

Bylaws of Friends of the Museums of Florida History, Inc

Article I Name and Location

Section 1. The name of this corporation is Friends of the Museums of Florida History, Inc.

Section 2. The principal place for the transaction of the business and affairs of the Friends of the Museums of Florida History, Inc. (or "FMFH") shall be in Leon County, Florida, or at such other locations as determined by the Board of Directors (Board) and the principal office for the transaction of its business and affairs shall be at such place as designated by the Board.

Article II Purpose and Objective

Section 1. This corporation is organized exclusively for charitable or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the direct or indirect benefit of the Museum of Florida History, Department of State, Division of Cultural Affairs.

Section 2. The mission of the corporation shall be to enhance and perpetuate the programs, exhibits, collections, and historic sites managed by the Museum of Florida History, Division of Cultural Affairs for the people of Florida and its visitors. To fulfill this mission, the FMFH shall, on a statewide basis, assist and advise the Division of Cultural Affairs in the following ways:

(a) Develop and maintain general membership support for the purposes of the organization.

(b) Develop and provide staff services and merchandise, including, but not limited to, books, cards, stationery, postcards, and pamphlets for the gift shops at the Museum of Florida History, the Capitol, the Historic Capitol and other locations deemed appropriate by the corporation, Museum, Department of State, Division of Cultural Affairs.

(c) Provide support and recognition programs for Museum volunteers.

(d) Make expenditures, distributions and publications to or for the benefit of the Department of State, Division of Cultural Affairs, its museum programs and its support organizations organized pursuant to Florida Statutes Sections 265.703, 264.704, 265.707, and 265.709.

(e) Manage the James R. Knott Endowment and John Charles Knott Endowment through the establishment of an Endowment Committee, to administer the same for the purposes consistent with all applicable laws, the testamentary intent, respective bequests and the Articles of Incorporation.

ARTICLE III OWNERSHIP

Section 1. The FMFH shall not issue shares of stock, but a Certificate of Membership, which shall contain the statement, printed prominently upon the face of the Certificate, shall evidence membership in the FMFH that the FMFH is a non-profit corporation. No dividends shall be paid, and no part of the income of the FMFH shall be distributed to the Incorporators, Members, Board of Officers, except in accordance with the rules of the Internal Revenue Code, as amended, with respect to a 501 (c) (3) organization.

ARTICLE IV FISCAL YEAR AND CORPORATE SEAL

Section 1. The fiscal year of the FMFH shall be the July 1 - June 30. The period of its existence shall be perpetual.

~~Section 2. The Board shall provide a suitable corporate seal, which will be in circular form, embossed in nature and stating "Corporate Seal", "Florida", year of incorporation, the name of the FMFH and the non-profit status of the FMFH.~~

ARTICLE V MEMBERSHIP

Section 1. Members shall consist of any individual or business entity and shall be without the right to vote.

Section 2. The FMFH shall keep a true and accurate membership record listing names and addresses of all Members. The records shall be kept at the principal office of the FMFH. All members must immediately notify the Secretary of the FMFH, in writing, of change in their address.

Section 3. Memberships are for a one-year period and may be renewed annually. The membership categories shall be Individual, Family, Senior, Senior Family, Teacher, Teacher Family, and Student. The Board may establish additional categories from time to time.

Section 4. Membership in the FMFH shall be terminated in any one of the following manners:

(a) By voluntary written resignation accepted by the Board.

(b) By resolution of the Board, without cause.Â Such resolution shall be adopted by a majority vote at any meeting of the Board at which a quorum is present.

(c) By expulsion for any violation of these by-laws, or any rules or regulations adopted by the FMFH as determined by a majority vote at any meeting of the Board at which a quorum is present.

(d) By voluntary or involuntary dissolution of the Member, if the Member is a corporation, firm or other business entity.

Upon termination of Membership, all rights, titles and interests which a Member may have had or acquired in the FMFH shall immediately cease. Notwithstanding the foregoing, before any Membership shall cease against a Member's will, he/she shall be given an opportunity to be heard by the board.

Section 5. Termination of a Member for any reason shall not relieve that Member as to any existing financial obligation owed by the Member to the FMFH.

Section 6. Should any Member of the FMFH be a partnership, association or corporation, it shall designate, in writing, the name of the person authorized to represent it in relations with the FMFH and may from time to time designate such representative by written notice delivered to the FMFH. Each member of the FMFH shall have but one representative.

Section 7. Except as otherwise provided herein, Membership is not transferable or assignable.

Section 8. Any Member having been terminated and wishing again to become a member may be reinstated at any time by action of the Board, upon receipt of written application for such reinstatement, the advance payment of any dues for the period which such reinstatement becomes effective, with a showing satisfactory to the Board that the default which was the basis for the termination has been suitably corrected.

Section 9. No Member shall be considered to be in good standing if it is determined by a majority vote at a meeting of the Board, at which quorum is present, which he/she is delinquent in any of his/her financial obligations to the FMFH.

Section 10. No Member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises with the corporation, or any rights, interests or privileges which may be transferable or inheritable, to include the right to vote on matters relating to the corporate affairs of the FMFH or the membership of its Board of Directors.

