

**BY-LAWS OF THE
COFFEEN LAND TRUST, INC.**

ARTICLE I.

Offices

The principal office of the corporation shall be located at 146 Coffeen Hill Road, Santa Rosa Beach, 32459, County of Walton, State of Florida. The corporation may have such other offices, either within or without the State of Florida, as the Board of Trustees may determine from time to time.

ARTICLE II.

Trustees

Section 1. TRUSTEES AND THEIR TERM OF OFFICE: The Board of Trustees of the Coffeen Land Trust, Inc. shall consist of eight (8) persons. The number of Trustees may be changed from time to time by amendment to these By-laws.

Section 2. CLASSIFICATION OF TRUSTEES: The Board of Trustees shall be comprised of two classes of Trustees, representing the General Public and representing the Four Mile Village Property Owners Association. The Executive Committee shall establish which of the Trustees' positions fall within each class. The Trustees for an eight (8) person Board of Trustees shall include:

- Five (5) Trustees shall be selected from the general public with no business, property ownership, or family ties to Four Mile Village. These

individuals should have environmental interests consistent with the preservation of the Coffeen Nature Preserve.

- Three (3) of the Trustees shall be members of the Four Mile Village Property Owners Association with specific interests consistent with the mission and purpose of the Coffeen Land Trust.

The President of Four Mile Village Property Owners Association (“POA”) shall be a permanent defacto member of the Board of Trustees, in addition to the other eight (8) Trustees, who will only vote in case of a tie. For a Board of Trustees comprised of less than eight (8) persons, the same equal proportion of Trustees for each category shall be maintained.

Section 3. NOMINATION OF BOARD MEMBERS: Nomination for election of the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made by members of the Board. The Nominating Committee shall consist of two (2) members of the Board of Trustees from the General Public and one (1) member of the Board of Trustees from the POA. The nominating committee shall elect its chairman annually. The nominating committee shall be appointed by the Board of Trustees prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointments shall be announced at each annual meeting. No member of the nominating committee may serve more than three years consecutively. A member shall be eligible for reappointment one (1) year after their full terms end.

The Nominating Committee shall recommend and nominate candidates for election of Board of Trustees at such times as vacancies occur or terms expire. The committee shall develop and maintain criteria for Board membership and composition and shall develop and maintain systems for recruiting Board members. The Nominating Committee shall prepare written “Coffeen Land Trust Board Members Guidelines and Expectations,” to be approved by the Board of Trustees, which shall be provided to each new Board member prior to their election.

Section 4. ELECTION OF TRUSTEES: The Trustees shall be elected at an annual meeting, or at any special meeting held in lieu of such annual meeting, and shall be elected from a list of candidates approved by a majority of the Board of Trustees. The members of the Board of Trustees shall be elected for a term of three (3) years and may not serve more than two (2) consecutive three-year terms. Each Trustee who has served out their full terms shall be eligible for re-election to the Board of Trustees one (1) year after their full terms end. Each term shall begin on January 1 and end on December 31. A Trustee may resign at any time, and a Trustee elected to fill a vacated position shall serve the remainder of the term allotted to the resigned Trustee.

Section 5. OFFICERS ENUMERATED: The Officers of the Board of Trustees shall be President, Vice President, Secretary, and Treasurer. The Officers shall be elected from among the Trustees by the Board of Trustees. Any individual may hold more than one office. The Officers of the Board of Trustees shall also be the Officers of the corporation and empowered to act for the corporation as authorized by law.

Section 6. OTHER OFFICES AND COMMITTEES: The Board of Trustees may appoint such committees and its officers, as it shall determine, the members of which shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

Section 7. ELECTION OF OFFICERS AND TERM OF OFFICE: Officers of the Board of Trustees shall be appointed by the Board of Trustees, annually for a one-year term and can be appointed by the Board of Trustees to two (2) successive terms in the discretion of the Board of Trustees. Each Officer who has served out their full terms shall be eligible for re-election as an Officer one (1) year after their full terms end. Any officer may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Trustees at any duly called regular or special meeting of the Board of Trustees.

Section 8. THE PRESIDENT OF THE BOARD: The President of the Board of Trustees shall have the powers and perform the duties usually pertaining to such office and shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Trustees. The President of the Board of Trustees shall also be the President and Chief Executive Officer of the corporation. The President shall preside at all meetings of the Board of Trustees and shall have the general powers and duties of supervision and management of the corporation which usually pertain to the office; and shall perform all such other duties as are properly required by the Board of Trustees. In the absence or disability of the President, the Vice President shall perform

the duties and exercise the powers of the President.

Section 9. THE VICE PRESIDENT: The Vice President of the Board of Trustees shall have the powers and perform the duties usually pertaining to such office and shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Trustees. The Vice President of the Board of Trustees shall also be the Vice President of the corporation.

Section 10. THE SECRETARY: The Secretary shall issue notices of all meetings of the Trustees where notices of such meetings are required by law or these By-laws; shall keep minutes of meetings of Board of Trustees; shall have charges of the corporate books and shall sign such instruments as require signature and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Trustees. The Secretary of the Board of Trustees shall also be the Secretary of the corporation. The Board of Trustees may retain the services of third parties to assist with taking and keeping minutes and other duties of the Secretary.

