

BY-LAWS  
Board of Directors  
Pine Jog Environmental Education Center  
of  
Florida Atlantic University

ARTICLE I  
NAME

The name of the organization is the Board of Directors of Pine Jog Environmental Education Center (Pine Jog).

ARTICLE II  
PURPOSE

The purpose of the Board of Directors is to support Pine Jog in its efforts to provide environmental education programs which foster an awareness and appreciation of the natural world, promote the understanding of the ecological concepts and instill a sense of stewardship toward the earth and all its inhabitants.

The Board shall promote Pine Jog and its purposes through public and community relations and supervise and assist in its fund raising efforts.

The Board shall concern itself with the business and affairs of Pine Jog and in connection therewith shall be responsible to the President of Florida Atlantic University for the operations, policies and welfare of Pine Jog which shall be in accordance with the University rules and policies.

ARTICLE III  
BOARD OF DIRECTORS

**FUNCTION:** All powers shall be exercised on behalf of Pine Jog under the direction of the Board of Directors subject to the ultimate authority of the President of Florida Atlantic University

**QUALIFICATION:** Board members need not be residents of the State of Florida Atlantic University.

The number of Board members shall be at least eleven (11) and not more than twenty five (25).

Board members shall be elected by vote of the Board pursuant to charter.

Board members are elected to a three-year term, one class annually and may be re-elected to successive terms. The Board shall have the power to fill vacancies should a member resign in between annual meetings or prior to the end of their term. The Board shall have the power to move Board members from one class to another with the approval of affected Board members.

Board members must make a yearly financial contribution to Pine Jog.

A Board member may be removed by the affirmative vote of an absolute majority of the entire Board for any reason deemed sufficient by such majority.

Board members shall serve without salary.

Board member shall not be eligible for sole source contractual services on any non-bid awards for goods and services. Donated goods and services are exempt from this provision.

Board members are considered volunteers under Florida Statutes and are entitled to all of the benefits and protection afforded by Florida law to such persons.

#### ARTICLES IV

##### SPECIAL MEMBERSHIP CLASSIFICATIONS

**BOARD MEMBER EMERITUS:** The Board shall vote to designate former Board members with meritorious service as a Board Member Emeritus. Such Board members are incited to attend all meetings as non-voting members of the Board.

**HONORARY BOARD MEMBER:** The Board shall vote to designate past chairman to Honorary Board Member status. Honorary Board members are invited to attend all meetings as voting members of the Board.

**EX-OFFICIO BOARD MEMBER:** The Board shall designate, as appropriate, ex-officio members to serve on the Board and/or Board committees as non-voting members. Ex-officio members will serve at the pleasure of the Board. The Executive Director of Pine Jog shall serve as an ex-officio member of the Board and all Board committees to include the Nominating Committee.

**DESIGNATED BOARD POSITIONS:** Strong consideration will be given to person officially serving in the following capacities for Board membership with unrestricted terms of appointment:

- Dean of the College of Education/Florida Atlantic University
- Coordinator/Director of Curriculum and Instruction Responsible for Science, Palm Beach County School District
- President, Garden Club of Palm Beach and/or designee
- Executive Director, FAU Foundation
- An elected representative of the School Board of Palm Beach County to be designated by the School Board

ARTICLE V  
OFFICERS

The Officers of the Board are Chair, Chair-elect and Secretary. Each will perform the duties specified in the By-laws and the Chair will act a chief executive officer and shall preside at all meetings of the Board. The Chair-elect shall preside at all meetings of the Board in the absence of the Chair and perform such duties as from time to time may be assigned by the Board or the Chair. In the event of the incapacity or absence of the Chair, the Chair-elect shall do and perform all duties of the Chair.

The Secretary shall review the minutes of meeting before distribution to the Board, ensure that the By-laws are followed and recommend changes to the By-laws, handle correspondence as directed by the Board, recommend strategies and training for Board development and perform such other duties as may be prescribed by the Board or the Chair.

The officers shall serve as an executive committee for actions which must be taken between Board meetings or may call special Board meetings in accordance with these By-laws.

