



CALUSA NATURE CENTER & PLANETARIUM

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Amended and Restated By-Laws

Of

The Calusa Nature Center and Planetarium, INC.

Approved January 11, 2025

The By-Laws of the Calusa Nature Center and Planetarium, Inc., as hereby amended and restated, replacing and terminating all prior versions of the By-Laws, and shall read as follows:

Article 1. Name, Purpose and Location

Section 1: The name of this organization is the Calusa Nature Center and Planetarium, Inc. The Calusa Nature Center and Planetarium, Inc. is organized under the Non-profit Corporation Law of Florida.

Section 2: The specific purposes of the Calusa Nature Center and Planetarium, Inc. (CNCP) include, but are not limited to, promotion and delivery of education, training, entertainment and exhibitions of Nature, Environmental, Natural and Cultural related history, Space and Astronomy both onsite and offsite and in collaboration and participation with other not-for profit entities.

Section 3: The principal office in the State of Florida shall be located at the Calusa Nature Center and Planetarium Inc., 3450 Ortiz Avenue Ft. Myers, Florida 33905.

Article 2. Purpose and Activities

Section 1: The purpose of CNCP is to maintain a comprehensive Nature based program for the SW Florida Community. The CNCP will sustain the Nature Center and Planetarium facilities to support delivery of its programs both onsite and at other appropriate offsite locations.

Section 2: CNCP will develop a comprehensive nature-based program that considers nature, ecosystems, and humans and promotes conservation of resources within existing federal, state, regional and local governmental powers. These programs will harness individual and group creativity and the cooperation of non-profit organizations and individuals.



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Section 3: CNCP will derive funding from federal, state, regional, local agencies of government, the non-profit sector, beneficent corporations and individuals.

Section 4: CNCP will take the lead in providing educational and recreational opportunities within and about the SW Florida region to people of all ages.

Section 5: Notwithstanding any other provision of these By-Laws, the purposes for which the CNCP Inc. is organized is exclusively for charitable, scientific, educational and entertainment purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue law.

Article 3. Membership

Section 1: CNCP has no members

Article 4. Board of Trustees

Section 1: The voting members of the corporation shall be composed of the Board of Trustees. The number of Trustees shall not be less than thirteen or more than twenty-five. Only the Board of Trustees and Emeritus shall have voting rights within the Corporation. The Emeritus members shall not count toward quorum or the minimum or maximum number of Trustees.

Section 2: New Trustees shall be nominated by the CNCP Board of Trustees and by the Nominating Committee and shall be full- or part-time residents of Southwest Florida. The nominees are voted on at the last Board of Trustees meeting of the calendar year. Trustees are elected to the Board with a majority of votes when quorum is present.

Section 3: Trustees serve for a period of two years coinciding with the fiscal year of the organization. Trustees may be reelected.

Section 4: The failure of a Trustee or alternate to attend two meetings without prior notice of inability to attend shall be considered a resignation.

Section 5: Arrangements can be made for Trustees to participate in Board Meetings by conference call, video conference, or other compatible communication technology to be counted as present. Board Members who participate in meetings by telephone or video conference shall be counted as present for the purposes of a quorum and shall be entitled to vote and otherwise participate fully in such Board Meetings.

Article 5. Board of Trustees Powers and Duties



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Section 1: The powers and duties of the Board of Trustees shall be to:

- a. adopt and publish rules of procedure and bylaws, to regulate its affairs and business, including those that address fiduciary relationships between the Trust and its members,
- b. elect the Trustees, Officers of the Cooperation and Trustee members of the Executive Committee,
- c. maintain the office space,
- d. employ and set the compensation of the Executive Director, who shall employ and discharge professional, technical, maintenance or clerical staff as may be necessary to carry out the purposes of the CNCP,
- e. acquire, own, operate, maintain, lease, convey or sell real property and hold title hereto in the name of the CNCP,
- f. employ legal services, and sue and be sued, implead and be impleaded, complain, and defend, intervene and appeal, before all courts and administrative agencies,
- g. accept gifts, oversee use of grants, assistance funds and bequests of money and other property from the United States, the State, local units of government, and any person, or organization and to enter into agreements required in connection therewithin, and to hold, use, and dispose of such monies or property in accordance with the terms of the gift, grant, loan, or agreement relating thereto,
- h. make and enter to all contracts and agreements, and do and perform all acts and deeds necessary or incidental to the performance of its duties and the exercise of its powers,
- i. prescribe all terms and conditions for the employment of officers, employees, and agents including but not limited to, the fixing of pay and classification plans, benefits, and the filling policies of insurance covering itself and employees as it may deem advisable,
- j. provide an annual financial review and biannual financial audit.

