

**BYLAWS
OF
MARINE DISCOVERY CENTER, INC.
ARTICLE 1
IDENTIFICATION
(Revised July 2008)**

Section 1. Name

The name of this corporation shall be the Marine Discovery Center, Inc.

Section 2. Location.

The principal office of this corporation shall be located at 162 North Causeway, New Smyrna Beach, Florida 32169, Volusia County, Florida, or at such other place as the Board of Directors from time to time may designate. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of directors may, from time to time, designate.

Section 3. Incorporation.

The Marine Discovery Center, Inc., is incorporated under the laws of the State of Florida and has all powers as provided for in Chapter 617 of the Florida Statutes, and The Internal Revenue Service Code, 501 (C) (3) Corporation.

**ARTICLE II
PURPOSES**

Section 1. Purpose.

The purposes for which this corporation is formed are to protect and restore the Florida Coastal Ecosystems through education, research, and community stewardship.

Section 2. Not-for-Profit Corporation.

To achieve its purposes, the corporation will exercise all rights and powers conferred upon corporations formed under the Not-for-Profit Corporation Act of the State of Florida, provided, however, that this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation except as necessary to sustain it.

ARTICLE III MEMBERSHIP, MEETINGS, AND VOTING

Section 1. Membership.

The membership of said Corporation may be individuals, businesses, or organizations having an interest in environmental and marine science education and research.

Section 2. Dues.

Membership dues shall be at such a rate or rates, schedules, or formulas as may be from time to time prescribed by the Board of Directors, payable annually or by a method prescribed by the Board of Directors.

Section 3. Good Standing.

3.1. A member in good standing, within the meaning of that term as used in these Bylaws, is one who is not in default in the payment of dues or any other indebtedness to the MDC, and against whom no charges by the Board of Directors of improper conduct or of conduct unbecoming a member are pending.

3.2. A member in good standing may resign by submitting a written resignation to the Secretary.

Section 4. Suspension or Expulsion.

4.1. Any member found guilty by the Board of Directors of improper conduct or of conduct unbecoming a member may be suspended for a definite period without any rights or privileges at MDC, or may be expelled as herein provided.

4.2. Definite and specific charges of misconduct must be in writing, and notice, including a copy of the charges, shall be served by certified mail upon the member so charged.

4.3. After investigation by the Board of Directors, and if charges are sustained by a majority vote of the Board, notice shall be communicated to the member by certified mail, sent by the Secretary.

4.4. Appeal of the recommendation shall be made to the Board of Directors through the Secretary within 30 days of receipt of the recommendation.

4.5. The right of the MDC Board of Directors to enforce payment of any indebtedness of the member to the organization shall be in no way impaired by the expulsion of such a member.

Section 5. Membership Meetings.

Regular meetings of the membership of this corporation shall be held as the Board of Directors may designate, or as otherwise provided for within these Bylaws.

Section 6. Annual Meeting.

An Annual Meeting of the membership of this corporation shall be held at such time and place as the Board of Directors may designate, for the purpose of taking up such matters as may properly come before the general membership.

Section 7. Special Membership Meetings.

Special meetings of the membership may be called by the Chair of the Board, or the Secretary, along with two (2) other Board members, or, if requested in writing, by twenty percent (20%) of the members in good standing. The reason for the meeting shall be included in the written request that is to be sent to the Secretary.

Section 8. Notice of Meetings

Notices shall be given of the date, hour, and place of all meetings to each voting member at least ten (10) days in advance of the meeting.

Section 9. Voting.

All members in good standing of the corporation shall be entitled to one (1) vote at any meeting of the membership.

Section 10. Quorum.

The presence of a 15% of members in good standing at any meeting of the membership shall constitute a quorum to transact business.

Section 11. Majority Vote.

Unless otherwise specified in these Bylaws, a simple majority vote at a meeting of the membership, at which a quorum exists, shall decide an issue.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Board Responsibility.

