural Resources participates as an ex officio FLT Board member and is the County advisor to FLT.

Article 5 Board of Directors and Officers

The Board of Directors shall be the governing body of FLT and consists of up to thirteen (13) unpaid Directors. There shall be five (5) elected officers of the Board of Directors: President, Vice-President, Secretary, Treasurer, and Past President. Board members shall represent a diversity of experience, shall represent a diversity of locations and, if possible, the majority of Board members shall be full time residents of Sarasota County. Each Board member shall be asked to have a specific responsibility assignment for the betterment of FLT.

Article 6 Election of Directors and Officers

Directors and Officers shall be elected for a 12-month term from June 1 to May 31.

A Nominating Committee shall be appointed by the President in March of each year and shall prepare a slate of nominees for all Directors and Officers to be elected as of June 1. During this period and when vacancies occur/exist all Board members are encouraged to take steps to recruit/identify individuals appropriate to fill those positions. At any time during the year, the Nominating Committee may submit new nominees to fill a Board vacancy.

Individuals interested in becoming a member of the FLT Board are required to submit a letter of interest to the President, including any information to support consideration for the position.

The Nominating Committee will review the information provided and a member(s) of the nominating committee will meet with candidate to discuss FLT mission, goals, board member expectations.

The Nominating Committee will assess candidates based on:

- a. Skills and expertise relevant to FLT's goals over the next 3-5 years
- b. Willingness/ability to meet time and volunteer requirements
 - i. Attend a majority of monthly director meetings
 - ii. Attend/participate in major FLT events
 - iii. Be an active advocate for FLT in the community
- c. Philanthropic spirit – time, financial, willingness to get involved

After the initial review of candidate(s), if the Nominating Committee determines the candidate is viable, it will provide Board members with the name of the candidate under consideration and allow an opportunity for Board members to provide input.

After all input is received, the Nominating Committee, formally recommends any selected candidate(s) to board members in writing including his/her biography and a recommendation summary prior to the item's inclusion in any upcoming Board Agenda or any indication of

formal consideration being provided to candidate. Candidates should be informed of the result of their nomination after the close of the meeting in which it is discussed.

Directors and Officers shall be elected by a majority vote of all Board members present.

If a vacancy exists during the 12-month term, the Board may, by majority vote of all members present, elect a Director or Officer for the remainder of the term. The number of terms that a Director or Officer may serve is not limited. Orientation training shall be provided to new Board members.

Article 7 Duties of Officers

The President shall be the chief executive officer of the organization and shall, subject to control policies and the Board of Directors, supervise, direct and control the affairs of the organization. The President shall preside at all meetings of the Board and shall be the official spokesperson for FLT.

The Vice-President shall assume all duties of the President during the President's temporary absence. In the absence of the Vice-President, the Secretary, or in his/her absence, the Treasurer, shall assume all duties of the President.

The Secretary shall be the custodian of FLT records, prepare and distribute draft minutes of Board meetings and assure compliance with non-financial State and Federal legal reporting requirements and reporting requirements of the operating agreement with Sarasota County.

The Treasurer shall be in charge of all funds of the organization, assure compliance with the FLT Financial Approval Policy, provide accounting of all income and expenditures, prepare a monthly financial report for the Board, assure controls and procedures are in place for cash handling, bank deposits, sales and tax reporting and annual audit as determined by the Board.

The Past President shall be a former President of FLT who continues to serve as a board member; represents FLT at events, meetings and with news media; and advises the Board based on his/her previous experience with the organization.

Article 8 Dismissal of Directors

A Board member may be removed for reasons deemed to be detrimental to the organization by a 2/3 vote of the remaining members of the entire Board.

Article 9 Amendment of By-Laws

Any Board member may propose to add, revise or repeal a provision in the By-Laws and it shall become effective if approved by a majority vote of the entire Board.

Article 10 Board Meetings

Regular Board meetings shall be held as determined at the beginning of each term year by a majority vote of the Board. Special Board meetings may be called by the President or any three Board members with notice to Board members given at least two days in advance to include date, time, place and purpose of the meeting. Meeting notice may be by email. Attendance at regular or special Board meetings may be in person, by telephone or internet video conference. A majority of the Board members shall constitute a quorum at any regular or special Board meeting. Decisions by a majority of the Board members present at a meeting with a quorum shall be valid, unless a greater number of Board members are required by law, the Articles of Incorporation or other Articles of these By-Laws. The rules contained in Robert's Rules of Order, latest revision, shall govern regular and special Board meetings.

Article 11 Committees

Any Board member may propose the creation of a committee. The committee, including the purpose, standing or temporary status and chairperson, shall be approved by majority vote of the Board. The committee chair shall recruit committee members as needed and report committee activities to the Board on a regular basis. A committee may be eliminated or a committee chair replaced by majority vote of the Board.

