

**THIRD AMENDED BYLAWS OF
FORT KING HERITAGE ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I. GENERALLY

- 1.1. **Generally.** These Bylaws constitute the bylaws adopted for the Fort King Heritage Association, Inc, a Florida not for profit corporation (the "Corporation"), for the regulation and management of its affairs.
- 1.2. **Purpose.** The Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.
- 1.3. **Charitable Purpose.** The Corporation is organized exclusively for the purposes set forth in its Articles of Incorporation.
- 1.4. **Office.** The principal office of the Corporation shall be established and maintained at stated in its Articles of Incorporation as presently existing or hereafter amended.

ARTICLE II. MEMBERS

- 2.1. **Qualifications of Members.** Any individual, corporation or other entity seeking to promote the Corporation's purpose may become a member of the Corporation by:
 - 2.1.1. Paying dues, as set forth herein;
 - 2.1.2. Providing such additional information (e.g., name, address, telephone number, email address, etc.) as may be requested by the Corporation; and
 - 2.1.3. Meeting such other requirements as the Board of Directors may hereafter establish.
- 2.2. **Members' Dues**
 - 2.2.1. The annual dues payable to the Corporation by Members will be in such amounts as may be determined from time to time by resolution of the Board of Directors.
 - 2.2.2. The Board of Directors may establish different amounts of dues for individuals and entities.
 - 2.2.3. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on the first day of each fiscal year. Annual dues of new Members joining during a year will not be prorated.
- 2.3. **Members' Rights.** Members of the Corporation shall have the right to attend any and all meetings scheduled by the Board of Directors of the Corporation. However, members shall have no right to vote at said meetings and may only participate in the meeting as permitted by the Board or the President.

- 2.4. **Nonassignable.** Membership in the Corporation is nontransferable and nonassignable.
- 2.5. **Termination of Membership.**
- 2.5.1. Membership in the Corporation will terminate on any of the following:
- a. Receipt by the Corporation of the written resignation of a Member, executed by such Member.
 - b. The death of a Member.
 - c. The failure of a Member to pay dues, on or before their due date.
 - d. For cause, as determined by the Board.
 - e. Any other reason for which membership in a not for profit corporation may be terminated under Florida law.
- 2.5.2. Before a membership terminates for any reason other than the resignation or death of the Member, the Member will be given an opportunity to be heard and present evidence before the Board of Directors. A Member terminating membership status for reasons other than death shall be automatically reinstated if the cause of termination is corrected before formal adoption by the Board of Directors of a resolution acknowledging such termination.
- 2.6. **Annual Meeting.** The Corporation shall hold an Annual Meeting of the Members of the Corporation in November of each year or at such other time and place designated by the Board of Directors of the Corporation.
- 2.7. **Special Meetings.** Special meetings of the Members shall be held when directed by the President or the Board of Directors, or when requested in writing by not less than 30% of all Members. A meeting requested by Members shall be called for a date not less than 10 days or more than 30 days, after the request is formally presented to the Secretary. Upon receipt of the Special Meeting request, the Secretary shall issue and post a notice of the Special Meeting, unless the President or Board of Directors shall designate another person to do so.
- 2.8. **Place.** Meetings of Members shall be held at the principal place of business of the Corporation or at such other place as may be designated by the Board of Directors including any facility owned or operated by Marion County, a political subdivision of the State of Florida (the "County").
- 2.9. **Quorum.** As members have no authority to vote, there is no quorum requirement for a meeting of Members.

ARTICLE III. DIRECTORS

- 3.1. **Board of Directors.** The business of the Corporation shall be managed and its corporate power exercised by a Board of Directors, each of whom shall be of full age. It shall not be necessary for Directors to be Members or residents of the state of Florida.
- 3.2. **Election and Term of Directors.**

