

**BYLAWS FOR  
HISTORICAL SOCIETY OF CENTRAL FLORIDA, INC.**  
a Florida corporation

ARTICLE I  
Purposes

The Historical Society of Central Florida, Inc. (hereinafter "Corporation") will have the purposes or powers as may be stated in the Articles of Incorporation, and such powers as are now or may be granted hereafter by law.

The primary purpose of the Corporation shall be to collect, arrange, record and preserve historical items, material and data, including, without limitation, books, diaries, pamphlets, maps, charts, manuscripts, family histories, census records, papers, furniture, furnishings, bric-a-brac, and other objects and material illustrative of and relating to the history of Orange County, Florida, and the surrounding environs, to procure and preserve narratives of the early pioneers, their exploits, perils, privations and achievements and to collect material of every description relative to its soldiers, its schools, its churches and its citizenry. In carrying out these purposes and objectives, the Corporation may enter into contracts, lease, acquire and/or own real estate property by purchase and/or gift, and construct and/or maintain buildings for the housing of its offices, library, shops, museum and related equipment and as headquarters for the proper conduct of its affairs and programs.

ARTICLE II  
No Members

The Corporation shall have no members. The control and management of the affairs and business of the Corporation shall be governed by a Board of Directors pursuant to these Bylaws.

ARTICLE III  
Board of Directors

Section 1. Number. The Board of Directors of the Corporation shall be comprised of no less than three (3) and no more than twenty-one (21).

Section 2. Election. Directors shall be appointed or elected by a majority of the Directors, and may be nominated through procedures established by the Board.

Section 3. Removal. At a special meeting of the Board of Directors called expressly for that purpose, any Director may be removed for cause by a vote of a two-third's of the remaining members of the Board of Directors, with a quorum present. A Board Member may be removed from the Board by a vote of the majority of remaining Directors due to excessive unexcused absences (more than 2 unexcused absences in a calendar year).

Section 4. Resignation. Any Director may resign the Director's office at any time; the Director's resignation shall be made in writing and shall take effect immediately without acceptance.

Section 5. Compensation. No Director shall receive any compensation for the Director's services. The Board of Directors may, in its discretion, allow a fixed sum and/or reimbursement of reasonable expenses for attendance at any Board of Directors meeting, which amount may be waived by a Director. Directors may also receive reimbursement of expenses incurred in the performance of their duties provided that adequate proof of such expenditures is provided in a timely manner and handled according to the Corporation's standard financial procedures. Nothing herein shall preclude any Director from serving the Corporation in another capacity and receiving fair compensation therefor provided that it is in compliance with other policies of the organization and the laws and regulations pertaining to nonprofit organizations.

Section 6. Duties and Powers. The Board of Directors shall have control and management of the affairs and business of the Corporation. Except as provided otherwise by these Bylaws, the Directors shall in all cases act as a board, regularly convened, and, in the transaction of business, the vote of a majority of the Directors present at a meeting shall be the act of the Board of Directors, provided a quorum is present. The Board of Directors may adopt rules and regulations for the conduct of their meetings and the management of the Corporation, which they deem proper and which are not inconsistent with law or these Bylaws.

Section 7. Terms. A Director shall serve a term of three years and shall not serve greater than three consecutive terms. A Director who has served three consecutive terms may serve another three terms provided that not less than two years has elapsed since the end of his or her last Board term. The commencement date of the first term shall be no sooner than December of 2007.

Section 8. Vacancies on the Board. If the office of any Director becomes vacant for any reason, a successor or successors shall be appointed or elected by a



majority of the remaining Directors; the successor or successors shall hold office for the remaining unexpired term of the seat being filled.

## ARTICLE IV Board of Directors' Meetings

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held at such place within or without the State of Florida as shall be set forth in the notice of meeting but no later than 60 days prior to the end of the fiscal year.

Section 2. Regular Meetings. Regular meetings of the Board of Directors for the transaction of any business that may properly come before it shall be held at the principal office of the Corporation in Florida, or at such place within or without the State of Florida as shall be set forth in the notice of meeting. Regular meetings shall be held no less than quarterly at a time and place deemed appropriate by the Board of Directors. The annual meeting shall satisfy the requirements of holding a regular meeting for that quarter during which such meeting is held.

Section 3. Special Meetings. Special meetings of the Board of Directors, other than those regulated by statute, may be called at any time by one-third of the Directors or by the President of the Corporation.

Section 4. Notice of Meetings. Written notice of regular meetings to members of the Board of Directors stating the place, date and hour shall be given personally or by U.S. Mail, facsimile or by electronic mail to each Director, not less than fourteen (14) nor more than sixty (60) days before the date of the meeting. Written notice of a special meeting stating the place, date and hour, and indicating that it is being issued by or at the direction of the person or persons calling the meeting, and stating the purpose or purposes for which the meeting is called, shall be given personally or by U.S. Mail, facsimile or by electronic mail to each Director, not less than two (2) nor more than thirty (30) days before the date of the meeting. At a special meeting, no business other than that specified in the notice of meeting shall be transacted unless separate notice is given thereto. Any and all notices of meetings may be waived by a Director by submitting a signed waiver either before or after the meeting, or by attendance at the meeting. This provision shall in no way limit additional notice that may be required by policy, agreement or law.

