

BYLAWS OF FRESpace

Friends of Edisto Beach State Park and Edisto ACE Basin NERR Interpretive Center, Inc.

ARTICLE I PURPOSE

The purpose of the organization is to conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money or items of value; promote academic, archaeological, cultural, environmental, historical and scientific resources and research; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the Edisto Beach State Park and the Edisto ACE Basin NERR (National Estuarine Research Reserve) Interpretive Center, and programs thereof.

ARTICLE II PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 8377 State Cabin Road, Edisto Island, SC 29438.

ARTICLE III MEMBERS

A. General. The Corporation shall be composed of persons (individuals, partnerships or corporations) who are interested in the objectives of the Corporation. The Corporation shall provide equal membership and employment opportunities to all persons.

B. Membership. The Board of Directors shall establish, define or modify categories of membership and the dues, rights and privileges of each category.

ARTICLE IV MEETINGS OF CORPORATE MEMBERS

A. General. An annual meeting of the members of the Corporation shall be held during the month of March at such a time and place as may be designated by the Board of Directors. Special meetings shall be held upon call by the President, by a majority of the Board of Directors or upon request of at least one-third of the membership. Notice of each annual or special meeting shall be sent to each member at least thirty (30) days prior to the meeting.

B. Voting and Quorum. At all meetings of the Corporation each voting member shall be entitled to vote in person or by written proxy filed with the Secretary before the meeting. Twenty percent (20%) of the voting membership in good standing present and/or represented by proxy shall constitute a quorum for the transaction of all lawful business which may come before the meeting. *Robert's Rules of Order* (Newly Revised) shall govern the conduct of meetings.

ARTICLE V BOARD OF DIRECTORS

A. Members. The business and affairs of the Corporation shall be managed and controlled by the Board of Directors who will serve without compensation. It shall consist of seven (7) persons, unless otherwise determined by the Board of Directors, elected by the voting members of the Corporation or by the incorporators of the Corporation in the case of the initial Board, plus any general officers, elected by the Board, not members of the Board at the time of their election. Elected directors shall serve for a term of two (2) years, except that three (3) of the initial Directors, by straw, shall serve for a one-year term. The individuals who shall hold the positions of Manager of the Edisto Beach State Park and Manager of the Edisto ACE Basin NERR Interpretive Center, shall be *ex officio*

members of the Board, but will have no right to vote.

B. Nominating Committee. Not later than ninety (90) days before each annual meeting of the members, the President shall appoint, with the approval of the Board of Directors, a nominating committee of three (3) voting members of the organization, at least one of whom shall not be a current member of the Board. Thirty (30) days before the annual meeting, the Nominating Committee shall report to the voting members of the Corporation the names of individuals so nominated for election to fill the Director positions for which terms are due to expire. Voting members may send additional nominations to the Nominating Committee for inclusion on the ballot not later than fifteen (15) days prior to the Nominating Committee report.

C. Vacancies. In case of any vacancy in the Board of Directors, the remaining Directors, by majority affirmative vote, may elect a successor to hold office for the unexpired term of the Director whose position has been vacated.

D. Place of Meetings. The Board of Directors may hold their meetings at such place or places within the boundaries of the ACE Basin NERR as they may from time to time determine.

E. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly relative to the fiscal year as determined at the initial board meeting. The first meeting in each year shall be immediately following the annual meeting on the same day. It will be the responsibility of the newly elected Board of Directors to set the schedule for the quarterly meetings and to notify the membership. Meetings of the Board of Directors are open to the membership.

F. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Corporation or at the request of two (2) of its members. The Secretary shall give notice and agenda of each special meeting by contacting each Director at least forty-eight (48) hours before the meeting. Such notice may be waived by any Director.

G. Quorum. Fifty percent (50%) of the membership of the Board of Directors present or represented by written proxy shall constitute a quorum for the transaction of business.

H. Election of Officers. At the first meeting of the initial Board of Directors, the Board shall elect the general officers of the Corporation. Thereafter, the Board of Directors shall elect the general officers at the first regular meeting held after the annual meeting of the members of the Corporation.

ARTICLE VI OFFICERS

The general officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, to be elected by the Board of Directors. The term of office of each such officer shall be for one (1) year or until the successor of such officer shall be elected and qualified, whichever is greater. The general officers of the Corporation shall not serve more than two (2) consecutive terms in the same office. The general officers of the Corporation shall be members of the Corporation. Upon election, the general officers shall become members of the Board of Directors if they are not already members. A member of the Board of Directors who is elected to a position as general officer shall remain on the Board of Directors until the date his or her term as elected Director or as general officer expires, whichever is later.

