



Proposed Bylaw Revisions

Fort Mose Historical Society

Presented to
FMHS Board of Directors
September 10, 2024

Bylaw Committee

Charles Ellis, President
Sedrick Lee, Vice President
Harold Dockins, Board Member
Jane Mahoney, Board Member & Chair
Michael Watkins, Park Manager & Advisor

Introductory Notes

High Level Changes

Corrections

- Official name of organization changed from 'Fort Mose Historical Society: African American Community of Freedom' to abbreviated version, as required by IRS
- Fiscal year corrected to calendar year, January 1 - December 31

Format

- Names and order of Articles changed to conform with general practice.

Clarifications

- Added clarity and definition in several sections.

Addition

- Addition of Article 9: Indemnification

Revised Order of Bylaws (to follow standard practice)

Article I: Name and Purpose

Article II: Membership

Article III: Board of Directors

Article IV: Officers

Article V: Committees

Article VI: Meetings

Article VII: Financial Management

Article VIII: Conflict of Interest

Article IX: Indemnification

Article X: Amendments

Article XI: Additional Provisions

Signature Page

Why Bylaws?

Bylaws serve as the foundational governing document for a nonprofit organization. They:

- Outline key business procedures, scope of authority, roles and responsibilities
- Provide a clear framework for decision-making and conflict resolution
- Promote consistency and accountability.
- Serve as a crucial guide for maintaining legal compliance and ensuring transparency in business operations

Board of Directors Responsibilities

All Directors of FMHS are legally bound to uphold these bylaws. By doing so they:

- Demonstrate commitment to sound governance;
- Safeguard the FMHS mission;
- Generate a stable foundation for Society operations;
- Build public trust; and
- Ensure sustainability and growth for FMHS

Process Notes

- The FMHS Board of Directors will be responsible for approving current bylaw revisions.
- We propose that bylaw revisions not be subject to approval by Members. Instead, all FMHS Members would receive a copy of the revised bylaws, as endorsed by the Board.

Significant Bylaw Revisions

Article	Notes
<p>Article I: Name and Purpose</p>	<p>Purpose of this Article: States Corporate ID and Mission</p> <p>Revisions -Abbreviated name, as required by IRS -Clarified mission and purpose</p>
<p>Article II: Membership</p>	<p>Purpose of this Article: Define Membership role, rights, processes and eligibility</p> <p>Revisions -Article name switched from ‘Ownership’ to ‘Membership’. Nonprofit corporations can’t be ‘owned’. Legally, they ‘belong’ to the general public and work for the ‘common good’. -Improved definition of Member roles, responsibilities, eligibility and processes. -Re-ordered Articles.</p>
<p>Article III: Board of Directors</p>	<p>Purpose of this Article: Define FMHS governance roles and processes</p> <p>Revisions -Article name switched from ‘Management’ to ‘Board of Directors’, as per standard practice. -Eliminated outdated wording in 5.0 (a), referencing actions taken in 2007. -Changed Management of the Corporation to reflect collective power of the Board of Directors and Officers. -Clarified election process for Directors and process for filling vacancies</p>
<p>Article IV: Officers</p>	<p>Purpose of this Article: Defines Officer roles, election process and responsibilities</p> <p>Revisions -This is now a separate article, following standard format. -Some detailed descriptions of financial process have been moved to Article VII: Financial Management. -Role of Executive Board is detailed.</p>
<p>Article V: Committees</p>	<p>Purpose of this Article: Define governance roles and processes</p> <p>Changes -Allows addition of Advisory Board, Audit Committee, or other committee if desired, but does not require. -‘One Voice’ committee would fall under Communication, so not included here.</p>