The governing and policy-making responsibilities of the corporation shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. Qualifications.

A Director shall be a member in good standing as described in these Bylaws. Full-time exempt salaried employees are not eligible to serve on the Board of Directors.

Section 3. Board Size & Term of Office.

The corporation's Board of Directors shall consist of twelve (12) members elected by the membership at an Annual Membership meeting, or appointed by the Board to fill a vacancy. Elected members of the Board of Directors shall serve a three-year term and may serve no more than 3 sequential terms.

Section 4. Vacancies & Term of Office.

Vacancies of positions on the Board shall be filled by appointment, upon approval by a majority of the Board of Directors. An appointed Director shall come up for election at the next Annual Meeting.

Section 5. Nominating Committee.

A Nominating Committee shall provide a slate of nominees to the Board not later than 30 days prior to the date of the Annual Meeting. Any member in good standing may submit a nominee for consideration in writing to the Chair of the Board or a member of the Nominating Committee not later than 45 days prior to the date of the Annual Meeting.

Nominees shall be approved by a majority vote of the Board of Directors. Names, addresses and qualifications of all proposed nominees shall be made available to each member for review via the Marine Discovery Center's Internet web site, postal mail, electronic mail or facsimile at least ten (10) days prior to the meeting designated to approve the nominated Directors.

Section 6. Election of Board Directors

Directors shall be elected by a majority vote of the membership present or by absentee ballot at the annual meeting or at a special meeting called for that purpose by the Board of Directors.

Section 7. Board Meetings

Regular meetings of the Board shall be held no less than quarterly, as the Board may direct.

Section 8. Special Board Meetings.

Special meetings of the Board of Directors may be called by the Chairman of the Board or the Secretary, or upon written request to the Secretary by any three (3) of the Directors.

Section 9: Advanced Notice of Board Meetings.

Notice of the date, hour, and place of all meetings shall be given to Directors at least three (3) business days in advance of the meeting.

Section 10. Quorum.

The presence of a majority of the members of the Board at a meeting shall constitute a quorum.

Section 11. Majority Vote

Unless otherwise specified in these Bylaws, a simple majority vote shall decide an issue provided a quorum is present. Each member of the Board is entitled to one (1) vote at any meeting of the Board.

Members of the Board of Directors that are out of town may attend a Board meeting by teleconference with prior notification and approval of the Chair. Board members that attend by teleconference may vote; however, a written verification of the vote shall be sent to the Secretary by mail, fax, or email within twenty-four (24) hours and be filed with copies of the Meeting minutes.

Section 12: Indemnification of Officers, Directors, and Employees.

The Directors, Officers, and Employees of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

ARTICLE V OFFICERS

Section 1.

1.1 The Officers of the corporation shall be elected by the Board of Directors from among the membership of the Board of Directors and shall hold office for a term of one (1) year from the date of installation. They shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. The Officers are voting member of the Executive Committee.

1.2 The Chair of the Board shall preside at general membership meetings and those of the Board of Directors. The Chair shall have general supervision over the affairs of the corporation, other officers and all employees of the corporation. The Chair shall be the official spokesman of this corporation in matters of public policy, and shall appoint all committees, be an ex-officio member of all committees, and perform all other duties usual to such office.

1.3 The Vice-Chair shall perform all duties of the Chair in his or her absence and such other duties as assigned by the Chair of the Board. The Vice-Chair shall exercise the powers and authority and perform the duties of the Chair of the Board in the event of his or her disability or resignation.

1.4 The Secretary shall issue notices and supervise the recording of all of the official proceedings of this corporation and its Board of Directors and have charge of all official records of the corporation. He or she shall perform such duties as assigned by the Chair of the Board.

1.5 The Treasurer shall be responsible to the corporation for an accounting of all corporation funds in accordance with generally accepted practices and shall render a report to the Board of Directors no less than quarterly. He or she shall perform such duties as are assigned by the Chair of the Board.

