

**BYLAWS OF
FORT KING HERITAGE FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I. GENERALLY

1. **Generally.** These Bylaws constitute the bylaws adopted for the Fort King Heritage Foundation, Inc, a Florida not for profit corporation (the "Corporation"), for the regulation and management of its affairs.
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.
3. **Charitable Purpose.** The Corporation is organized exclusively for the purposes set forth in its Articles of Incorporation.
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

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: Paying dues, as set forth herein;
 - a. Providing such additional information (e.g., name, address, telephone number, email address, etc.) as may be requested by the Corporation; and Meeting such other requirements as the Board of Directors may hereafter establish.
2. **Membership Categories.** The Board of Directors shall establish differing membership categories and the requirements for membership in the differing categories.
3. **Members' Dues**
 - a. 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.
 - b. The Board of Directors may establish different amounts of dues for individuals and entities.
 - c. 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.
4. **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
5. **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.
6. **Quorum.** There is no quorum requirement for a meeting of Members.

ARTICLE III. BOARD OF DIRECTORS

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.
 - 1.1. The Board of Directors shall be composed of the elected officers of the Foundation along with the elected directors.
 - 1.2. Directors must be members of the Foundation.

2. Election and Term of Directors.

- 2.1.** All Directors not up for election shall make up the nominating committee. The members of the nominating committee shall elect a chairperson. After assuring that candidates are eligible and willing to serve shall nominate, by a majority vote, a slate of directors to fill the seats that are up for election. The slate of nominees shall be distributed to the membership no later than 7 days prior to the annual meeting.
- 2.2.** The nominated Directors shall be voted on as a slate by a majority vote of the Fort King Members in attendance at the Annual Meeting of the Members. After the President of the foundation assures that a person is eligible and willing to serve, there shall be an opportunity for the members present to nominate someone from the floor. If there should be a floor nomination, that nominee and the nominees comprising the presented slate shall be voted on individually by a written ballot.
- 2.3.** Each Director elected shall hold office until their successor has been elected and qualified, or until their prior resignation, removal, or death.
- 2.4.** 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.
- 2.5.** 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 Foundation by a majority vote of the Board of Directors.

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).

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.

5. Number of Directors; Newly merited Directorships. The authorized number of Directors shall not be an even number nor 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.

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.

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.

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.

- 8.1. 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.

9. 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.

10. **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 7 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 4 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.
11. **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.
12. **Executive Committee.** The officers of the Foundation shall constitute the Foundation's Executive Committee. 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:
 - 12.1 Filling of vacancies in the Board.
 - 12.2 Adoption, amendment, or repeal of Bylaws.
 - 12.3 Amendment or repeal of any resolution of the Board.
 - 12.4 Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.
13. **Other Committees.** The Board of Directors may appoint other committees with such rights and duties as it deems fit.
14. **Removal and Resignation.**
 - 14.1. 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.
 - 14.2. A Director may resign at any time by delivering a written notice to the Corporation.

ARTICLE IV. FORT KING TRUSTEES

1. **Trustees.** The Board of Directors, and those entities designated therein, 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 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.
2. **Trustee Presiding Member** - At its first meeting subsequent to the Annual Meeting of the Foundation's Board of Directors, the trustees shall elect by majority vote a trustee to serve as the trustees' presiding member.
 - a. The Presiding Member shall preside over all meetings of the trustees and schedule meeting dates, places, times and agendas.
3. **Trustee Duties and Responsibilities.** Along with the Fort King Heritage Foundation's Board of Directors, the basic responsibilities and duties of the Foundation' include:
 - a. To exercise sound judgment in distinguishing binding donor intent from guidance offered by the donor as contextual advice.
 - b. Overseeing and ensuring that the Foundation maintains adequate funding to support its operations..
 - c. To assist in soliciting the funding necessary to achieve the completion of Fort King's Masterplan.
 - d. To ensure the Foundation fulfills its purpose while honoring donor intent and objectives, and remaining committed to the interests of the public and the community it is meant to serve.
 - e. To be well-acquainted with the Foundation's historical background and evolution.
 - f. To ensure the passing on of the organization's historical values and traditions.

4. **Removal of Trustees.** A Trustee may with cause be removed from office pursuant to a majority vote of the Board of Directors.
5. **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.
6. **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.
7. **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.
8. **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.
9. **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.
 - a. City of Ocala, Florida.
 - b. Marion County, Florida.
 - c. The Marion County Public School System.
 - d. The Seminole Tribe of Florida.

ARTICLE V. OFFICERS

1. Officers, Election and Term

- 1.1. During its annual meeting, the Board shall elect 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.
 - 1.1.1. To serve as an officer a person must be a member of the Foundation but shall not have to be a member of the Board of Directors.
- 1.2. All officers shall be elected to hold office until the annual meeting of the Board following the next annual meeting of Members and until their successors have been elected or appointed and qualified.
- 1.3. Any two or more offices, except the Presidency, may be held by the same person.

2. Removal and Resignation

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

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

- 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.
- 3.2. The President shall schedule meeting dates, places, times and agendas.

- 3.3. In absence of the President or in the event of his death, inability 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.
- 3.4. 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.
- 3.5. 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. EMPLOYMENT OF STAFF

1. **Authority to Employ.** The Board of Directors shall have the authority to employ, evaluate, and, when necessary, terminate employees of the Corporation to carry out the purposes and programs of the organization. The Board may delegate this authority to an Executive Committee, Executive Director, or other officer as it deems appropriate.
2. **Executive Director (or Chief Executive Officer).** The Board of Directors may employ an Executive Director (also referred to as the Chief Executive Officer), who shall be responsible for the day-to-day administration and management of the Corporation in accordance with policies and directives established by the Board. The Executive Director shall serve at the pleasure of the Board and may be removed by a majority vote of the Board of Directors.
3. **Terms and Conditions of Employment.** The Board of Directors shall establish and approve the terms, compensation, and conditions of employment for any employee, in accordance with applicable laws and the Corporation's budget and policies. Compensation decisions shall comply with conflict of interest and excess benefit transaction provisions as defined under applicable federal and state nonprofit law.
4. **Delegation of Hiring Authority.** The Executive Director, if appointed, may hire and supervise additional staff as authorized by the Board of Directors and within budgetary limits approved by the Board. The Executive Director shall report regularly to the Board regarding staffing and personnel matters.
5. **Personnel Policies.** The Board of Directors shall adopt and maintain personnel policies governing employment practices, employee rights, performance expectations, and other employment matters consistent with applicable laws and best practices for nonprofit organizations.

ARTICLE VII. BOOKS AND RECORDS

1. **The Corporation shall keep records to the extent required by law (currently Section 617.1601, Florida Statutes).**
2. **Members' Inspection Rights.** The Corporation's records may be inspected by Members pursuant to applicable law (currently Section 617.1602, Florida Statutes).
3. **Financial Reports for Members.** The Corporation shall provide financial reports to Members pursuant to applicable law (currently Section 617.1605, Florida Statutes).

ARTICLE VIII. CORPORATE SEAL

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 IX. EXECUTION

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.
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.
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.
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 X. NOTICE AND WAIVER OF NOTICE

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:
 - 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.
 - 1.2. Notice may be posted on an internet web page maintained by the Corporation.
 - 2.1. **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.
 - 2.2. **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 XI. MISCELLANEOUS

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).
2. **Fiscal Year.** The fiscal year shall begin the first day of each calendar year.
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.

4. **Corporate Assets.**

- a. 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, her or a company membership ceases, or while he or she or a company is not in good standing.
- b. 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.
- c. **Construction.** Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE XII. AMENDMENTS

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.