The officers of the Board shall be elected at the annual meeting in the spring of each year. Terms of office will be from annual meeting to annual meeting. Terms of office for the Chair shall be limited to no more than two one-year consecutive terms. To be eligible for Chair, member must have served on Board at least two years.

At the annual meeting of the Board of Directors, said Board shall have the power to appoint an Executive Committee composed of five (5) total members, to include two officers, past Board chair and two members appointed at large or Board committee chairs.

ARTICLE VI  
COMMITTEES

Committees may be established by action of the Board as standing or ad hoc committees. The chair shall make all committee appointments, subject to the approval of the Board except as otherwise stated in these By-laws. The chair shall be an ex-officio member of all committees, except the Nominating Committee.

Committee chairs are eligible to serve no more than three (3) consecutive years in the same office.

The Chair shall appoint, at the December meeting, three (3) members, approved by the Board, as the nominating committee to submit a slate for vote at the annual meeting. The nominated slate shall be circulated at least twenty (20) days in advance. Nominations may be made from the floor at the annual meeting, provided permission has been given by the nominee.

ARTICLE VII  
MEETING AND QUORUM

The Board shall meet at least five (5) times a year with an annual meeting usually conducted in the spring.

All members shall be notified of meetings at least ten (10) days in advance of each meeting.

One-third (1/3) of the Board membership in good standing shall constitute a quorum.

Three (3) unexcused absences from Board meetings may result in termination.

Special meetings of the Board may be called at any time, for any purpose or purposes, by the Chair and shall be called by the President or Secretary on written request of any three (3) Board members.

Notice of any special meeting shall be given at least ten (10) days before the meeting by written notice.

Roderts' Rules of Order (Revised) shall be the parliamentary authority of the Board.

ARTICLE VIII  
FINANCES

It is the responsibility of the Board and the Officers, with the Executive Director, to review and approve an annual budget and to review periodically actual and projected financial performance and direct necessary corrective action.

ARTICLE XI  
CHANGES TO THE BY-LAWS

By-laws may be modified upon motion of the Board provided that the motion is introduced at one meeting and in the call of the next meeting and the Board members are advised that the vote will be taken on that change.

A change in the By-laws require a two-thirds (2/3) vote of the members in person or in writing (electronic transmission allowable).

**Ratified by vote of the Board of Directors:**

May 16, 1989

**Ratified by Florida Atlantic University:**

September 19, 1989

**Adopted by voted of the Board of Directors:**

October 4, 1989

**Amendment to By-laws:**

March 28, 1991

January 9, 1992

October 8, 1993

May 17, 1996

May 1997

November 1998

June 1999

September 1999

February 2002

December 2006

CHARTER  
PINE JOG BOARD

A Center for Environmental Education

Florida Atlantic University

- I. The Pine Jog Board (“Board”) is hereby created. The Board shall be composed in such a way as to continue and strengthen the ties of the Pine Jog Environmental Sciences Center (“Pine Jog”) of Florida Atlantic University with appropriate units of the University, with interested community organizations, with present and potential sources of funding, and with people and groups experienced in environmental education.
- II. The Pine Jog Board shall promote Pine Jog and its purposes through public and community relations and supervise and assist in its fund raising efforts.
- III. The number of Board members shall be at least eleven (11) and not more than twenty one (21).
- IV. The initial Board members shall be appointed by the President of Florida Atlantic University. Successor or additional members shall be appointed by vote of the Board upon approval of the President of Florida Atlantic University.
- V. The Board shall be responsible to the President of Florida Atlantic University for the operations, policies, and welfare of Pine Jog in accordance with University rules and policies.
- VI. When a vacancy occurs, the Board shall select an individual for appointment by the President of Florida Atlantic University. Board members shall be appointed for three-year terms and shall be eligible for reappointment.
- VII. The Board shall elect a chairman and otherwise organize itself in accord with University Rules and policies and the budgeting policies of the Florida Atlantic University Foundation, Inc.
- VIII. This Charter shall be effective upon approval by the president of Florida Atlantic University and may thereafter be amended by a majority of the Board of Directors upon the approval of the President of Florida Atlantic University.

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Helen Popovick  
President

October 12, 1988