**BYLAWS OF**

**Civilian Conservation Corps Initiative, Inc.**

**ARTICLE I**

**Name and OFFICES**

Section 1. **Name.**  The name of this non-profit corporation shall be the **Civilian Conservation Corps Initiative, Inc.** and henceforth referred to as CCCI.

**Section 2. Registered Office**. **Civilian Conservation Corps Initiative, Inc.** shall at all times maintain in the **State of Florida** a registered agent, whose address shall be the registered office of **Civilian Conservation Corps Initiative, Inc.**

**Section 3. Other Offices**. **Civilian Conservation Corps Initiative Inc.** may also have such other offices within or without the **State of Florida** as the Board of Directors may, from time to time, designate, and as the business and affairs of **Civilian Conservation Corps Initiative, Inc.** may require.

**ARTICLE II**

**PURPOSES**

**Section 1. Nature of Corporation**. **Civilian Conservation Corps Initiative, Inc.** is a non-profit corporation formed under Florida Statute Chapter 617, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(4) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2. Primary Purposes**. **Civilian Conservation Corps Initiative, Inc.** is organized for the purposes set forth in its Articles of Incorporation and By-Laws, which are filed with the **State of Florida**.

The Purpose of **Civilian Conservation Corps Initiative, Inc.** shall include *the promotion of the re-establishment of the Civilian Conservation Corps through public education and advocacy.*

**ARTICLE III**

**MEMBERS**

Membership in the **Civilian Conservation Corps Initiative, Inc.** shall be open to any person or organization subscribing to the purposes of the **Civilian Conservation Corps Initiative, Inc.** Members shall have the right to participate in all activities of the **Civilian Conservation Corps Initiative, Inc.**

A.  Membership Types: Individual, Family, Lifetime, Group, Affiliate, Student and Limited Income, Honorary

B.   Membership Dues: Individual dues are Twenty-Five Dollars ($25.00) per year. Family dues are Forty-Five Dollars ($45.00) per year. Lifetime dues are Five Hundred Dollars ($500.00). Group dues (national organizations, governmental agencies, and business groups) are One Hundred Dollars ($100.00) per calendar year. Affiliates (groups with related purposes) dues are One Hundred Dollars ($100.00) per year if their members total 1-50 and One Hundred Fifty Dollars ($150.00) per year if their membership is more than 50 persons. Student and Limited Income ($15.00) per year, Honorary to be bestowed on those who have been so designated by the Board of Directors of **Civilian Conservation Corps Initiative, Inc.**

C.   Chapters: The **Civilian Conservation Corps Initiative, Inc.** encourages the creation of affiliated chapters and shall provide assistance as possible to accomplish this goal. Each chapter will submit a request to the A **Civilian Conservation Corps Initiative, Inc.** to be chartered under the CCCI auspices. If board approves, CCCI will provide the chapter with their first charter, renewable annually after submission of chapter program and financial reports.

1.   Chapters can establish their own dues structure, but each member of the chapter will be expected to pay the National Dues of $25.00 in addition to the Chapter dues. The Association collects dues for both national and local chapters, allocating the chapter its portion.

2.   Chapters have the option of using the CCCI IRS non-profit status or applying for their own.

**ARTICLE IV**

**ANNUAL MEETING OF MEMBERSHIP**

A.      Meeting Date and Agenda: There shall be an Annual Meeting of the membership to be held sometime during the fourth quarter of the calendar year. The Directors will determine the time and place of the meeting, and who shall be expected to attend. Written notice of the meeting shall be given to all members sixty (60) days prior to the meeting. All members shall have the right to recommend items to be included in the agenda of the Annual Meeting and the Board must receive these recommendations forty-five (45) days prior to the meeting date.

B.      Elections and Quorum: All individual members have equal voting while group members will all be encouraged to attend, but only two voting members will be allowed per group. Election of Directors will be held at the Annual Meeting, whereas voting will include those present and also by written and signed proxy. A quorum will consist of a simple majority plus one.

C. The membership of the Board of Directors shall consist of no less than Four (4) and no more than Fifteen (15) members.

**ARTICLE V**

**BOARD OF DIRECTORS**

 **Section 1. Qualifications:** Directorships shall not be denied to any person on the basis of race, creed, gender, sexual orientation, disability, religion, or national origin.

