

REVISED BY-LAWS

FORT MOSE HISTORICAL SOCIETY – AFRICAN AMERICAN COMMUNITY OF FREEDOM

CITIZEN SUPPORT ORGANIZATION

FORT MOSE HISTORIC STATE PARK

ARTICLE I – NAME AND LOCATION:

Section 1.0: The name of this Corporation is Fort Mose Historical Society – African American Community of Freedom, hereinafter referred to as the Fort Mose Historical Society (“Corporation”).

Section 2.0: The principal place of the transaction of the business and affairs of the Corporation shall be in St. Johns County, Florida, at Fort Mose Historic State Park, 15 Fort Mose Trail, Saint Augustine, Florida, 32084, or at such other location as determined by the Board of Directors and the principal office for the transaction of its business.

ARTICLE II – PURPOSE AND OBJECTIVES:

Section 1.0: The particular business and objectives of the Corporation are as follows:

- (a) To act as a non-profit corporation which functions as the Citizen Support Organization for the Fort Mose Historic State Park per the Agreement signed March 1, 2005, between the Corporation and the Department of Environmental Protection, Division of Recreation and Parks, and as such organization is defined and regulated by the Department of Environmental Protection of the State of Florida in order to generate and employ additional resources and support for and in the best interests of the Fort Mose Historical Society and the Fort Mose Historic State Park, through the following: work for preservation, protection and interpretation of the Fort Mose site and interpret the significance of the Fort Mose community for present and future generations, special work projects, special programs, special events, outreach programs, educational activities and communications, special exhibits, interpretive programs, fund raising activities and events, and guided tours as well as those activities or events which are designed to meet any additional needs of the Fort Mose Historical Society and the Fort Mose Historic State Park**
- (b) Generally to do all things and transact all business which any person or individual may lawfully do, not inconsistent with the rights and purposes of a non-profit corporation per Florida and Federal Statutes. Provided, however, the Corporation shall not engage in any activities prohibited under Chapter**

617, Florida Statutes, including, without limitation, those activities expressly prohibited under Section 617.0835, Florida Statutes.

- (c) The purpose of this Corporation is to act as a non-profit corporation under the laws of the State of Florida and the United States of America with no view to pecuniary gain or profit to its members and with no part of the income to be distributed to Members, Directors or Officers.
- (d) This Corporation shall be non-discriminatory, non-partisan, non-sectarian and shall not sponsor or support any legislative activities, positions, candidates or functions.

ARTICLE III – OWNERSHIP:

Section 1.0: Members. Members shall consist of any individual or business entity.

Section 2.0: Enrollment. The Corporation shall keep a true and accurate Membership Book listing the names and addresses of all Members. The Membership Book shall be kept at the principal office of the Corporation. All Members must immediately notify the Secretary of the Corporation in writing of any change in their address.

Section 3.0: Termination of Membership. Membership in this Corporation shall be terminated in any of the following manners.

- (a) By voluntary written resignation.
- (b) By resolution of the Corporation Board, without cause. Such resolution shall be adopted by a majority vote at a regular or special 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 Corporation.
- (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, title and interest which a Member may have had or acquired in the Corporation shall immediately cease, including, without limitation, the right to vote and otherwise participate in the Corporation. Notwithstanding the foregoing, before any Membership shall cease against a Member's will, he or she shall be given an opportunity to be heard by the Board, unless he or she is absent from St. Johns County at the time of termination.

Section 4.0: Effect of Termination. Termination of a Member for any reason shall not relieve that Member as to any existing financial obligation owed by that Member to the Corporation.

Section 5.0: Corporation and Other Business Entities. Should any Member of the Corporation be a partnership, association or corporation, it shall designate in writing the name

of the person authorized to represent it in its relations with the Corporation and may from time to time designate such representative by written notice delivered to the Corporation. Each Member of the Corporation shall have but one representative.