<p>Article VI: Meetings</p>	<p>Purpose of this Article: Define rules for BoD meetings and Annual Meeting; define requirement for recording meeting minutes.</p> <p>Changes -Incorporated Robert’s Rules into this Article (moved from another section)</p>
<p>Article VII: Financial Management</p>	<p>Purpose of this Article: Defines and describes core Financial Management roles and processes.</p> <p>Changes -This is a new Article. Sections have been gathered from several existing Articles, and listed here in a separate section.</p>
<p>Article VIII: Conflict of Interest</p>	<p>Purpose of this Article: Define factors creating conflict of interest and process for addressing.</p> <p>Changes -Most of this content is new. Some portions have been moved from other Articles.</p>
<p>Article IX: Indemnification</p>	<p>Purpose of this Article: Protecting Directors from any potential financial costs related to liability.</p> <p>Changes -This new bylaw, standard to most nonprofits, ensures that Directors and Officers of the corporation will be indemnified by the Corporation to the fullest extent permissible under the laws of Florida. Additionally, Directors shall not be held personally liable for debts, liabilities or other obligations of FMHS.</p>
<p>Article X: Amendments</p>	<p>Purpose of this Article: Process for amending bylaws.</p> <p>Changes -None.</p>
<p>Article XI: Additional Provisions</p>	<p>Purpose of this Article: Incorporates all remaining Articles.</p> <p>Changes -Combined several Articles, to streamline our document. -Slight changes in verbiage.</p>

**BY-LAWS
FORT MOSE HISTORICAL SOCIETY**

**CITIZEN SUPPORT ORGANIZATION
FORT MOSE HISTORIC STATE PARK
Effective Date: January 1, 2025**

ARTICLE I - NAME AND PURPOSE

1.01: Name

The name of this Corporation is Fort Mose Historical Society.

1.02: Place of Business

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.

1.03: Non-Profit Purpose and Policy

(a) Purpose

The purpose of the Fort Mose Historical Society (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 distributed to Members, Directors, or Officers.

(b) Policy of Non-Discrimination

This Corporation shall be non-discriminatory, non-partisan, and non-sectarian. It shall not sponsor or support any legislative activities, positions, candidates or functions.

1.04: Business and Objectives

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

(a) Main Objectives

To act as a non-profit corporation serving as the Citizen Support Organization for the Fort Mose Historic State Park, per the Agreement signed between the Corporation and the Department of Environmental Protection, Division of Recreation and Parks. This organization is defined and regulated by the Department of Environmental Protection of the State of Florida to generate and employ additional resources and support for the Fort Mose Historical Society and Fort Mose Historic State Park, a National Historic Landmark. These efforts include:

- Preservation, protection, development and interpretation of the historic Fort Mose site
- Interpretation of the significance of the Fort Mose community for present and future generations
- Special work projects, programs, and events
- Outreach programs and educational activities including guided tours
- Communications, special exhibits, and interpretive programs
- Fundraising activities and events

(b) General Activities

To do all things and transact all business that any person or individual may lawfully do, consistent with the rights and purposes of a non-profit corporation per Florida and Federal Statutes. The Corporation shall not engage in any activities prohibited under Chapter 617, Florida Statutes, including activities expressly prohibited under Section 617.0835, Florida Statutes.

ARTICLE II - MEMBERSHIP

2.01: Eligibility

Members shall consist of any individual or business entity having an interest in supporting the mission of Fort Mose Historical Society and Florida State Parks.

2.02: Enrollment

Enrollment is achieved through the submission of a Membership form, accompanied by initial dues payment. Members shall immediately notify the Secretary of the Corporation in writing of any change in their address.

(a) No Member shall have any vested right, interest or privilege in the assets or functions of the Corporation.

(b) Each Member of the Corporation shall have but one representative. Partnerships, associations or corporations shall designate the name of a representative in writing, along with contact information.

(c) Membership is not transferable or assignable. No Member shall have 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.

2.03: Good Standing

Requirements for status of 'good standing' include:

(a) Adherence to all published regulations of FL State Parks and Fort Mose Historical Society.

(b) Timely payment of Membership dues; no Member shall be considered to be in good standing if delinquent in any financial obligations to the Corporation. With the exception of Lifetime Membership, dues are to be payable annually, amount to be established by the Corporation.

2.04: Termination of Membership

Membership in this Corporation can be terminated through:

(a) Voluntary resignation: A member may resign by submitting a written notice.

(b) Board resolution: The Corporation Board may terminate membership for violations of the Bylaws or the SPF Volunteer Agreement. This requires a majority vote at a regular or special Board meeting where a quorum is present. Before any Membership shall cease against a Member's will, he or she shall be given an opportunity to be heard by the Board.