Section 2: No Trustee shall serve on the Executive Committee where their relative (including the spouse, domestic partner, anyone in a romantic relationship and, whether by blood, adoption, marriage or domestic partnership, the child, parent, grandparent, sibling, grandchild, aunt or uncle, niece or nephew, or any person residing in the immediate household (or the household of the spouse or domestic partner of any of these relatives)) or close business associate (including contracted vendor, supervisor, direct report, or client) is also serving on the Executive Committee.

Section 3: Trustees must serve a minimum of one (1) year before nomination for an Officer.

Section 4: Presumption of Assent. A trustee present at a board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken.



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Article 6. Meetings and Conduct of Meetings

Section 1: Regular meetings of the CNCP shall be held at least three times yearly upon notice of at least 30 days to the Trustees. The place and time shall be designated by the Trustees at a meeting or by the direction of the Chair. Additional meetings of the Trustees may be scheduled by the Executive Committee, if necessary, to attend to the business of CNCP.

Section 2: The annual meeting of the CNCP shall be held by September 1 of each year or as soon thereafter as is reasonably practicable. The annual meeting shall have, as a minimum, items of business including the election of Trustees, Officers, Trustee members of Executive Committee, review of an annual progress report, and approval of the budget.

Section 3: A quorum shall be required of meetings that exercise the powers and duties of the Trustees. The attendance of a majority or more of the Trustees shall constitute a quorum.

Section 4: Participation of members and their behavior shall be respectful. If there is a question of appropriate procedure, "Roberts Rules of Order" shall be the final authority.

Article 7. Committees

Section 1: An Executive Committee consisting of the five Officers (Chair, Past Chair, Vice Chair, Secretary, and Treasurer) and up to four (4) elected At Large members elected to the Executive Committee by the Board of Trustees is hereby created and empowered to meet as necessary and to conduct the business of the CNCP during interim periods between regular meetings of the Board of Trustees. At-Large members serve one (1) year elected terms on the Executive Committee. ~~[[OB]]~~If the Past Chair is elected to another office, he or she shall serve on the Executive Committee in that role but shall exercise only one vote on the Executive Committee.

- a. Powers. The Executive Committee shall have the authority to direct and oversee the implementation by the Executive Director the policies, initiatives, and programs recommended by the Board. The Executive Committee shall also have the authority to approve and oversee the budget and approve contracts on behalf of the Corporation.
- b. Chair of the Executive Committee. The Chair of the Board of Trustees shall serve as Chair of the Executive Committee.
- c. Meetings. The Executive Committee shall meet, from time to time, when any such meeting is called by the Chair, or by a majority of the members of the Executive Committee. Notice for such a meeting shall be delivered orally or in writing twenty-four (24) hours in advance of the meeting. Emergency meetings shall be notified as early as possible.
- d. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee.



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Section 2: The CNCP shall have such other committees as deemed necessary. The Chair shall appoint such committees as needed, upon notice and subject to review by the Board of Trustees. Reports from committee recommendations shall be brought to the Executive Committee for consideration and approval except recommendations on such matters where approval is required by the Board of Trustees pursuant to these By-Laws, in which case such committee recommendations shall be brought to the Board of Trustees for consideration and approval.

Section 3. Committees may consist of Trustees, Staff and/or others as deemed necessary at the discretion of the Chair and the Board of Trustees. All Committee Chairs shall be Trustees.

Section 4: The Chair shall appoint a Nominating Committee to draft a set of recommendations of new Trustees, Officers, and Trustee members of the Executive Committee. The recommendations shall be presented at the annual meeting. The Nominating Committee shall be appointed at the last meeting of the calendar year.

Article 8. Officers

Section 1: The officers of the CNCP shall be the Chair, Vice Chair, Past Chair, Secretary, and Treasurer.

Section 2: The term of office shall be one year, and officers may be reelected.

Section 3: The Nominating Committee shall accept nominations, including self-nominations, for officer positions. The Nominating Committee shall hold the election of Officers at the last Trustee meeting of the calendar year. Officers are elected on a per-office basis. Officers are elected when one candidate receives the majority of votes when quorum is present.