- 3.2.1. The Directors serving at the time of the adoption of these Bylaws and those added, if any, at the organizational meetings of the Directors, shall continue to serve until the second annual meeting of the Board of Directors following the adoption of these Bylaws. Thereafter, the following provisions shall apply.
 - 3.2.2. All Directors not up for election shall nominate, by a majority vote, a slate of directors to fill the seats that are up for election.
 - 3.2.3. The nominated Directors shall be elected as a slate by a majority vote of the Fort King Trustees in attendance at the Annual Meeting of the Members.
 - 3.2.4. Each Director elected shall hold office until its successor has been elected and qualified, or until its prior resignation, removal, or death.
 - 3.2.5. Each Director shall serve a two-year term, but the terms should be staggered such that no more than fifty percent plus one of the board is subject to election in any year.
 - 3.2.6. There shall be reserved on the Board of Directors, a permanent Director seat for the National Society Daughters of the American Revolution, Ocala Chapter No. 3-053-FL, Inc. (DAR) This seat shall have no limitation on the term of appointment and the appointee to this seat shall be designated by the DAR through appointment by the DAR Regent and ratified by the Fort King Heritage Association by a majority vote of the Board of Directors.
- 3.3. **Removal of Directors.** A Director may be removed from office pursuant to the procedures established by law (currently Section 617.0808(1), Florida Statutes).
- 3.4. **Vacancies.** If the office of any Director, member of a committee or other officer becomes vacant, including a vacancy resulting from an increase in the numbers of Directors, the remaining Directors in office, though less than three or less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until its successor shall be duly chosen.
- 3.5. **Number of Directors; Newly Created Directorships.** The authorized number of Directors shall not be less than three or more than fifteen. The number of Directors may be increased by: amendment of these Bylaws; or by the affirmative vote of the Directors, at the annual meeting, or at a special meeting called for that purpose, and by like vote the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.
- 3.6. **Resignation.** A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation of such officer shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.
- 3.7. **Quorum of Directors and Voting.** A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

- 3.8. **Place and Time of Board Meetings.** The Board of Directors may hold its meeting at the office of the Corporation or at such other places, either within or without the State of Florida as it may from time to time determine.
- 3.9. **Telephone Meetings.** Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.
- 3.10. **Regular Annual Meeting.** A regular annual meeting of the Board shall be held without notice immediately following the Annual Meeting of Members at the place of such Annual Meeting of Members. The Board is required to adopt a budget for the following fiscal year at this meeting.
- 3.11. **Special Meetings.** Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon at least three days notice to each Director; special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.
- 3.12. **Compensation.** No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board, a fixed sum and expenses for actual attendance, at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.
- 3.13. **Executive Committee.** The Board may appoint an Executive Committee to consist of three or more Directors to be appointed by the Board. Such Committee shall have and exercise the authority as delegated by the Board of Directors. However, no such Committee shall have the authority of the Board to affect any of the following:
- 3.13.1. Filling of vacancies in the Board.
 - 3.13.2. Adoption, amendment, or repeal of Bylaws.
 - 3.13.3. Amendment or repeal of any resolution of the Board.
 - 3.13.4. Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.
- 3.14. **Other Committees.** The Board of Directors may appoint other committees with such rights and duties as it deems fit.
- 3.15. **Removal and Resignation.**
- 3.15.1. Any Director elected by the Trustees, or appointed by the Board, may be removed by the Board, by majority vote, with or without cause.
 - 3.15.2. In the event of the death, resignation or removal of a Director, the Board in its discretion may appoint, by majority vote, a successor to fill the unexpired term.

- 3.15.3. A Director may resign at any time by delivering a written notice to the Corporation.

ARTICLE IV. FORT KING TRUSTEES

- 4.1. **Trustees.** The Board of Directors, and those entities designated herein, shall appoint individuals, each of whom shall be full age, to serve in the position of "Fort King Trustee." It shall not be necessary for a Fort King Trustees to be Members or residents of the state of Florida. The Board shall establish the number of Trustees on an annual basis.
- 4.2. **Removal of Trustees.** A Trustee may be removed from office pursuant to a majority vote of the Board of Directors.
- 4.3. **Compensation.** No compensation shall be paid to Fort King Trustees. Nothing herein contained shall be construed to preclude any Fort King Trustee from serving the Corporation in any other capacity and receiving compensation therefor.
- 4.4. **Attendance at Meetings and Voting.** Fort King Trustees shall be entitled to attend and engage actively in any meeting held by the Corporation with the same authority as a Board member with the exception that Fort King Trustees have no right to vote on matters being considered by the Board. The sole and exclusive right to vote extended to Fort King Trustees is the election of Board Members.
- 4.5. **Duration of Term.** Fort King Trustees shall serve for a term of three years. Fort King Trustees appointed by the Board may not be reappointed to serve more than two consecutive terms.
- 4.6. **No Fiduciary Relationship.** The term Trustee as used herein, is used as a title only and is not intended, and should not be considered, to create any fiduciary relationship, in any form, manner, or fashion.
- 4.7. **Automatic Appointment of Fort King Trustees.** Without action by the Board, the following entities are hereby provided the authority to appoint one individual to the position of Fort King Trustee. Individuals appointed by the following entities shall have no limitation on the number of terms they may serve.
- 4.7.1. City of Ocala, Florida.
- 4.7.2. Marion County, Florida.
- 4.7.3. The Marion County Public School System.
- 4.7.4. The Seminole Tribe of Florida.