Section 6.0: Membership Not Transferable. Except as otherwise provided herein, membership is not transferable or assignable.

Section 7.0: Reinstatement. Any Member having been terminated and wishing again to become a member may be reinstated at any time upon receipt of written application for such reinstatement and the advance payment of any dues for the period in which such reinstatement becomes effective.

Section 8.0: Good Standing. No Member shall be considered to be in good standing if delinquent in any financial obligations to the Corporation.

Section 9.0: Rights. No Member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs of franchises with the Corporation, or any rights, interest or privilege which may be transferable, assignable or inheritable, or which shall continue if his or her membership ceases, or while he or she is not in good standing.

ARTICLE IV – FUNDS:

Section 1.0: Monies. All monies received by the Fort Mose Historical Society shall be used and administered exclusively for the direct or indirect benefit of the Fort Mose Historic State Park.

Section 2.0: Dues. Dues are to be payable annually in January, amount to be established by the Corporation Board. New Members applying for Membership shall submit dues with the membership application.

Section 3.0: Collection of Funds by Park Staff and Volunteers. Division and park staff are authorized to collect and deposit funds which have been collected on behalf of the Corporation from the sales of merchandise, donations, membership or any other funds. The handling of funds on behalf of the Society by park staff or volunteers shall be in conformance with specific accounting procedures as established in writing in the Society's Financial Policy. The Society funds must be kept separate and not co-mingled with State funds or placed in the park's cash register.

ARTICLE V – MANAGEMENT:

Section 1.0: Management of the Corporation. The business and property shall be managed by the Officers and Directors of this organization. The Board of Directors shall consist of thirteen (13) members in good standing. Seven directors to be elected in 2007 with four (4) to serve three (3) years, one (1) to serve two (2) years and two (2) to serve one (1) year. Officers of the Fort Mose Historical Society shall be: President, Vice President, Secretary and Treasurer.

Section 2.0: Management of Affairs. The Executive Committee, comprised of Officers and one director to be elected by the Board of Directors shall manage the affairs of the Corporation, with the authority to engage and discharge employees and agents of the Corporation, admit, suspend or expel Members, create and appoint committees and to do everything necessary and desirable to the conduct of the business of the corporation, in accordance with these By-Laws.

Section 3.0: Agreements. With the exception of Contracts entered into for specific instances, or for the purpose of specific instances, or for the purpose of supplying inventory for the gift shop, no Officer, agent or other person shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose, without Board approval.

Section 4.0: Designation of Depositories and Accounts. The Board shall designate the bank or banks for depository and drawing purposes. Investment funds, endowments and funds for projects in the Park's Unit Management Plan and approved by the Park's District Bureau Chief are to be maintained in separate bank accounts and not co-mingled with the Fort Mose Society's general checking or savings accounts.

Section 5.0: Term. The term of office for the Directors of the Corporation shall be as follows:

- (a) The terms for Directors elected in 2007 shall be three directors for a term of one (1) year, three directors for a term of two (2) years, and three directors for a term of three (3) years.
- (b) Thereafter, all Directors' terms shall be three (3) years.

A Director's term shall end on the expiration of same or until such time as a successor is elected and/or until earlier resignation, death or removal. Directors shall be elected by an annual meeting or special meeting of the membership called for such a purpose. Directors shall be elected by a majority vote of the Members who are present and in good standing at said meeting.

Section 6.0: Voting. Each Director shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy.

Section 7.0: Removal of a Director. Any Director may be removed from office by an absolute majority vote of the Directors present at any regular meeting of the Board. Notice of the proposed removal of a Director must be given to said Director in writing seven (7) days prior to the date of the meeting at which such removal is to be voted upon. Such notice of the Director must state the cause for proposed removal. Three consecutive unexcused absences shall be grounds for removal.

