

BYLAWS OF FLORIDA HAWKING FRATERNITY, INC.,

A FLORIDA CORPORATION NOT FOR PROFIT

Article One.

Offices

*Section One. Principal Office.* The principal office of this corporation in the State of Florida shall be located at \_\_\_\_\_ or any future address in the state of Florida, as the Board of Directors determines.

Article Two.

Membership

*Section one. Age Requirement of Membership.*

**Persons under the age of 18 must have a parent complete and sign the Board approved application form annually, no matter the category of membership for which they are applying.**

*Section two. Categories of Membership and Qualifications.*

- (a). Only first time applicants applying for any category of Membership must fill out the Board approved application form, accompanied by dues and submit them to the Treasurer.
- (b.) Regular Membership status is open to individuals who are Florida residents, who hold a current Florida falconry permit and hunting license; are 14 years of age or older and are of good character. **Current Members will be invoiced via e-mail on January 15<sup>th</sup>, by the Treasurer and are due by February 15<sup>th</sup> annually.** Copies of current Florida falconry permits and hunting licenses **must be** provided if applying/renewing by mail. Copies will be returned upon request.
- (c). Associate Membership status is open to any individuals who are nonresidents or who do not possess a current Florida falconry permit and hunting license; are over 10 years of age and are of good character. **Current Associate Members will be invoiced via e-mail on January 15<sup>th</sup>, by the Treasurer and are due by February 15<sup>th</sup> annually.**
- (d). Affiliate Membership status is open to any worthy organization having purposes complimentary or similar to those of the Florida Hawking

Fraternity as determined by the Board of Directors. **Current Affiliate Members will be invoiced via e-mail on January 15<sup>th</sup>, by the Treasurer and are due by February 15<sup>th</sup> annually.**

- (e). Honorary Membership status may be bestowed upon any former Florida Hawking Fraternity Regular Member **who no longer resides in Florida**; has provided years of outstanding service to the Florida Hawking Fraternity as an Officer or Regional Representative, and has been unanimously voted a Honorary Member by the Board of Directors.

*Section Three. Admission to Membership.* The Board of Directors shall prescribe the form and manner in which application may be made.

*Section Four. Property Rights.* No Regular, Associate or Affiliate Member, Regional Representative, or Officer of this corporation shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of the corporation's property or assets be distributed to any member on its dissolution or winding up. Upon the dissolution of the corporation, any funds held at the time of the dissolution shall be donated for research purposes only, to the North American Falconers Association (NAFA). Any physical items held by the corporation at the time of its dissolution shall also be donated to NAFA.

*Section Five. Privileges of Membership.* The privileges of the different categories of Membership are:

- (a). Regular Members shall be entitled to all rights and privileges of the Fraternity, including the rights to vote, to serve as a Regional Representative, and to hold office by serving as President, Vice-President, Treasurer, Secretary or as any other officer
- (b). Associate and Affiliated Members (as for natural persons) shall be entitled to all rights and privileges of the Fraternity under these Bylaws, except the rights to vote, to serve as a Regional Representative or Officer of this Fraternity.
- (c). Honorary Members are entitled to all rights and privileges of the Fraternity under these Bylaws **which includes** the right to vote on all matters but, they **may not** serve as a Regional Representative or Officer while living in a state other than Florida.

Article Three.

Certificates of Membership

*Section One. Certificate of Regular and Honorary Membership.* The Secretary may provide for the issuance of certificates evidencing membership in the corporation, in a form determined by the Board of Directors. The certificates shall be signed by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued to replace it on terms and conditions determined by the Secretary.

#### Article Four.

#### Dues and Termination

*Section One. Annual Dues Amount.* The Board of Directors may determine the amount of annual dues payable to the corporation by the Membership.

*Section Two. Payment of Dues.* **Annual dues will be invoiced and e-mailed only, to the current membership on January 15<sup>th</sup> each year and shall be payable before or on the 15th day of February in each fiscal year (presently \$30 for Regular Members and \$25 for Associate and Affiliate Members).** Dues shall be payable to the Florida Hawking Fraternity and sent to the Treasurer. Dues shall not be prorated for any part of the calendar year, either upon admission to or termination from membership. Honorary Members are not required to pay dues for their lifetime.