Section 4: The Chair shall chair all meetings, sign all binding agreements, and exercise such other powers and duties of the CNCP as shall be assigned by the Board of Trustees.

Section 5: The Vice Chair shall, in the absence of the Chair, exercise the duties of the Chair.

Section 6: The Past Chair (who shall be the most immediate non-reelected Chair) shall, in the absence of the Chair or Vice Chair, exercise the duties of the Chair.

Section 7: The Secretary shall ensure the keeping of the records of the meetings of the CNCP, make service of the notice of CNCP Executive Committee and Board of Trustees meetings, and discharge other duties of that office as prescribed by the Trustees. Minutes of all Executive Committee and Meetings of the Trustees shall be kept and presented at the next meeting for corrections and approval.



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Section 8: The Treasurer shall ensure that the funds of the CNCP are properly managed, that adequate and correct financial records are kept, that reports and accountings are rendered to the Board, and that an annual financial review is undertaken. The Treasurer shall undertake other duties as instructed by the CNCP Board.

Section 9: The Chair, Executive Director or Board of Trustees shall have the following emergency powers as noted in Exhibit A. Officer Succession Resolution, B. Alternate Location Resolution, and C. Record Protection Resolution Attached in the Appendix of the By-Laws.

Section 10: Resignation. Any Officer or Trustee may resign at any time by delivering written notice to the Chair or the Secretary, or to the registered office of the corporation.

Section 11: Removal. An Officer or Trustee may be removed from office and/or the Board upon the vote of a majority of the Trustees when quorum is present.

Section 12: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the vote of a majority of Trustees when quorum is present for the unexpired portion of the term.

Article 9. Staff and Staff Functions

Section 1: The Board of Trustees may appoint an Executive Director by majority vote and shall annually review the performance of the duties of the post. The Executive Director shall perform such duties as shall be determined by the Board of Trustees, in addition to carrying out such tasks as are necessary for the Officers to discharge their duties. The Executive Director shall be responsible for the day-to-day activities of the CNCP, and shall engage such staff, within the limits of the budget provided, as is necessary to undertake these duties. The Executive Director shall prepare an annual budget for Board of Trustees action. The Executive Director shall prepare, and periodically update, a compensation schedule and personnel rules, develop a position description for each staff position and a quarterly assessment and annual/evaluation plan and forms for Board of Trustees review and action.

Section 2 Budgets and Reports. The Executive Director shall cause to be prepared and shall submit to the Board of Directors for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the Board of Directors at its annual meeting a report summarizing the operations and affairs of CNCP and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the Board of Directors as may be appropriate, or which may be required by these By-Laws, or by the Board of Directors.



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Section 3: Agents and Employees. The Executive Director shall have the power to employ, remove and suspend all agents and employees, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

Section 4: Participation at Board and Committee Meetings. The Executive Director may be invited to participate in any meeting of the Board of Trustees and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the Board of Directors, if the Executive Director is not a Director, or (ii) a committee, if the Executive Director is not a member of such committee.

Section 5: Further Duties and Authority. The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these By-Laws or the rules and regulations (if any) or from time to time by the Board of Trustees.

Section 6: Absence. In the event of the death or during absence, incapacity or inability or refusal to act of the Executive Director, the Board of Trustees shall designate some other person to exercise, and in the absence of such designation the Chair may exercise, all of the powers and perform all of the duties of the Executive Director.

Section 7: In the event the Board of Trustees is unable to appoint an Executive Director due to budgetary constraints or the inability to identify an individual qualified to fill the position of Executive Director, the duties of the Executive Director shall be shared as follows:

- a. The Board of Trustees shall appoint a General Manager who shall be responsible for the day-to-day activities of the CNCP, and shall engage such staff, within the limits of the board policy and budget provided, as is necessary to undertake these duties. The General Manager shall conduct a quarterly assessment and annual evaluation plan of each employee for review by the Executive Committee.
- b. The Executive Committee shall prepare an annual budget for Board of Trustees action. The Executive Committee shall prepare, and periodically update, a compensation schedule and personnel rules, develop a position description for each staff position for Board of Trustees review and approval.

Section 8: The Board of Trustees may appoint legal counsel to serve the CNCP. The duties of such counsel shall be described by the Board of Trustees, and the duties and performance of the post shall be annually reviewed.