**Section 2. General Powers**. The Board of Directors shall have the general power to manage and control the affairs and property of **Civilian Conservation Corps Initiative, Inc.**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

**Section 3. Number, Election, and Term of Office**. The Board of Directors of the **Civilian Conservation Corps Initiative, Inc.** shall consist of no less than three (3) members and as many as the Board of Directors may determine by resolution. Directors need not be residents of the **State of Florida**. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which may occur at any properly convened meeting of the Board.  Each Director shall hold office indefinitely.

**Section 4. Officers, etc.** The Board of Directors may designate from among its members a Chairperson, President, Vice-President, Secretary, Treasurer and such other officers, as it may consider appropriate with such duties as it may prescribe.

(a) **Chairperson**: The Chairperson shall preside at all board meetings, be responsible for preparing agendas for board meetings, and shall exercise parliamentary control in accordance with Roberts Rules of Order. In the absence of the Chairperson, the President shall preside or other officer or Board member as determined by majority of Board present. Any officer or Board member may be appointed as Chairperson and the Chairperson is not restricted from holding another office.

**Section 5. Vacancies**. Such person as shall be elected by the remaining members of the Board of Directors shall fill any vacancy occurring on the Board of Directors.

**Section 6. Annual and Regular Meetings**. The Board of Directors shall hold an annual meeting at such time and place, as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

**Section 7. Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the **State of Florida**, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 8. Notice**. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously by written notice delivered personally or sent by mail, email, telegram, facsimile or other means of electronic transmission to each Director at his or her address as shown in the records of **Civilian Conservation Corps Initiative, Inc.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice were given by email or other electronic means, such notice shall be deemed to be delivered when the communication is sent to the recipient. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 9. Quorum and Proxies**. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. *A Director may participate and be counted present at any meeting by means of any acceptable electronic medium.* Proxies shall not be permitted.

**Section 10. Manner of Acting**. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 11. Compensation**. Board Members as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving **Civilian Conservation Corps Initiative, Inc.** in any other capacity and receiving compensation therefor.

**Section 12. Informal Action**. Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by a *majority* of the Directors.

**Section 13. Resignation; Removal**. (a) A Director may resign from the Board of Directors at any time by giving notice of his or her resignation in writing addressed to the President or Secretary of **Civilian Conservation Corps Initiative, Inc.** or by presenting his or her written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors, any Director may be removed, with or without cause, by the vote of a two-thirds (2/3) majority of the Board od Directors then in office.

**ARTICLE Vl**

**COMMITTEES**

 **Section 1. Purpose**. The Board of Directors may establish committees, as it considers appropriate. The purpose of all such committees shall be to advise and assist the officers and the Board of Directors on matters relating to **Civilian Conservation Corps Initiative, Inc.** and/or purposes as the President or Board designates.

 **Section 2. Membership**. Membership on any committee of **Civilian Conservation Corps Initiative, Inc.** may consist of Members of the Board and/or any person approved by the Board who voluntarily support the purposes of **Civilian Conservation Corps Initiative, Inc.**

 **Section 3. Number, Election, and Term of Office**. The number of members of each committee shall be as determined by the Board of Directors. Members of each committee, while qualifying under Section 2 above, shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

 **Section 4. Officers**. The President may designate from among the members of each committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 5. Powers**. Each committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it, consistent with law, the Articles of Incorporation, and the Bylaws.

**ARTICLE Vll**

**OFFICERS**

 **Section 1. Officers**. The Officers of **Civilian Conservation Corps Initiative, Inc.** shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person with exception of the role of Chairperson whom may also hold any other office or no office and whose primary function is to preside at meetings.

 **Section 2. Election and Term of Office**. The Officers of Civilian **Conservation Corps Initiative, Inc.** shall be elected by a majority vote of the members of the Board of Directors.

 **Section 3. Removal**. Any Officer may be removed, with or without cause, upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of  **Civilian Conservation Corps Initiative, Inc.** would be served.

 **Section 4. Vacancies**. A vacancy in any office *due to* resignation, removal, disqualification, and death can otherwise, may be filled by the Board of Directors.