*Section Three. Default and Termination of Membership.* Regular, Associate, and Affiliate memberships, which also includes Regional Representatives and Officers, may be terminated by the following:

- (a). Non-registration or death of the member.
- (b). Failure to pay annual dues on or before February 15th annually.
- (c). In the sole judgment of the Board of Directors, if said termination is deemed in the best interest of the Fraternity.
- (d). Suspension or termination may occur if there is a violation of the Articles of Incorporation or Bylaws of the Fraternity as determined by the Board of Directors or if the Board of Directors determines that a member's actions or motives are not in the best interests of the Fraternity. Such suspension or termination shall be imposed only by affirmative vote of a majority of the Board of Directors, provided that a statement of the grounds for such action be sent by certified mail, postage paid, to such member at his address on file with the Fraternity at least 30 days prior to suspension or termination

action is taken by the Board; and, provide further that such statement shall advise the member of the scheduled date of Board action and that he may, prior to that date, submit to the Board for its consideration, any matters in explanation, defense, extenuation, or mitigation. Actions by the Board with respect to suspension or termination shall be final and shall not be subject to ratification by or appeal to the Regular or Honorary Membership.

- (e). Honorary Members can be suspended or terminated in the same manner as Regular Members with the exception of failure to pay annual dues.

#### Article Five.

##### Membership Meetings and Votes

*Section One.* The presence, in person or by mail, of the holders of a majority of the Regular Members in good standing shall constitute a quorum.

*Section Two.* **There shall only be voting by mail on any subject.** A quorum is not required when voting by mail under this subsection, with the exception of raising dues, amending and establishing geographic regions, and amending the Articles of Incorporation and Bylaws of the Fraternity. When a quorum is required, more than (50%) of the total number of Regular and Honorary Members in good standing shall constitute a quorum. A majority of the quorum shall control.

*Section Three. Voting Qualifications.* All voting members must be members in good standing, and have their e-mail and legal addresses on file with the Treasurer for voting qualification purposes.

*Section Four. Voting Rights.* Each Regular and Honorary Member shall be entitled to one vote.

*Section Five.* All voting members are accorded voting anonymity.

#### Article Six.

##### Officers

*Section One. Designation of Officers.* The officers of the corporation shall be a President, Vice President, Treasurer, Secretary and any other officers elected in accordance with the provisions of this article. New officers may be proposed by the membership, but must be approved by the Board of Directors. These officers will have

the authority and perform the duties prescribed by the Board of Directors. Under no circumstances shall any person hold two or more offices at the same time.

*Section Two. Qualification of Officers.* Officers must be Regular Members of this Fraternity and have held membership therein for a minimum of 365 consecutive days immediately preceding their assumption of office, and have a valid address and driver's license or other identification. Officers must be 18 years of age or older.

*Section Three. Election and Term of Office.* The President, Vice President, Treasurer, Secretary or any other officer shall be elected by the Regular and Honorary Membership for a term of two calendar years, beginning on January 1st and expiring December 31st of the following year. Elections shall be held through the mail. Each officer shall hold office until his or her successor has been duly qualified and elected. The President and Treasurer shall serve offset terms to ensure that there is one experienced officer in office that shall assist the new officer with protocol.

In the event that no other Regular Member is nominated or willing to run against the current officer, an election does not need to be held.

*Section Four. Removal.* Any officer may be removed pursuant to Article IV, Section Three.

*Section Five. Vacancies.* A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the President for the unexpired portion of the term, provided said replacement qualifies.

*Section Six. President.* The President shall be the Chief Executive Officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The President:

- (a) Shall preside at all meetings of the Membership and Board of Directors;
- (b) Shall be responsible for the planning and presentation of all matters requiring action by the Regular Membership and Board of Directors;
- (c) Shall sign any deeds, mortgages, bonds, contracts, or other instruments; upon authorization of the Board of Directors, except in cases where the signing and execution of these instruments has been expressly delegated in writing by the Board of Directors, by these Bylaws, or to some other officer of the corporation by law; and
- (d) Shall perform all other duties generally incident to the office of President and any other duties prescribed by the Board of Directors.