Section 9: Conflict of interest and nepotism present potential or perceived conflicts of interest when a family member of a Trustee or CNCP staff is employed at CNCP. Such arrangements should be avoided. In unusual circumstances such an arrangement may be permitted if disclosed and has approval



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of a majority vote of the Executive Committee and approval of the Executive Director. Board of Trustee members and the Executive Director must avoid doing business with the CNCP for re-numeration or gain as a contractor or outside provider or represent business interests that are presented to the Board without disclosing their status in the activity. The Board of Trustees can approve such an arrangement if they deem it in the best interests of the CNCP.

Article 10. Indemnification

Section 1: To the full extent permitted by the General Corporation Law of the State of Florida, the corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suite, or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Trustee or Officer of another corporation, against expenses (including attorney fees), judgements, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the State of Florida. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

Article 11. Amendment of Articles of Incorporation of By-Laws

Section 1: The Articles of Incorporation may be amended by a two-thirds vote of the Board of Trustees at any meeting in which a quorum is present, provided such proposed changes are furnished to the Trustees, together with the meeting notice, at least one week in advance of the meeting at which the changes are to be voted upon.

Section 2: These By-Laws may be amended by a majority vote of a quorum of the Board of Trustees at any meeting in which a quorum is present.

Article 12. Dissolution



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Section 1: The Board of Trustees may vote to dissolve the CNCP with a 2/3 vote of all members, not including Emeritus members. Upon such a vote, the Directors shall make provision for the payment of all the CNCP's liabilities, and obligation to CNCP members, from the CNCP's assets, if possible.

Section 2: Remaining assets shall be disposed of in a manner consistent with Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

Exhibits A, B, and C in Appendix.



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Appendix

EXHIBIT A

OFFICER SUCCESSION RESOLUTION RESOLVED,

That if consequent upon war or warlike damage or disaster; the Executive Director of CNCP cannot be located, resigns or is unable to assume or to continue normal executive duties, then the authority and duties of the Executive Director shall, without action of the Board of Trustees, be automatically assumed by one of the following persons in the order designated until such time as a new Executive Director is designated by the Board of Trustees.

Chair of CNCP

Vice Chair of CNCP

Secretary of CNCP

In the event of an emergency declared by the President of the United States, or the Governor of the State of Florida or the person performing that person's functions, the officers and employees of the CNCP will continue to conduct the affairs of the CNCP under such guidance from the Directors, as may be available, except as to matters which by statute require specific approval of the Board of Trustees and subject to conformance with any governmental directives during the emergency.

In the event of a state disaster of sufficient severity to prevent the conduct and management of the affairs and business of the CNCP by its directors and officers as contemplated by these By-Laws, two or more available members of the Board of Trustees, if any, shall constitute a quorum of that body for the conduct and management of the affairs and business of the CNCP during the period of the emergency. Normal functions of the Board of Trustees and the officers of the CNCP, as provided in the By-Laws, shall be resumed when the emergency period has ceased.

The Board of Trustees shall have the power, in the absence or disability of any officer, or upon the refusal of any officer to act, to delegate and prescribe such officer's powers and duties to any other officer, or to any Trustee, for the time being.



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EXHIBIT B

ALTERNATE LOCATION RESOLUTION

RESOLVED, that in the event of a disaster preventing CNCP from operating at its legally authorized location, the President or Executive Director shall determine a suitable alternate location to conduct CNCP business temporarily. During an emergency resulting in any authorized place of business being able to function, the business ordinarily conducted at such locations heretofore mentioned, as may be designated by the Board of Trustees or by the Executive Committee or by such persons as are then in accordance with resolutions adopted from time to time by the Board of Trustees dealing with the exercise of authority in the time of such emergency and conducting the affairs of the CNCP; or, by virtue of authority as may be granted by proclamation of the Governor, or by action of the Legislature, for the purpose of facilitating continuance of the business during, the period of emergency. Any temporarily relocated place of business of the CNCP shall be returned to its legally authorized location as soon as practicable and such temporary place of business shall then be discontinued.



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Calusa Nature Center & Planetarium Document Retention and Destruction Policy

The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored.

The Calusa Nature Center and Planetarium has a written, mandatory document retention and periodic destruction policy. Policies such as this will eliminate accidental or innocent destruction. In addition, it is important for administrative personnel to know the length of time records should be retained to be in compliance.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently



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Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years