ARTICLE V. OFFICERS

- 5.1. **Officers, Election and Term.**

- 5.1.1. The Board may elect or appoint a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.
- 5.1.2. The officers added at the organizational meetings of the Directors, shall continue to serve until the second annual meeting of Directors following the adoption of these Bylaws. Thereafter, the following provisions shall apply.
- 5.1.3. All officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting of Members and until their successors have been elected or appointed and qualified.
- 5.1.4. Any two or more offices may be held by the same person.

5.2. Removal and Resignation.

- 5.2.1. Any officer elected or appointed by the Board may be removed by the Board with or without cause.
- 5.2.2. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect a successor to fill the unexpired term.
- 5.2.3. An officer may resign at any time by delivering a written notice to the Corporation.

5.3. Duties. The officers of the Corporation shall have the following duties:

- 5.3.1. The President shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the Members and Board of Directors.
- 5.3.2. In absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order of their appointment) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- 5.3.3. The Secretary shall have custody of and maintain all of the corporate records except the financial records; shall record the minutes of all meetings of the Members and Board of Directors, send all notices of all meetings and perform such other duties as may be prescribed by the Board of Directors or the President.
- 5.3.4. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of Members and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

ARTICLE VI. BOOKS AND RECORDS

- 6.1. **Books and Records.** The Corporation shall keep records to the extent required by law (currently Section 617.1601, Florida Statutes).
- 6.2. **Members' Inspection Rights.** The Corporation's records may be inspected by Members pursuant to applicable law (currently Section 617.1602, Florida Statutes).
- 6.3. **Financial Reports for Members.** The Corporation shall provide financial reports to Members pursuant to applicable law (currently Section 617.1605, Florida Statutes).

ARTICLE VII. CORPORATE SEAL

- 7.1. **Seal.** The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "Corporate Seal, Florida." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for Members or on any corporate obligation for the payment of money may be facsimile, engraved or printed.

ARTICLE VIII. EXECUTION

- 8.1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 8.2. **Checks.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.
- 8.3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 8.4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX. NOTICE AND WAIVER OF NOTICE

- 9.1. **Notice.** Notice of meetings and other notices to Members, Fort King Trustees, or Directors shall be provided in accordance with law (currently Section 617.0141, Florida Statutes). For purposes of the foregoing:
 - 9.1.1. If notice is provided by U.S. mail or email, each Member or Director acknowledges and agrees that notice may be provided to the most recent mailing address or email address provided by the Member, Fort King Trustee, or Director to the Corporation, and it shall be the Member's, Fort king Trustee's, or Director's obligation to update such addresses if they change.

- 9.1.2. Notice may be posted on an internet web page maintained by the Corporation or the County and, by becoming a Member, Fort King Trustee, or Director of the Corporation, each Member, Fort King Trustee, or Director agrees to consult such web page for notices. If the Corporation provides notice in such manner, it shall, by separate notice hereafter given by U.S. Mail or email, provide the Members, Fort King Trustees, and Directors with the URL (i.e. web page address) for the web page, or such URL may be contained in an application for membership or similar document.
- 9.2. **Waiver.** Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the Corporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time state therein, shall be deemed equivalent thereto.
- 9.3. **Action by Directors Without a Meeting.** Any action required or permitted to be taken by the Board of Directors or a committee of the Board at a meeting may be taken without a meeting, without prior notice, and without a vote if all the members of the Board or the committee take the action, each director or committee member signs a written consent describing the action taken, and the consents are filed with the records of the Corporation.