The Board of Directors shall have authority to appoint and define the powers and duties of such other officers and agents, as it may deem necessary.

ARTICLE VII DUTIES OF OFFICERS

The principal duties of the general officers of the Corporation shall be as follows:

A. President. The President shall preside at all meetings of the Corporation and of its Board of Directors; shall have general supervision of the business and affairs of the Corporation, subject to the control of the Board of

Directors; shall see that all orders and resolutions of the Board of Directors are implemented; shall serve as an *ex officio* member of all standing committees; shall see that an annual budget is developed and approved by the Board of Directors.

B. Vice President. The Vice President, in the absence of the President, or in case of a unfilled vacancy in the office of President, shall perform the duties and exercise the powers of the President. The Vice President shall coordinate all fund raising activities.

C. Secretary. The Secretary shall have charge of recording the minutes of meetings of the Corporation and of its Directors; shall make a report at the annual meeting of the Corporation; and shall attend to serving of all notices of the Corporation and such correspondence as may be assigned and shall maintain the records of the Corporation.

D. Treasurer. The Treasurer shall have care and custody of the monies of the Corporation and shall collect and disburse the same as prescribed by the Board of Directors; shall keep accurate accounts of all monies received or expended by or on behalf of the Corporation, shall make reports thereon at the annual meeting of the Corporation and to the Board of Directors at their quarterly meetings; and shall perform such other duties usually incident to the office of Treasurer in similar corporations, or required by the Bylaws or the Board of Directors. At the end of each corporate year the Treasurer shall have a Compilation of the accounts of the Corporation made by a Certified Public Accountant and present such Compilation to the Board of Directors along with a report setting forth in full the financial condition of the Corporation. This Compilation shall be submitted to the Park Service in accordance with the terms of the Memorandum of Agreement between The South Carolina Park Service, South Carolina Department of Natural Resources and the Corporation.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

A. General. Unless the Board of Directors authorizes some other arrangement, all checks, drafts and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property, and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and, in any event, they may be signed by any two (2) of the following officers, namely, the President, the Vice President, the Secretary, or the Treasurer. The Board of Directors may authorize one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation, including any required or appropriate dealings with governmental authorities.

B. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

C. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE IX CONFLICTS OF INTEREST

Should any member of the Corporation or of the Board of Directors have a conflict of interest on any matter to be voted upon by the Corporation or by the Board of Directors, he or she shall be required to abstain from the vote. The Secretary will show such abstention in the minutes.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in the following year.

**ARTICLE XI
DISSOLUTION**

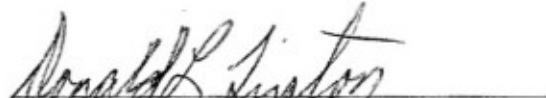
In the event of the Dissolution of the Corporation, the funds and assets of the Corporation shall be delivered and paid over to the Edisto Island Open Land Trust, P.O. Box 1, Oyster Park, Edisto Island, South Carolina for the purpose of improvements or conservation of the Edisto Beach State Park or Edisto Ace Basin NERR Interpretive Center or programs thereof.

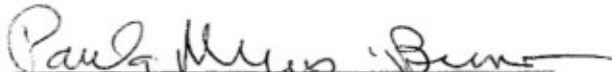
**ARTICLE XII
AMENDMENTS**

The Bylaws may be amended by the affirmative vote of a two-thirds majority of the voting members present or by written proxy at any annual or special meeting of the Corporation. Amendments may be proposed by any voting member or by the Board of Directors. An amendment proposed by a voting member must be submitted in writing to the Board of Directors at least ten (10) days prior to a regular meeting of the Board of Directors at which the Board of Directors will make a recommendation on the proposed amendment. All proposed amendments and the recommendations of the Board of Directors will be transmitted in writing by the Secretary to the voting members of the Corporation at least thirty (30) days prior to the meeting at which a vote on the amendments will take place.

Adopted this 30th day of October, 2002.


Damaris Cardisco, President


Donald L. Tipton, Vice President


Paula Myers-Burns, Secretary


Tecla Earnshaw, Treasurer

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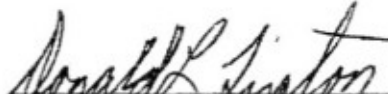
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