 **Section 5. President**. The President shall be the chief executive officer of **Civilian Conservation Corps Initiative, Inc.** and, in general, shall supervise and control all of the business and affairs of **Civilian Conservation Corps Initiative, Inc.**  *The President* may sign, with the Secretary or any other proper Officer of **Civilian Conservation Corps Initiative, Inc. a**uthorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

 **Section 6. Vice President**. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

 **Section 7. Secretary**. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

 **Section 8. Treasurer**. The Treasurer shall be responsible for all funds and securities of **Civilian Conservation Corps Initiative, Inc.**; receive and give receipts for monies due and payable to **Civilian Conservation Corps Initiative, Inc.** and deposit all such monies in the name of **Civilian Conservation Corps Initiative, Inc.** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**ARTICLE Vlll**

**ADVISORY BOARD**

The Board of Directors of the **Civilian Conservation Corps Initiative, Inc.** may select and appoint an unlimited number of members to an Advisory Board and related advisory groups to provide a broad spectrum of specialized skill and experience from which the Board of Directors, Officers, and personnel may seek advice and guidance. Advisory Board members will serve three-year terms, may serve two consecutive terms, may resign upon notice to the President, and may be removed by the Board. Upon completion of two consecutive terms and a one-year interval, the Board of Directors may reappoint an Advisory Board member. The Advisory Board members may attend the Board of Directors Annual Meeting and regular meetings and may meet more often if deemed necessary.

 Each year at the first regular meeting of the Board of Directors, the President will appoint a member of the Board of Directors of the **Civilian Conservation Corps Initiative, Inc.** to serve as the Advisory Board’s Chairperson. If the individual so chooses, the Immediate Past President may be appointed to serve as the Advisory Board Chairperson and as such serve as a liaison between the Board of Directors and the Advisory Board.

**ARTICLE IX**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

 **Section 1. Contracts**. The Board of Directors may authorize any Officer(s), agent or agents of **Civilian Conservation Corps Initiative, Inc.,** in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of **Civilian Conservation Corps Initiative, Inc.**, and such authority may be general or confined to specific instances.

 **Section 2. Checks, Drafts, and Similar Documents**. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of **Civilian Conservation Corps Initiative, Inc.**, shall be signed or authorized by such officer(s) and/or agent(s) of **Civilian Conservation Corps Initiative, Inc.** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

 **Section 3. Deposits**. All funds of the **Civilian Conservation Corps Initiative, Inc.** shall be deposited from time to time to the credit of **Civilian Conservation Corps Initiative, Inc.** in such banks, trust companies or other depositories as the Board of Directors may select.

 **Section 4. Gifts and Contributions**. The Board of Directors may accept on behalf of **Civilian Conservation Corps Initiative, Inc.** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of **Civilian Conservation Corps Initiative, Inc.**, **s**uch contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of **Florida**, and any other relevant jurisdiction.

 **Section 5. Inspection of Books and Records.** Any Director may inspect all books and records of this Corporation for any purpose at any reasonable time on written demand.

 **Section 6. Loans to Management.** This Corporation will make no loans to any of its Directors or Officers.

**ARTICLE X**

**BOOKS AND RECORDS**

**Civilian Conservation Corps Initiative, Inc.** shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

 **ARTICLE XI**

**FISCAL YEAR**

 The fiscal year of **Civilian Conservation Corps Initiative, Inc.** shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE Xll**

**WAIVER OF NOTICE**

 Whenever any notice is required to be given under the provisions of the law of **the State of Florida** or under the provisions of the Articles of Incorporation or the Bylaws of **Civilian Conservation Corps Initiative, Inc.**, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE Xlll**

**AMENDMENTS TO BYLAWS**

 The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such

**ARTICLE XIV**

**INDEMIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

**ARTICLE XV**

***DISSOLUTION***

 *Except where prohibited by law or contract, on dissolution of* **Civilian Conservation Corps Initiative, Inc.** *all assents remaining after settlement of debts and obligations shall be distributed to one or more non-profit corporation(s) whose purpose may be environmental education, protection, stewardship or other activity consistent with the mission and purpose of* **Civilian Conservation Corps Initiative, Inc.**

**CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of this Corporation at their meeting held on May 1, 2013.

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**Philip C. Restino, Treasurer**

**Board Members: Jay D Alexander – President**

 **Dr. Bill Heller – Vice President**

 **Philip C. Restino – Treasurer**

 **Rick Hurley – Secretary**

 **Dr. Raymond Arsenault**

 **Edward Quiones**

 **Elizabeth Dunn**

 **Van Farber**

 **John F. Alexander**

**Revised May 1, 2013**