Section 8.0: Vacancies. Any vacancy occurring on the Board by reason of death, resignation, or removal of a Director shall be filled by a current Member of the Society in good standing within sixty (60) days by a majority vote of the Board of Directors at any of its regular meetings. Such appointee shall serve during the unexpired term of the Director whose position has become vacant or the Board may appoint within sixty (60) days an interim Director to serve until the next Annual Meeting of the Membership.

ARTICLE VI- OFFICERS:

Section 1.0: Officers. The Officers of the Corporation shall consist of: President, Vice President, Secretary and Treasurer. The Board of Directors shall elect officers from members of the Board of Directors.

Section 2.0: Vacancies. A vacancy occurring in any office shall be filled by the Board.

Section 3.0: Election of Directors. Election of Directors will take place at the Annual membership Meeting in October. Election of Officers shall take place at the first meeting of the Board of Directors after the Annual Membership Meeting. Newly elected Officers will take office the following January at the regular meeting of the Board of Directors. Officers shall serve for a period of one (1) year, or until such time as a successor is elected. A Nominating Committee of three (3) shall be appointed in July, reporting the slate of Directors at the September Meeting to the Corporation Board.

Section 4.0: President. The President shall be Chairperson of the Board and, as such, shall be the Executive Officer of the Corporation. The President shall preside over all meetings of the Board, and general meetings. He or she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect, and shall fix the time and place of all meetings. The President will appoint chairpersons to supervise all standing committees and shall be ex-officio of all standing committees, except the Nominating Committee.

Section 5.0: Vice President. The Vice President shall assist the President in the discharge of his or her duties as required and shall preside in all meetings and perform the duties of President in the absence or disability of the President or in the event the office of the President becomes vacant for any reason.

Section 6.0: Secretary. The Secretary shall keep minutes of all meetings, attend to all correspondence and file all papers for reference, also give all notices required by statutes, By-Laws or resolution.

Section 7.0: Treasurer. The Treasurer shall have responsibility for all funds of the Corporation and shall maintain them in accordance with Generally Accepted Accounting Principles (GAAP). The Treasurer in collaboration with the Finance Committee shall prepare the Society's Annual Budget for consideration by the Board at the first monthly meeting following the end of the Society's fiscal year. The budget should include all expected income sources and expenditures for the fiscal year

(July 1 – June 30) including those related to the implementation of the Annual Program Plan. Amendments to the budget and expenditures not included in the budget require the approval of the Board. The Treasurer shall receive invoices for payments and make payments from the appropriate bank accounts owned by the Corporation either by check or debit card. Any payment of \$300 or more shall require the signature of the Treasurer and either the President, Vice President or Secretary in order of precedent. All bank account statements are to be kept and maintained by the Treasurer and shall be open for review by the Board and Members of the Corporation. At each Board and Membership meeting, the Treasurer shall give a financial report which includes all income and expenditures per the approved budget as well as deposits and withdrawals from each of the bank accounts owned by the Corporation. The Treasurer shall be responsible for the preparation and filing of all required State and Federal financial and tax reports. These include the Annual Financial Report to the park within six (6) months of the close of the State's fiscal year; the Florida Division of Corporations Annual Report to the Secretary of State's office by May 1st each year, the annual Internal Revenue Service (IRS) Form 990 - Return of Organization Exempt from Income Tax by November 15th (the 15th day of the 5th month after the end of the State's fiscal year) and the annual Florida Solicitation of Contributions Registration renewal.

Section 8.0: The Corporation Board consisting of four (4) Executive Officers and nine (9) Directors shall be empowered to transact any and all business of the Corporation and shall control funds of the organization and shall consider and decide all questions of policy.