(3) Expulsion or dissolution: Membership may be terminated due to expulsion for any rule violations or by the voluntary/involuntary dissolution of the Member, if the Member is a corporation, firm, or other business entity.

2.05: Conditions of Termination

Conditions of Membership termination include:

(a) Cessation of Interests

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.

(b) Continuation of Existing Financial Obligations

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

2.06: 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, advance payment of any dues for the period in which such reinstatement becomes effective and approval of the Board of Directors.

2.07: Records

The Corporation shall keep a true and accurate Membership record listing the names and addresses of all Members. The Membership Book shall be managed by Membership Chair and maintained through the principal office of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

3.01: Management of the Corporation

The business and property shall be managed by the Board of Directors of this organization. The Board of Directors shall consist of fifteen (15) members in good standing, including eleven (11) Directors and four (4) Officers. Officers shall be designated President, Vice President, Secretary and Treasurer.

3.02: Management of Affairs

(a) Role of Board of Directors

The Corporation's Board of Directors (BoD) shall be empowered to transact any and all business of the Corporation, control funds of the organization and consider and decide all questions of policy. This includes 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 bylaws.

Key duties of the Board of Directors shall include but not be limited to: strategic planning; financial oversight and monitoring; audit management; staff and volunteer enlistment, management and evaluation; program approval and evaluation; risk management and risk mitigation strategies; board orientation and development; succession planning; policy development and oversight; fundraising strategy; donor relationships; public relations; and ensuring compliance with Park requirements, legal standards including filing of mandated reports and ethical standards. The Corporate Board of Directors also monitors program effectiveness and manages risks to ensure the organization's sustainability and accountability. It regularly conducts self-assessment, in order to ensure high levels of performance and effectiveness.

(b) Role of Executive Committee

The Board of Directors may establish a standing Executive Committee (EC)/Executive Board (EB) which functions as a steering committee and extension of the Board of Directors. The EC/EB prioritizes issues for the full board to address.

The EC acts on rare occasions when the entire board cannot. As applicable or required in case of an emergency when time is of the essence; the EC may make decisions between meetings and resolve any urgent issues facing the organization. The EC is ultimately accountable to the BoD.

The EC shall submit regular meeting minutes, documentation and a record of votes to the BoD.

3.03: Election of Directors

The election of Directors shall include:

(a) Nominating Committee

A Nominating Committee of three (3) shall be appointed in July, reporting the slate of Directors to the Corporation Board at the September meeting. Nominations may be submitted to the Committee by any Director, either in written form before the September meeting of the Board or during discussion at the September meeting.

(b) Voting

Election of Directors will take place at the Annual membership Meeting in October 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.

3.04: Term

The term of office for the Directors of the Corporation shall be three (3) years.

(a) Installation

Newly elected Directors will take office the following January at the regular meeting of the Board of Directors.

(b) Term Expiration

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.

3.05: 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.

(a) Appointment

Vacancies in the Board of Directors shall be filled by a vote of the majority of remaining members of the Board, within sixty (60) days.

(b) Interim Term

Such appointee shall serve for the balance of the term of the Director being replaced. Each Director appointed to fill a vacated Board position shall stand for election, for the balance of the term, with the next slate of candidates presented to the membership.

3.06: 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.

ARTICLE IV – OFFICERS

4.01: Officers

The Officers of the Corporation shall consist of: President, Vice President, Secretary and Treasurer.

(a) Election and Term of Office

The Board of Directors shall elect officers from members of the Board of Directors. Election of Officers shall take place at the first meeting of the Board of Directors after the Annual Membership Meeting (November 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.

(b) Vacancies

A vacancy occurring in any office shall be filled by the Board. An Officer elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor.

4.02: Role Descriptions

Formal role descriptions are as follows:

(a) President

The President is accountable for implementing the Board's policies and strategic plan, ensuring that the Corporation remains true to its mission and goals. He/she shall be Chairperson of the Board and Executive Officer of the Corporation, supervising the affairs of the Corporation and activities of its Directors. The President shall preside over all meetings of the Board. He/she shall have general and active management of the business of the Corporation, ensuring that all orders and resolutions of the Board are carried into effect. The President shall fix the time and place of all meetings, appoint chairpersons to supervise all standing committees and serve as an ex-officio member of all standing committees except the Nominating Committee.