*Section Seven. Vice president.* The Vice President shall:

- (a) Assist the president with club business
- (b) Prepare and distribute, to the officers and directors of the Association, a written agenda noting new and old business to be addressed by the board of directors
- (c) Perform other duties assigned by the president.
- (d) Handle auction detail including contacting sponsors for all events with the help of the Secretary.

*Section Eight. Treasurer*

- (a) Be custodian of the corporate records and of the seal of the corporation;
- (b) Have charge and custody of, and be responsible for, and keep a strict accounting of all funds, securities, receipts, and expenditures of the corporation;
- (c) Receive and give receipts for money due and payable to the corporation from any source and deposit all money in the name of the corporation in banks, trust companies, or other depositories;
- (d) Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor upon the approval of the Board of Directors;
- (e) Maintain all files, records, assets, and inventory, including financial files and records;
- (f) Exhibit to any Board of Director of the corporation, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, the Articles of Incorporation, these Bylaws, the Membership book, the minutes of any meeting, and the other records of the corporation;
- (g) Perform all duties generally incidental to the office of Treasurer and any other duties assigned to the Treasurer by the President or by the Board of Directors.

*Section Nine. Secretary*

- (a) Provide that all notices are duly given in accordance with these Bylaws or as required by law.

- (b) Keep the minutes of meetings of the Membership and Board of Directors, in one or more books provided for that purpose. Work with the Vice-President in planning events and contacting sponsors to obtain items for the auction.

(c) Work with the Vice President on all events held by the Florida Hawking Fraternity including contacting sponsors.

*Section Ten. Signatures on Checks.* The President and Treasurer both shall have signatory rights on checks. Both signatures are not required for checks to be effective.

#### Article Seven.

#### Contracts, Checks, Deposits, and Funds

*Section One. Deposits.* All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies, or other depositories selected by the Board of Directors.

*Section Two. Checks, Drafts, Orders for Payment.* All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer or President in a manner determined by resolution of the Board of Directors.

#### Article Eight.

#### Regional Representatives

*Section One. Number.* The authorized number of Regional Representatives of this corporation shall be three (3).

*Section Two. Qualifications of Regional Representatives.* Regional Representatives must be Regular Members of this Fraternity and have held membership therein for a minimum of 365 consecutive days immediately preceding their assumption of office, and have a valid address and driver's license or other identification. Regional Representatives must be residents of the regions from which they are appointed. Residence, for the purpose of qualification, shall be the mailing address furnished by the individual and maintained on file by the Fraternity for all purposes. Regional Representatives must be 18 years of age or older.

*Section Three. Appointment.* The Regional Representatives shall be nominated and appointed by the President

*Section Four. Term of Office.* A Regional Representative's term of office shall be for an indefinite period and shall begin upon appointment by the President and shall end on the death, resignation, or removal by the majority of the Board of Directors.

*Section Five. Replacement of Regional Representatives.* Whenever a vacancy exists among the Regional Representatives (less than three), whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new Representative by the President, and if that power is not exercised within 15 days after the President receives notice of the vacancy, the vacancy shall be filled by appointment by a majority of the Board of Directors at a regular or special meeting of the Board. Any person appointed to fill the vacancy of a Regional Representative must have the same qualifications as were required of the Regional Representative whose office was vacated.

#### Article Nine.

##### Board of Directors

The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary, and three Regional Representatives.

*Section One. Powers.* Except as otherwise provided in the Articles of Incorporation or Bylaws, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the Board of Directors.

##### *Section Two. Meetings.*

- (a) Meetings shall be held at the Annual Winter Meet, Annual Picnic, or by a means of communication by which all Directors participating may simultaneously hear each other during the meeting, or any place or places designated by resolution of the Board of Directors; or, in the absence of designation, at the principal office of the corporation.
- (b). The President may, as the President deems necessary, call a special meeting, and the Secretary shall notify all members of the Board of Directors in



writing. In the event of a special meeting, 20 days written notice shall be provided by the Secretary to all members of the Board of Directors.

(c). Except as otherwise provided in the Articles of Incorporation, these Bylaws, or by law, the act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors

(d). The President, shall be entitled to vote only to break a tie among the remainder of the Board of Directors.