Article 12 Members

FLT shall solicit and provide for memberships which are non-voting members of the organization. Members provide resources for volunteer activities, enhance advocacy practices and provide income for operations. Any individual or business interested in supporting the purpose and goals of FLT shall be eligible for membership. Annual dues shall be required of members. Dues shall be established by majority vote of the Board. Members shall be informed of FLT activities by general membership meetings, newsletters, email notices and the FLT website. The dates, times and locations of membership meetings shall be approved by majority vote of the Board.

Article 13 Fiscal Year

The fiscal year of the organization shall be October 1 to September 30.

Article 14 Prohibited Activities

At no time is any Board Member or FLT member to act as an official representative of Sarasota County Parks, Recreation and Natural Resources or any department of Sarasota County Government. At no time is any non-Board member authorized to act on behalf of FLT.

Notwithstanding any other provision of the Articles of Incorporation or By-Laws, a Board member, agent, employee, or representative of FLT shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue Law).

Article 15 Conflicts of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the organization to do so. The minutes of the meeting at which such votes are taken shall record such disclosure, abstention and rationale for approval. Each year Board members shall sign a conflict of interest and disclosure statement.

Amendment History

1. On April 11, 2017 the Board of Directors unanimously approved the following change.

Article 6.

The sentence "If a vacancy occurs during the 12 month term, the Board may, by majority vote of all members, elect a Director or Officer for the remainder of the term." was changed to "If a vacancy exists during the 12 month term, the Board may, by majority vote of all members, elect a Director or Officer for the remainder of the term."

2. On November 20, 2017 the Board of Directors unanimously approved the following changes:

Article 5 – The first two sentences are changed.

From: "The Board of Directors shall be the governing body of FLT and are unpaid volunteers. The Board shall have a President, Vice-President, Secretary and Treasurer and up to nine (9) additional Directors for a total of thirteen (13) Board members".

To: "The Board of Directors shall be the governing body of FLT and consist of up to thirteen (13) unpaid Directors. There shall be five (5) elected officers of the Board of Directors: President, Vice-President, Secretary, Treasurer, and Past President".

Article 7 – The following paragraph was added.

The Past President shall be a former President of FLT who continues to serves as a board member; represents FLT at events, meetings and with news media; and advises the Board based on his/her previous experience with the organization.

3. On January 25, 2019 the Board of Directors unanimously approved the following change:

Article 5

The sentence:

"Board members shall live in Sarasota County, shall represent a diversity of experience, shall represent a diversity of locations within the County and, if possible, the majority of Board members shall be full time residents."

was changed to:

"Board members shall represent a diversity of experience, shall represent a diversity of locations within the County and, if possible, the majority of Board members shall be full time residents."

4. On June 12, 2019 the Board of Directors unanimously approved the follow changes:

Article 2:

Add “and for all other lawful purposes.”

Article 5:

Add “residents of Sarasota County.”

Article 6:

Change terms of Directors and Officers from October 1 through September 30 to June 1 through May 31.

5. On May 9, 2022 the Board of Directors approved the following changes:

Article 6: Add “During this period and when vacancies occur/exist all Board members are encouraged to take steps to recruit/identify individuals appropriate to fill those positions. At any time during the year, the Nominating Committee may submit new nominees to fill a Board vacancy.

Individuals interested in becoming a member of the FLT Board are required to submit a letter of interest to the President, including any information to support consideration for the position.

The Nominating Committee will review the information provided and a member(s) of the nominating committee will meet with candidate to discuss FLT mission, goals, board member expectations.

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After all input is received, the Nominating Committee, formally recommends any selected candidate(s) to board members in writing including his/her biography and a recommendation summary prior to the item's inclusion in any upcoming Board Agenda or any indication of formal consideration being provided to candidate.

Changed "Directors and Officers shall be elected by a majority vote of all Board members. Board members shall be allowed to vote by email or in writing to the Secretary of Board prior to the meeting if they are unable to attend the election meeting.

To "Directors and Officers shall be elected by a majority vote of all Board members present.

Changed "If a vacancy exists during the 12 month term, the Board may, by majority vote of all members, elect..."

To "If a vacancy exists during the 12 month term, the Board may, by majority vote of all members present, elect..."

Article 10

Removed "A decision to take action(s) without a meeting may be proposed by any Board member. All Board members will be notified of the proposed action(s). Any action shall be approved by a majority vote of the entire Board by telephone or email, unless a greater number of Board members are required by law, the Articles of Incorporation or other Articles of these By-Laws. The action(s) approved by a vote of the Board by telephone or email shall be valid and recorded by the Secretary.

6. On March 13, 2023 the Board of Directors approved the following change:

Article 6

The phrase "and they shall be asked to sign a written agreement regarding their governance role, responsibility assignment and volunteer service expectations" was removed from the end of the Article.