ARTICLE X. MISCELLANEOUS

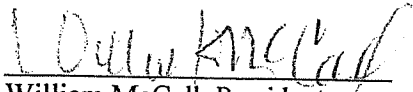
- 10.1. **Indemnification.** The Corporation shall indemnify its Directors, Fort King Trustees, Officers, employees and agents to the extent permitted by applicable law (currently Section 617.0831, Florida Statutes).
- 10.2. **Fiscal Year.** The fiscal year shall begin the first day of in each calendar year.
- 10.3. **Compensation.** The Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Corporation shall be distributed to its Members, Fort King Trustees, Directors, or Officers.
- 10.4. **Corporate Assets.**
- 10.4.1. No Member, Fort King Trustee, or Director may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.
- 10.4.2. Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, shall be distributed in the manner set forth in the Articles of Incorporation.
- 10.5. **Construction.** Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

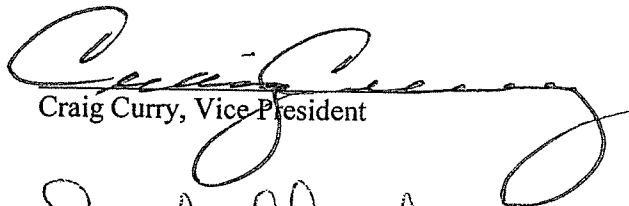
ARTICLE XI. AMENDMENTS

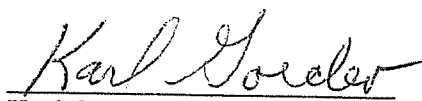
- 11.1. **Method of Amendment.** These Bylaws may be amended by the affirmative vote of a majority of the Directors entitled to vote at any annual meeting of the Directors, or at any special meeting thereof if notice of the proposed amendment is contained in the notice of such special meeting.

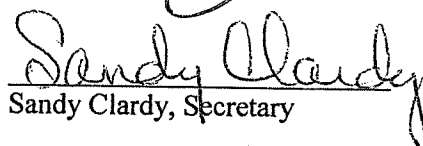
ADOPTION OF BYLAWS

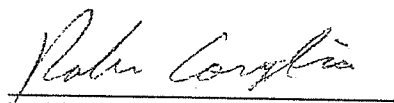
Adopted by the Board of Directors at the Special Meeting held on NOVEMBER 7, 2019, at Ocala, Marion County, Florida.

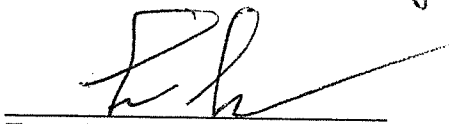

William McCall, President


Craig Curry, Vice President


Karl Goedert, Treasurer

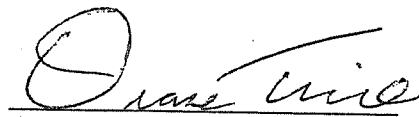

Sandy Clardy, Secretary

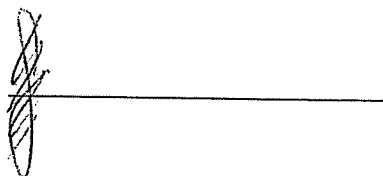

Robin Corsiglia


Terry Crawford


Ron Mosby


Gloria Seddon


CDR. Diane Trice, USN (Retired)



Fort King Heritage Association
October 23, 2019

NOTICE

Special Meeting of the Board of Directors

At the regular Board of Directors Meeting on October 10, 2019, Bill McCall, President, called for a Special Meeting of the Board of Directors to be noticed to the Board of Directors for the purpose of consideration for adoption the THIRD AMENDED BYLAWS OF FORT KING HERITAGE ASSOCIATION.

The proposed amendment increases the maximum number of Directors from eleven (11) to fifteen (15).

Amended Section:

ARTICLE III, DIRECTORS, 3.5, Number of Directors; Newly Created Directorships.
The authorized number of Directors shall not be less than three or more than fifteen.

The word "eleven" in the Second Amended ByLaws is changed to "fifteen". This is the only change in the Third Amended ByLaws to be considered.

A full copy of the Third Amended ByLaws of Fort King Heritage Association is attached hereto.

Special Meeting of the Board of Directors:

Date: November 7, 2019

Time: 2 PM

Location: City of Ocala Recreation and Parks Admin Office

Purpose: Consideration for adoption Third Amended ByLaws of Fort King Heritage Association

This notice is being provided by e-mail on October 23, 2019, to the Directors of Fort King Heritage Association.

This Notice has been prepared by Sandy Clardy, Secretary.