*Section Three. Action without Meeting.* No meeting need be held by the Board of Directors to take any action required or permitted to be taken by law, provided all members of the Board of Directors individually or collectively consent in writing to the action, and the written consent or consents are filed with the minutes of the proceedings of the Board of Directors. Action by written consent shall have the same force and effect as action by unanimous vote of the Board of Directors. Any certificate or other document Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and/or Bylaws authorize the Board of Directors to act in this manner. The statement shall be prima facie evidence of the authority of the Board of Directors.

*Section Four. Donations.* Donations may be made in the name of the Fraternity upon approval of the majority of the Board of Directors.

*Section Five. Compensation.* No member of the Board of Directors shall receive compensation from the corporation.

## Article Ten.

### Committees

If the Fraternity chooses to utilize committees, such use shall be pursuant to this Article.

*Section One. Committees.* Committees shall be comprised of the President, who shall act as chairperson, and volunteers from the Regular Membership. Minutes must be taken at each committee meeting and a copy provided to the Secretary.

*Section Two. Terms of Office.* Each member of a committee shall continue as a member of the committee until the next annual Meeting of the Members of the corporation and until his or her successor is appointed, unless the committee shall, sooner

be abolished, or unless the member is removed or ceases to qualify as a member of the committee.

## Article Eleven.

### Fraternity Publications

#### *Section One. Editors of Fraternity Publications.*

- (a). The Editor of Fraternity publications shall be appointed by the President from the Regular Membership, with the approval of the Board, to serve at the pleasure of the Board.
- (b). Such Editor shall compile and publish Fraternity publications in conformity with operational, editorial and financial policies determined by the Board.

#### *Section Two. The Newsletter.*

- (a). The official newsletter of the Florida Hawking Fraternity shall be known as TALEFEATHERS. The purpose of the newsletter is to inform the reader of membership activities, disseminate information pertinent to the ethical practice of falconry and keep members up to date on legislative events affecting the sport.
- (b). The newsletter shall be published at least once annually, or as frequently as material is made available to the Editor, within fund limitations prescribed by the Board and shall be distributed as follows:
  - 1. To all Membership categories of the Florida Hawking Fraternity, without any charge in addition to prescribed dues, if any.
  - 2. As determined by the Board to be in the best interest of the Fraternity.

#### *Section Three. Webmaster of the Fraternity.*

- (a). The Webmaster of the Fraternity website shall be appointed by the President from the Regular Membership, with the approval of the Board, to serve at the pleasure of the Board.
- (b). Such Webmaster shall prepare/maintain a website that has a positive reflection on the Fraternity, appropriate in public or private, with purposes complimentary or similar to those of this Fraternity, in the form of an unpublished URL (closed to the public). This unpublished URL will be approved by the Board with a majority vote before publishing it to the internet for public viewing.

*Section Four. Paid Advertising.*

- (a). Advertisements published within TALEFEATHERS or on the Fraternity's website will go towards offsetting or prorating the costs of pay to hunt field meet sites.
- (b). The Board shall authorize all advertisements, information and promotions before being submitted for publishing in TALEFEATHERS or on the Fraternity's website. These promotional pieces shall have a positive reflection on the Fraternity with purposes complimentary or similar to those of this Fraternity.

*Section Five. Other Advertising.*

- a). The Board shall authorize the publication of certain informational, promotional, or publicity matter for distribution within or outside the Membership, in TALEFEATHERS or on the Fraternity's website when such action is clearly in the best interest of the Fraternity.

*Section Six. Members.*

- (a). Only members shall receive any publications of the corporation.

Article Twelve.

Miscellaneous

*Section One. Fiscal Year.* The fiscal year of the corporation shall begin on the first day of January and end the last day of December in each year.

*Section Two. Definitions.* The term “Fraternity” and “corporation” as stated within these Bylaws shall both refer to the Florida Hawking Fraternity, Inc.

#### Article Thirteen.

#### Amendments

*Section One. Power of Members to Amend Bylaws.* The Bylaws of this corporation may be amended, repealed, or added to, and must be adopted by a majority of the Regular and Honorary Membership.

*Section Two. Power of the Board of Directors to Amend Bylaws.* These Bylaws shall only be amended by a majority vote of the Regular and Honorary Membership