ARTICLE VI FUNDS

Section 1. All monies received by the FMFH shall be used and administered for the purposes set forth in Article IV of the Articles of Incorporation of the FMFH and the bylaws, as the Board may from time to time determine. All determinations of the Board concerning the expenditures of funds so held for the Members shall be final and conclusive.

ARTICLE VII MANAGEMENT

Section 1. The business and property of the FMFH shall be managed by the Board, consisting of not less than three (3) or more than twenty-five (25) Directors who shall be appointed by the Secretary of State.

Section 2. The Board shall have control and management of the affairs of the FMFH, with authority to engage and discharge employees and agents of the FMFH, fix salaries, admit, suspend or expel members, create and appoint committees, and do everything necessary and desirable in the conduct of the business of the FMFH, and in accordance with the bylaws.

Section 3. Except as may be expressly provided otherwise in the bylaws, a majority of the Directors shall constitute a quorum for the transaction of all business at any meeting of the Board and affirmative vote of a majority of the Directors constituting such a quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these bylaws.

Section 4. The Board may authorize an Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the FMFH and such authority shall be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or other person shall have the power or authority to bind the FMFH by any contract or engagement to pledge its credit or to render it liable for any purpose or to any amount.

Section 5. The Board shall approve the expenditure of all monies from the funds of the FMFH, provided, however, that it may authorize a revolving fund as a petty cash fund for a series of small expenditures by the Chair prior to approval, but subject to ratification for proper corporate purposes.

Section 6. The Board shall designate the bank or banks for depository and drawing purposes. All funds request forms and checks over \$1000 issued by the FMFH should be endorsed by a serving board member.

Section 7. The term of office for the Directors of the FMFH shall be as follows:

(a) The Directors shall serve for a term of two (2) years and may serve additional consecutive two (2) year terms, upon approval of the Board.

(b) One-half (1/2) of the initial Directors shall serve for two years and one-half (1/2) shall serve for one year. In the event of an odd number of Directors on the first Board, the additional Director shall serve for two years.

A Director's term shall end on the expiration of same or until such time as a successor is appointed and/or until earlier resignation, death or removal.

Section 8. Each member of the Board shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy.

Section 9. Any Director may be removed as a Director by the Secretary of State in the Secretary's sole discretion.

Section 10. The Secretary of State shall appoint a Director to fill a vacancy which occurs on the Board by reason of death, resignation or removal. Such Director shall serve during the unexpired term of the Director whose position has become vacant.

Section 11. The Board may authorize the FMFH to pay expenses incurred by, or to satisfy judgment of fine rendered or levied against, a present or former director, officer or employee of the FMFH in an action brought by a third party against such person (whether or not the FMFH is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer or employee, or by the FMFH or by both; provided the Board determines in good faith that such director, officer or employee was acting in good faith within what he/she reasonably believed to be the scope of their employment or authority and for a purpose which he/she reasonably believed to be in the best interest of the FMFH or its members. Payments authorized hereunder include amount paid and expenses incurred in settling any such action or threatened action.

Section 12. Regular meetings, in addition to the Annual Meeting of the Board of Directors, may be established by action of the Board. No additional notice of such meetings will be required.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of adjournment.

The Chair, or any two (2) Directors may call special meetings of the Board.

The Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 13. Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or a Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the Directors, or all the Members of the Committee, as the case may be, is filed in the Minutes of the proceedings of the Board or of the Committee. Such consent will have the same effect as a unanimous vote.

Section 14. Two (2) consecutive unexcused absences from a regularly scheduled Board meeting by a director in a given fiscal year will constitute an automatic resignation.

Section 15. Board members must be and maintain a current membership in the Friends.

ARTICLE VIII OFFICERS

Section 1. The officers of the FMFH shall consist of a Chair, Chair-elect, Secretary and Treasurer who shall be appointed by the Directors at a regular of the Board. The Chair, Chair-Elect, Secretary and Treasurer shall be considered Directors by virtue of their positions. The officers shall serve for one (1) two-year term. Elections will take place at the last meeting of the fiscal year.

Section 2. The Executive Committee shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Past-Chair and Chair of the Endowment Committee. If the Past-Chair is no longer on the Board, then the Chair shall make a recommendation to the Board to fill that vacancy to be voted on by the Board.

Section 3. Except as provided in Section 2, officers shall serve until such time as a successor is elected and/or until earlier resignation, death or removal. Any officer elected or appointed may be removed by an absolute majority of the Board if, in their judgment, the best interest of the FMFH will be served.

Section 4. The Board shall elect an officer to fill a vacancy in an office. An officer elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor.

Section 5. The Board shall adopt formal position descriptions for the officers and committee chairmen.

ARTICLE IX CONFLICT OF INTEREST

Section 1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE X AMENDMENTS

Section 1. These bylaws may be repealed, amended or altered or new bylaws may be adopted by a majority vote at any meeting of the Board and approval of the Secretary of State.

Section 2. The Members shall be bound by and conform to all of these bylaws, as they exist at the time of their joining the FMFH, or as they may thereafter be changed or amended.

ARTICLE XI PROXIES

Section 1. There shall be no proxies of Directors.

ARTICLE XII DISSOLUTION

Section 1. Dissolution of the FMFH may be accomplished as provided in Section 617.1402, Florida Statutes.

The Board ratified these bylaws of the Friends of the Museums of Florida History, Inc., unanimously on October 4, 2011.

Friends of the Museums of Florida History, Inc.