Section 11. THE TREASURER: The Treasurer shall have the care and custody of all the monies and securities of the corporation. The Treasurer shall enter in books of the corporation to be kept for that purpose full and accurate accounts of all monies received and paid on account of the corporation; and shall sign such instruments as require signature and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Trustees. The Treasurer shall give the corporation a bond if required by the Board of Trustees, which the Board of Trustees

shall purchase, in a sum and with one or more sureties satisfactory to the Board of Trustees, for the faithful performance of duties and the restoration to the corporation. In the case of death, resignation, retirement, or removal of the Treasurer, all books, papers, vouchers, money, electronic data, and other property, in the Treasurer's possession or under its control belonging to the corporation shall be delivered to the corporation. The Treasurer of the Board of Trustees shall also be the Treasurer of the corporation. The Board of Trustees may retain the services of third parties to assist with the duties of the Treasurer.

Section 12. DELEGATION OF DUTIES: In case of the absence or inability of any officer to act, the Board of Trustees may from time to time delegate the powers or duties of such officer to any other officer or any other Trustee or other person whom it may select.

Section 13. REMOVAL OF TRUSTEES: Any Trustee may be removed from office at any time with or without cause by the affirmative vote of a majority of the other Trustees.

Section 14. ABSENCES: Any Trustee who shall fail to attend three consecutive meetings of the Board without excuse deemed as satisfactory by the Board, shall be deemed to have resigned.

Section 15. VACANCIES: In the event of a vacancy occurring on the Board of Trustees before a term of office expires, the remaining Trustees, by affirmative vote of a majority, whether or not constituting a quorum, may fill such vacancy for the

unexpired term.

Section 16. COMPENSATION: The Trustees, as such, shall not receive any stated salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall preclude any Trustee from serving the corporation in any other capacity and receiving compensation for such services.

ARTICLE III.

Executive Committee

Section 1. EXECUTIVE COMMITTEE MEMBERS: There shall be an Executive Committee of the Board of Trustees composed of the Officers of the Board of Trustees. Their terms as members of the Executive Committee shall correspond with their terms as Officers of the Board of Trustees.

Section 2. EXECUTIVE COMMITTEE POWERS: The Executive Committee shall have the power to set the agenda for meetings of the Board of Trustees, and shall possess all other powers of the Executive Committee that may lawfully be delegated from the Board of Trustees. The Executive Committee Secretary shall keep minutes of its meetings.

ARTICLE IV.

Board Member Emeritus

Section 1. TRUSTEE EMERITUS: There shall be a category of the Board of Trustees known as a Trustee Emeritus who is nominated and elected by the Board of Trustees. A Trustee Emeritus shall be selected from those Board of Trustees members who have served on the Board with distinction and excellence.

Section 2. PARTICIPATION: A Trustee Emeritus shall be entitled to receive all written notices and information which are provided to the Board, to attend all Board meetings, to participate in meetings of the Board or in meetings of committees and are encouraged to attend all other events conducted by the corporation. A Trustee Emeritus shall not be subject to any attendance policy, nor may they be counted in determining if a quorum is present at a meeting, nor entitled to vote in any Board meeting.

Section 3. ELIGIBILITY: At the termination of a Trustee's service, he or she shall be eligible for nomination and election by the Board to serve indefinitely as a Trustee Emeritus. In order to be considered for designation as a Trustee Emeritus, a person must be a current, or former member of the Board who has completed the term(s) for which he or she was appointed, and:

- Served with distinction,
- Held an important leadership role and made significant contributions,

- Engaged in major volunteer or advocacy activities in his or her service on the Board, or
- Participated in one or more of the organization's activities (e.g. events, volunteerism, fundraising, government relations, networking, etc.)

Section 4. ELECTION: Annually with the recommendation of the Executive Committee the Board will consider the potential candidates and may nominate one or more individuals for a Trustee Emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Board for consideration. A simple majority vote of the Trustees at a meeting at which a quorum is present is sufficient to approve an appointment of a Trustee Emeritus.

ARTICLE V.

Meetings

Section 1. ANNUAL MEETINGS: An Annual Meeting shall be held on the first Saturday in November of each year. If such Saturday day is legal holiday in any year, the meeting shall be held on the next Saturday day following that is not a legal holiday. The election of Trustees may be held at the annual meeting or at any meeting called pursuant to these By-laws.

Section 2. SPECIAL MEETINGS: Special meetings, except where otherwise provided by law or these By-laws, may be called to be held at any time by the Board of Trustees or by the President of the Board, or in the absence of the President, by a Vice-

President, and shall be called by the President or by the Secretary at the request in writing of a majority of the Board of Trustees, or by any two members of the Board of Trustees, and such request shall state the purpose or purposes of the proposed meeting.