(b) 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. When so acting, he/she shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed respectively by the Board of Directors or the President. The Vice President shall normally accede to the office of President in case of a vacancy.

(c) Secretary

The Secretary shall keep minutes of all meetings of the Board and Executive Board. He/she shall archive and maintain minutes of all official meetings of the Board and Committees, and all official documents. He/she shall attend to all correspondence and issue all notices required by statutes, bylaws or resolution. Upon request, the Secretary will also grant access to corporate documents, as defined in Article 11: Miscellaneous. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.

(d) Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, and shall maintain them in accordance with Generally Accepted Accounting Principles (GAAP). He/she shall receive and give receipts for monies due and payable to the Corporation from all sources, and deposit all such monies in the name of the Corporation in banks or other depositories authorized by the Board of Directors. 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.

The Treasurer shall receive invoices for payments and make payments from the appropriate bank accounts owned by the Corporation either by check or credit card. He/she shall maintain adequate and correct accounts of the corporation's properties and business transactions including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Each month, the Treasurer shall issue a financial report that 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 establish and serve as Chairperson of the Finance Committee. In collaboration with the Finance Committee, the Treasurer 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 shall include all expected income sources and expenditures for the fiscal year (January 1- December 31) 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 exhibit at all reasonable times the books of account and financial records to any Director of the corporation, upon request.

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 May 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.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by Articles of Incorporation or these bylaws. The Treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or designee to perform all or part of the duties assigned.

4.03: Removal of Officers

Any Officer may be removed by an absolute majority of the Board if it is determined that the best interests of the Citizen Support Organization and Fort Mose Historic State Park will be served.

ARTICLE V: COMMITTEES

5.01: Right to Establish

The Board of Directors may establish committees as needed.

5.02: Standing Committees

Standing Committees assist 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 Committee. Chairpersons will oversee, supervise and coordinate all activities of the committee to which they are appointed. The chairperson serves at the pleasure of the President.

(a) Membership Committee

The Membership Committee shall adopt a plan to address membership needs, strategies and requirements. This plan is to be presented to the Board of Directors for approval. Tasks include:

- Recommending Membership policies, recruitment and retention strategies and business processes and procedures to the Board of Directors, for approval.

- Issuing a Membership report indicating both enrollments and trends, at each meeting of the Board of Directors and the Annual Meeting of the Membership. Regularly updating the Board of Directors on issues related to membership in the Corporation.

- Overseeing Membership marketing and communication initiatives, as per the annual Membership plan. This includes communications in both digital and print format and contributions to the quarterly newsletter.

- In coordination with the corporate Membership Chair, the Membership Committee will manage operational issues related to Membership including: serving as business owner of the MemberPress digital platform, ensuring that platform operation and messaging is optimal; maintaining the membership application form, ensuring that the form is available and accessible in both printed and online versions; maintaining a digital and printed registry of all current members with contact information; issuing annual membership cards to Members; fulfilling any/all enrollment incentives, in a timely manner; providing the Park Manager assigned to Fort Mose Historic State Park with a current list of members in good standing; informing all current members by mail or electronically when membership dues are to be paid; overseeing collection of membership dues, ensuring that these are deposited in the appropriate corporate account; conducting an annual assessment of the Membership program and formulating an annual plan.

(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 CSO Handbook and Unit Management Plan. These may include, upon approval of the Board:

- Solicitation of charitable contributions in accordance with the Corporation's non-profit status from private individuals and corporations;

- Establishment of endowments;

- Development of projects under the State's Partnership in the Parks Program; and

- Organization of special fundraising events.

Fundraising activities for the fiscal year should be included in the Annual Program Plan. These should include a listing of financial and human resources required to plan, organize and implement these activities. Details of the plan 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. Grant applications should support Corporate bylaws, annual plans and

budget as well as the needs of the park as identified by the Park Manager, the Division or the District and 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. A designated Grant Manager is required for each grant request.