ARTICLE VI ADVISORY BOARD

Section 1.

In order to assure the best available technical and professional expertise available to the corporation, the Chair of the Board may appoint various advisors possessing proven and professional competence in various technical or specialized areas of knowledge and expertise to advise the corporation.

ARTICLE VII FINANCES

Section 1. Fiscal Year.

The Board of Directors shall set the dates for fiscal year of this Corporation.

Section 2. Annual Budget.

The Board of Directors shall adopt an annual budget prior to commencement of the fiscal year, and this corporation shall function within the total of such budget. The budget may be amended by a majority vote of the Board of Directors at any regular or special meeting.

Section 3. Funds.

The funds of the corporation shall be deposited in a federally- insured institution selected by the Board of Directors. Payments from the fund of the corporation shall be made as set forth in the articles of incorporation of this corporation

Section 4. Earnings of Corporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be the attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the

publication or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. Notwithstanding any other provision of these Bylaws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c) (23) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

Section 5. Annual Report.

The financial records and accounts of the Marine Discovery Center shall be compiled annually subsequent to the close of the fiscal year. Each year the Board of Directors shall appoint an independent accountant to analyze the Marine Discovery Centers financial records and to issue a compilation report thereon. The compilation report shall be made available to the members for examination. The Board of Directors shall submit to the membership a report of the year's work, which includes a report on the financial condition of the Marine Discovery Center.

ARTICLE VIII RULES OF PROCEDURE

Section 1. Robert's Rules of Order.

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the articles of incorporation or Bylaws of the corporation.

ARTICLE IX AMENDMENTS

Section 1. Procedure.

1. These bylaws may be amended upon recommendation by the Board of Directors and approval of the membership based upon the following two (2) guidelines:
2. Upon approval of two-thirds (2/3) of the entire Board present at a regular meeting, a proposed amendment shall be submitted to the membership at least fifteen (15) days in advance of the meeting at which it is to be acted upon.

3. A proposed amendment must be approved by a majority vote of the membership present at a meeting of the membership at which a quorum is present.

ARTICLE X COMMITTEES AND ACTIVITIES

Section 1. Strategic Plan.

The board shall adopt a plan of action prior to the commencement of the fiscal year. The plan may be amended by a majority vote of the board present at any meeting. The plan shall address the objectives of the corporation for the coming year and outline the procedures to accomplish approved objectives.

Section 2. Committee Designation.

The Chair shall appoint all committee members and committee leaders to accomplish objectives as approved by the board of directors. The Chair is an ex-officio member of all Committees. Committee appointments shall be at will of the Chair and shall be co-extensive with his or her term. Committees may be established from time to time as deemed necessary to fulfill the plan of action as adopted by the Board of Directors.

ARTICLE XI ADMINISTRATIVE

Section 1. Executive Director.

An Executive Director may be employed by the Board of Directors at such a rate of compensation as it deems fair and proper. The Executive Director shall serve at the pleasure of the Board, and may be engaged or dismissed at a meeting of the Board of Directors upon a majority vote of the Board.

Section 2. Duties of Executive Director

The Executive Director shall be charged with the general supervision and efficient, responsible, day-to-day management of the office and business affairs of the corporation and perform all duties and responsibilities delegated by the Board of Directors and all other functions usual to such office. The Executive Director shall be a non-voting member of the Executive Committee.

Section 3. Staffing.

The Executive Director shall be empowered to employ and supervise an adequate staff to carry on the business of this corporation as instructed by the Board of Directors. The rates of compensation shall be those that the Board may deem fair and proper within the limitations of the fiscal budget.

Section 4. Dissolution of Corporation.

In the event of dissolution of this corporation, the assets shall, after appropriate provision for debts and liabilities, be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in the Internal Revenue Service Code, section 501 (c)(3), to be selected by the Board of Directors.

END

Revised version: July 2008, to be approved at next Annual Members Meeting