Section 3. PLACE OF ANNUAL, REGULAR MEETINGS, AND SPECIAL MEETINGS: Meetings of the Board of Trustees shall be called to be held at any place within FOUR MILE VILLAGE/COFFEEN PRESERVE in the State of Florida. At the direction of the President, regular meetings and special meetings may be conducted via electronic or telephonic communication.

Section 4. NOTICE OF ANNUAL, SPECIAL MEETINGS, AND REGULAR MEETINGS: Notice of each annual meeting and of each regular meeting and special meeting shall be given to each member of the Board of Trustees not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, with postage prepaid, or by electronic mail. In the case of a special meeting, the notice shall state the purpose or purposes for which the same is to be held.

Section 5. QUORUM: At each meeting of the Board of Trustees of the corporation, except where otherwise provided by law of these By-laws, a quorum shall consist of a majority of all the Board of Trustees. If however such majority of the Board of Trustees shall not be present or represented at any meeting, the Trustees entitled to vote who are present in person shall have power to adjourn the meeting from time to time, without further notice other than announcement at the meeting, until the requisite number of Trustees shall be present in person, at which time any business may be

transacted which might have been transacted at the meeting as originally called.

Section 6. WAIVER OF NOTICE: Whenever under any provision of these By-laws or any applicable law, notice is required to be given to any Trustee, a waiver thereof in writing signed by the Trustee entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except when the Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. ACTION BY TRUSTEES WITHOUT MEETING: To the extent authorized by law and these Bylaws, the Board of Trustees or any committee thereof, upon compliance with applicable conditions and upon obtaining the written approval of all members of the Board of Trustees for the action taken or authorized, which approval shall be kept by the Secretary in the corporation's Minute Book, may without holding a meeting, take any action required or permitted at a meeting.

Section 8. PARTICIPATION OF TRUSTEES BY MEANS OF ELECTRONIC OR OTHER COMMUNICATION EQUIPMENT: Members of the Board of Trustees, or of any committee thereof, shall be deemed present at a meeting of such Board or committee if a conference telephone, or similar communications equipment, or electronic device is used for which all persons participating in the meeting can hear each other.

ARTICLE VI.

Indemnification and Insurance

Section 1. INDEMNIFICATION: In the event that any person who is or was an officer, trustee, employee, or agent of the corporation, or is or was serving at the request of the corporation as an officer, trustee, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, who was or is party to or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative or investigative, seeks indemnification from the corporation for damages or expenses, including attorney's fees (and in the case of actions other than those by or in the right of its corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit or proceeding by the corporation, or is or was serving at the request of the corporation then, unless such indemnification is ordered by a court, the Board of Trustees of the corporation shall determine, or cause to be determined, in the manner provided under Florida law whether or not indemnification is proper under the circumstances because the person demanding such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Florida law. Article XII of the Articles of Incorporation of the corporation provides for certain non-liability of officers, trustees, employees and agents, pursuant to Florida Law and said article is incorporated by reference for all purposes.

Section 2. INDEMNIFICATION NOT EXCLUSIVE OF OTHER RIGHTS: The indemnification provided in Section 1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or bylaws, or any agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an officer, trustee, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3. INSURANCE: To the extent permitted by Florida law, the corporation shall purchase and maintain insurance on behalf of any person who is or was an officer, trustee, employee, or agent of the corporation, or is or was serving at the request of the corporation as an officer, trustee, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE VII.

Finances

Section 1. FUNDS AND FINANCES: The funds of the corporation shall be deposited in its name with such bank or banks, trust company or trust companies, as the Board of Trustees may from time to time designate. The Board of Trustees shall annually consider and adopt a written investment strategy governing the endowment and funds of the corporation. All checks, notes, drafts and other negotiable instruments of

the corporation shall be signed by such officer or officers, agent or agents, and employee or employees, as the Board of Trustees may, from time to time, by resolution determine. No officers, agents or employees of the corporation, either singly, or together, shall have power to sign or authorize any check note, draft or other negotiable instrument in the name of the corporation or to bind the corporation thereby, except as in this Article provided.

ARTICLE VIII.

On-line Electronic Data and Information

Section 1. ON-LINE ELECTRONIC DATA AND INFORMATION: Domain name(s), Site(s), App(s), Database(s), Email(s), “place” pages, Google Business, Trip Advisor, Facebook Business page, etc., analytics, search consoles, and third-party analytics used by corporation, are registered to the corporation and have administrative access.

ARTICLE IX.

Amendments

Section 1. AMENDMENT OF BYLAWS: These By-laws may be amended, altered or repealed, in whole or in part, by a 70% majority vote of the Board of Trustees, expressed in writing, or at any regular or special meeting of the Board where such proposed action has been incorporated in the notice of the meeting or referred to in waiver of such notice duly signed by all the trustees entitled to vote at such meeting.

Article X.


Effective Date

Section 1. EFFECTIVE DATE: These Bylaws shall take effect immediately upon adoption.

DULY ADOPTED this 30 day of NOVEMBER, 2022

BOARD OF TRUSTEES OF THE COFFEEN LAND TRUST, INC.

By: _____

 DAVIO J. WELLS

David Wells, President