Section 9.0: Conflicts of Interests. Officers and Directors of the Corporation are to act and carry out their duties and responsibilities solely in the interests of the Corporation and the State's Department of Environmental Protection without regard to personal, financial or political interest or gain. Whenever an Officer or Director has a personal, financial or political interest, whether actual or the appearance of, in any matter coming before the Board of Directors, the Board shall ensure that:

- (a) The nature of the interest of such Officer or Director is fully disclosed to the Board of Directors.
- (b) Any transaction in which an Officer or Director has a personal, financial or political interest shall be duly approved by the members of the Board of Directors not so interested or connected as being in the best interests of the Corporation and the State's Department of Environmental Protection.
- (c) No interested Officer or Director may discuss, lobby or vote on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such a matter is voted upon. Any matter involving a conflict of interest shall be approved only when a majority of disinterested Officers and Directors determine that it is in the best interest of the Corporation and the State's Department of Environmental Protection to do so.
- (d) Any payment or compensation to the interested Officer or Director as a result of action taken by a majority of disinterested Officers and Directors shall be reasonable and shall not exceed fair market value.
- (e) The minutes of the meeting at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VII – COMMITTEES:

Section 1.0: Standing Committees. Standing Committees facilitate the Corporation in carrying out its duties, responsibilities and operations as the Citizen Support Organization for Fort Mose Historic State Park. A member of the Board of Directors shall be appointed by the President as the chairperson of each of the Standing Committees and will oversee, supervise and coordinate all activities of the committee to which he or she is appointed. The chairperson serves at the pleasure of the President.

(a) **Membership Committee:** The Membership Committee shall handle all matters pertaining to new and current members of the Society. These include:

- a. Maintaining and updating the membership application form;
- b. Ensuring that the membership form is available and accessible in both printed and online versions;
- c. Maintaining a digital and printed registry of all current members with contact information;
- d. Issuing of annual membership cards to members with designation on the card for the annual 12 free admission days to the Park's Visitors' Center;
- e. Issuing any materials required per the outline of membership benefits to new members in a timely manner;
- f. Distributing any Corporation or park communications to the membership body which may or may not include a newsletter in print or email form;
- g. Providing the Park Manager assigned to Fort Mose Historic State Park with a current list of members in good standing;
- h. Informing all current members by mail or electronically when membership dues are to be paid;
- i. Collecting membership dues and forwarding them to the Treasurer for deposit in the Society's regular bank account; and
- j. Advising and informing the Board of Directors of any issues related to membership in the Corporation.

(b) **Fundraising Committee:** The Fundraising Committee shall generate additional financial resources for events, programs, projects and other activities which are consistent with the Corporation being the approved Citizen Support Organization for the Fort Mose Historic State Park and the needs of the park as identified by the park manager, the Park Division or the Park District or as defined in the approved Park's Unit Management Plan. These may include the solicitation of charitable contributions in accordance with the Corporation's non-profit status from private individuals and corporations, the establishment of endowments, the development of projects under the State's Partnership in the Parks Program and the organization of special fundraising events. Fund raising activities for the fiscal year should be included in the Annual Program Plan and any financial resources required to plan, organize and implement these activities should be included in the Corporation's annual approved budget.

- (c) **Grants Committee:** The Grants Committee shall be responsible for identifying, proposing, applying and managing grants on behalf of the Corporation. Grants shall be consistent with the Corporation being the approved Citizen Support Organization for the Fort Mose Historic State Park and the needs of the park as identified by the park manager, the Division or the District or as defined in the approved Unit Management Plan. The Committee shall identify the sources of any required grant matching funds either in cash or kind. Matching funds for the grant should be included in the approved annual budget. The grant proposal and the budget shall be reviewed by the Treasurer and approved by the Society's Board of Directors, the park manager and the District office before the proposal is submitted to the granting agency or foundation.
- (d) **Program Committee:** The Program Committee shall be responsible for the development, monitoring and evaluating the Annual Program Plan of all the Society's proposed projects, activities and events during the fiscal year. The plan should include the specific location, date and time for each item in the Plan along with its financial and human resource requirements. The Committee should ensure that all the items in the Plan are included in the Corporation's annual approved budget. For each activity, project or event, the Plan should include the name of the Board Member or Corporation Member responsible for its planning, organization and implementation. The Plan shall be developed in close collaboration with the park manager and shall be submitted to the park for review and approval at the beginning of the State's fiscal year. Throughout the State's fiscal year, the Committee in collaboration with the park manager will monitor and evaluate projects, activities and events in the approved plan to ensure the achievement of their respective purposes and objectives.
- (e) **Finance Committee:** The Finance Committee shall be responsible for the provision of financial oversight. The Committee shall establish and review the Corporation's financial management policies and procedures to ensure adequate internal controls and conformance with the Corporation's status as a non-profit and the park's Citizen Support Organization. The Committee shall conduct quarterly financial reviews the results of which shall be reported to the Board with any recommendations for changes in the financial management system. The Committee in collaboration with the Treasurer will prepare the Annual Budget for approval by the Board and review prior to submission all required park, State and Federal financial and tax reports.