(d) Program Committee

The Program Committee shall be responsible for developing, monitoring and evaluating the Annual Program Plan detailing the Society's proposed projects, activities and events for 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 shall 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 shall 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 before 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 and Budget Committee

The Finance and Budget Committee shall be responsible for developing and reviewing fiscal procedures and annual budget, and for 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 a Citizen Support Organization for Fort Mose Historic State Park. 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. All corporate expenditures must remain within budget, and the Board of Directors must approve any major budget changes.

(f) Audit Committee

The Audit Committee shall be appointed by the President. A member of the Board or Directors shall serve as Chair. Audit Committee members may include Board members and/or Members at Large. The Audit Committee shall periodically conduct a review of the procedures to ensure that adequate fiscal controls are in place and that Fort Mose Historical Society is in good financial health. The committee is responsible for oversight of the finances and shall include the following:

- a. Certify that FMHS accounts for its funds in accordance with generally accepted accounting principles and that a documented audit of the organization's fiscal operation is completed annually in accordance with generally accepted accounting standards.
- b. Ensure that no funds are spent on political activity, lobbying or other forms of advocacy.
- c. Certify that the contributions are effectively used for the announced purpose of the organization.
- d. Review and certify the completed copy of the organizations IRS Form 990, including signature, with the application regardless of whether or not the IRS requires the organization to file this form.

e. Review and verify a computation of the organizations percentage of total support and the revenue spent on administration and fundraising.

f. Review and verify that the organization prepares and makes available to the public upon request an annual report that includes full description of the organization's activities and supporting services and identifies its Directors and chief administrative personnel.

5.03: 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 Citizen Support Organization for the Park. 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 VI - MEETINGS

6.01: Meeting of Board of Directors

Meetings of the Board of Directors shall be held on the second Tuesday of every other month, or at other times set by the President.

(a) Quorum

A quorum for the transaction of business at a meeting of the Board of Directors shall be eight (8). A majority vote of the Directors present shall be necessary for the adoption of any matter voted upon by the Board.

(b.) Voting

Each Board member present and in good standing shall be entitled to one (1) vote.

6.02: Annual Meeting

The Annual Meeting shall take place each October.

(a) Quorum

A quorum for the transaction of business in a Membership Meeting shall be all members in good standing who are present at such meetings.

(b.) Voting

Each Member present and in good standing shall be entitled to one (1) vote. A vote of a majority of Members in good standing shall be necessary for the adoption of any proposal.

6.03: Ad Hoc Meetings

The President shall convene other meetings as necessary, in order to conduct business of the Corporation.

6.04: Meeting Notices

(a.) Delivery

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 delivered personally, electronically, by telephone or by U.S. mail addressed to the Member or Officer at his or her address

as it appears on the records of the Corporation, with postage thereon prepaid. Notices require a minimum of 2 (two) weeks advance notice.

(b.) Confirmation

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.

(c.) 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.

6.05: Parliamentary Authority: Robert's Rules of Order

The rules contained in current Robert's Rules of Order 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 bylaws of the Corporation or with any laws of the State of Florida or the United States of America.

6.06: Assent and Dissent

-A director who is present at a meeting at which an action on a corporate matter is taken is presumed to have assented to such action, unless the director expressly dissents. A valid dissent must be entered in the meeting minutes.

6.07: Meeting Minutes

As per requirements of the CSO Handbook, all boards and committees must record regular minutes of their meetings. Minutes are to be submitted to the Secretary, and will be stored with Board meeting minutes in the designated repository.

ARTICLE VII - FINANCIAL MANAGEMENT

7.01: Fiscal Accountability

(a) Authority

The Board of Directors shall be empowered to transact any and all business of the Corporation, to control funds of the organization and to consider and decide all questions of policy.

(b) Use of Funds

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.

7.02: Contracts

The Board may authorize any Officer or Officers to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, providing that such authority shall be 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 Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or to any amount.

7.03: Expenditures

(a) Threshold

In order to uphold accountability and transparency, all expenditures exceeding \$500 require Board approval. Expenditures falling below the \$500 threshold require approval of the Executive Board. During the scheduled meetings, the entire board will ratify these through acceptance of the financial report.