Section 2.0: Ad Hoc Committees. Ad Hoc Committees shall be initiated by the President in consultation with the Board of Directors to facilitate the operation of the various functions of the Corporation as the park's Citizen Support Organization. Such committees and their chairpersons will be appointed by the President as the need arises. At the beginning of the State's fiscal year, the President in consultation with the Board will review each Ad Hoc Committee to determine whether or not it continues to be needed.

ARTICLE VIII – MEETINGS:

Section 1.0: Meetings. Monthly meetings of the Board of Directors shall be held the first Tuesday of the month or at other times set by the President. The Annual Meeting of the Corporation shall be held in October.

Section 2.0: Other Meetings. Other meetings shall be held when necessary to conduct business of the Corporation. The President shall set times and dates for Board and General Membership Meetings.

Section 3.0: Quorum. A quorum for the transaction of business at a meeting of the Board of Directors shall be seven (7). A majority vote of the Directors present shall be necessary for the adoption of any matter voted upon by the Board. A quorum for the transaction of business in a Membership Meeting shall be all members in good standing who are present at such meetings. A vote of a majority of these votes cast by the members in good standing present at a meeting shall be necessary for the adoption of any matter voted upon by the Membership. Each member present and in good standing shall be entitled to one (1) vote.

ARTICLE IX – NOTICES:

Section 1.0: Notice. All notices required by law or by these or by present or future rules and regulations of the Corporation given to any Member or Officer of the Corporation shall be given:

- (a) By delivery of the notice to the Member personally, electronically or by telephone or
- (b) By U.S. mail delivery addressed to the Member or Officer at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

A statement signed by the Secretary to the effect that such notice has been given in one of the above-mentioned forms shall be sufficient evidence of the delivery of said notice.

Section 2.0: Waiver of Notice. Whenever any notice whatsoever is required to be given under law or under the provisions of the Articles of Incorporation of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X – PROXIES:

Section 1.0: Members may not vote by proxy.

ARTICLE XI – AMENDMENTS:

Section 1.0: Amendment. These By-Laws may be repealed, amended, or altered or new By-Laws may be adopted by a majority vote at any meeting of the Membership upon thirty days notice of the proposed amendments.

ARTICLE XII – INTERPRETATION OF BY-LAWS:

Section 1.0: Construction. In case of any doubt or difference of opinion in the construction of these By-Laws, it shall be the duty of the Corporation Board to determine the construction thereof and its decision, subject to the applicable law, shall be final.

Section 2.0: Conformity. The Members shall be bound by and conform to all these By-Laws, as they exist at the time of their joining the Corporation, or as they may thereafter be changed or amended.

ARTICLE XIII – DISSOLUTION:

Section 1.0: Dissolution of the Corporation may be accomplished as provided in Section 617.1402, Florida Statutes.

ARTICLE XIV – PARLIAMENTARY AUTHORITY:

Section 1.0: The rules contained in Robert's Rules of Order as revised shall govern the Board of Directors, Officers, Chairpersons of various committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with By-Laws of the Corporation or with any laws of the State of Florida or the United States of America.