(b) Signatures

Any payment of \$300 or more shall require the signature of the Treasurer and be countersigned by either the President, Vice President or Secretary in order of precedent.

(b) Payments and Reimbursements

All disbursements for goods and services should be paid by check whenever possible. Reimbursements may be made for documented expenditures. A written explanation should accompany a receipt.

7.04: Deposits

All funds received by the Corporation shall be deposited in a timely way to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.05: Collection of Funds by Park Staff

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.

7.06: Gifts

(a) Acceptance

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or device for the general purpose or for any special purpose of the Society.

(b) Right to Decline

The CSO reserves the right to decline any financial commitment, gift or bequest, and to determine how a gift will be credited and/or recognized. All donations shall be unrestricted gifts unless: (1) the donor indicates that he/she is willing to make a restricted gift only; or (2) the option of a restricted gift will otherwise significantly increase the chances of obtaining a gift from the donor. In drafting instruments for the gift of restricted funds to the CSO, donors and their advisors shall be encouraged to use language that would permit application of the gift to a more general purpose if, in the opinion of the Board, the designated purpose is no longer feasible.

(c) Confidentiality

All information about donors and prospective donors, including, but not limited to their names, the names of their beneficiaries, the nature and amounts of their gifts, and the sizes of their estates will be kept strictly confidential by the CSO and its representatives, unless the donor grants permission to release such information. All requests by donors for anonymity will be honored, except to the extent that the CSO is legally required to disclose the identity of donors.

7.07: 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.

7.08: Investment

Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

7.09: Annual Financial Report Requirements.

The Board of Directors shall ensure that an Annual Report is sent to all Directors within 45 days of the end of the Corporate fiscal year. The report shall contain the following information:

- (a) Assets and liabilities of the corporation, at year's end.
- (b) Principle changes in assets and liabilities, during the fiscal year.
- (c) Expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (d) Record of assets, liabilities, disbursements, gains and losses.

ARTICLE VIII - CONFLICT OF INTEREST

8.01: Policy

(a) Appropriate 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.

(b) Compensation

Compensation for service as a Director is prohibited.

8.02: Procedures

Whenever an Officer or Director has a personal, financial or political interest in any matter coming before the Board of Directors, whether actual or the appearance of, the Board shall ensure that:

(a) Disclosure

The nature of the interest of such Officer or Director is fully disclosed to the Board of Directors.

(b) Review and Approval

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) Interest and Influence

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) Minutes

The minutes of the meeting at which such votes are taken shall record such disclosure, abstention and rationale for approval.

8.03: Violations

If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IX - INDEMNIFICATION

9.01: Indemnification

The Corporation shall indemnify all Officers and Directors of the Corporation to the full extent permitted by the Florida Not for Profit Corporation Act.

9.02: Policy

The Corporation shall purchase insurance for such indemnification of Officers and Directors to the full extent as determined from time to time by the Board of Directors of the Corporation.

ARTICLE X - AMENDMENTS

Section 1.0: Amendments

These bylaws may be repealed, amended or altered, or new bylaws may be adopted at any official meeting of the Board of Directors. A majority vote is required, upon thirty days' notice of the proposed amendments.

ARTICLE XI - ADDITIONAL PROVISIONS

11.01: Interpretation of Bylaws

(a) Construction

In case of any doubt or difference of opinion in the construction of these bylaws, 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.

(b) Obligation to Conform

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

11.02: Dissolution

(a) Decision

Dissolution of the Corporation will require a two-thirds (2/3) majority vote of the Board of Directors. In the event dissolution is contemplated, at least fourteen (14) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

(b) Distribution of Assets

In the event of dissolution of the Corporation, the Board of Directors, shall after payment of all liabilities of the Corporation, dispose of the assets of the Corporation as pursuant to Section 617.1402, Florida Statutes.

CERTIFICATION

This is to certify that these Bylaws of the FORT MOSE HISTORICAL SOCIETY, INC. have been duly adopted by the Board of Directors on _____.
Date

FMHS Secretary

Date