Section 5. Quorum and Adjournment. The presence of two shall be necessary at a meeting of the Board of Directors to constitute a quorum for the transaction of business, but in no case shall the number be less than 1/3 of the total number of



directors. If, however, a quorum shall not be present or represented at any meeting of the Board of Directors, the Directors who are present shall have the power to adjourn the meeting to a future date at which a quorum shall be present or represented.

Section 6. Participation Without Physical Presence. Any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of such Board of Directors or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time provided that a quorum of Directors is physically present at the meeting, and the absent member cannot participate in person due to extraordinary circumstances. Participation by such means shall constitute presence in person at a meeting. Email is not considered a proper form of electronic participation at a meeting of the Board of Directors.

## ARTICLE V Officers and Special Committees

Section 1. Officers and Qualifications. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The same person may hold any combination of offices. Any Director who has served a minimum of one year on the Board is eligible to be an Officer.

Section 2. Election. All Officers of the Corporation shall be elected annually by the Board of Directors at its regular annual meeting.

Section 3. Term of Office. All Officers shall hold office until their successors have been duly elected and have qualified, or until removed as provided in these Bylaws.

Section 4. Removal of Officers. Any Officer or agent elected or appointed by the Board of Directors may be removed by a vote of the Board whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal as provided in this section shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section 5. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a special meeting called for that purpose.

Section 6. Duties of Officers. The duties and powers of the Officers of the Corporation shall be as follows and as may be set from time to time by resolution of the Board of Directors:

A. President

Section 1. The President shall preside at all meetings of the Board of Directors.

Section 2. The President shall present at each regular meeting of the Board of Directors a report of the condition of the business of the Corporation.

Section 3. The President shall cause to be called the regular and special meetings of the Board of Directors in accordance with the requirements of law and consistent with these Bylaws.

Section 4. The President shall sign and execute all contracts in the name of the Corporation, if authorized to do so by Board of Directors. The President may delegate the authority to execute contracts (other than contracts pertaining to real property) to the Executive Director as provided in Article VII.

Section 5. The President shall cause all books, reports, statements and certificates to be properly kept and filed as required by law.

Section 6. The President shall enforce these Bylaws and perform all duties incident to the President's office and which are required by law, and the President shall supervise and generally control the business and affairs of the Corporation.

B. Vice President

Section 1. During the absence or incapacity of the President, the Vice President shall perform the duties of the President, and when so acting, the Vice President shall have all the powers and be subject to all the responsibilities of the office of President.

Section 2. The Vice President shall perform such other duties and functions as the Board of Directors may prescribe.



### C. Secretary

Section 1. The Secretary shall keep the minutes of the meetings of the Board of Directors in appropriate books.

Section 2. The Secretary shall attend to the giving of notice of regular and special meetings of the Board of Directors.

Section 3. The Secretary shall be custodian of the records and seal of the Corporation and shall affix the seal to corporate papers and execute the same as Secretary when required.

Section 4. The Secretary shall attend to all official correspondence and present to the Board of Directors at their meetings all official communications received by the Secretary.

Section 5. The Secretary shall perform all duties incident to the office of Secretary of the Corporation.

### D. Treasurer

Section 1. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and shall deposit these funds and securities in the name of the Corporation in banks or other depositories designated by the Board of Directors.

Section 2. Subject to the provisions of Article VII, the Treasurer (and/or others designated by the President) shall make, sign, and endorse in the name of the Corporation, all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of them under the direction of the President or the Board of Directors.

Section 3. The Treasurer shall keep accurate records and books of account of all its business and transactions as may be from time to time required by applicable law, and shall at all reasonable hours exhibit books and accounts to any Director upon application at the office of the Corporation during business hours.

Section 4. The Treasurer may delegate to the Executive Director or qualified financial professional retained by the Corporation the duties of the Treasurer contained in Sections 1-3 of this Article, but nothing within this Section shall

alleviate the Treasurer or any Director of his or her fiduciary duties to the Corporation.

Section 5. The Treasurer shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required of the Treasurer.

Section 6. The Treasurer shall further perform all duties incident to the office of Treasurer of the Corporation.

#### E. Committees

Section 1. There shall be the following standing committees with members appointed by the President:

- 1) Executive,
- 2) Fundraising and Development,
- 3) Financial and Audit,
- 4) Board Development and Evaluation, and
- 5) Collections.

The Chair of each committee or his/her designee shall provide a report of the work of the committee at each regular meeting of the Board of Directors and at such other times as necessary.

The Executive Committee shall be comprised of the current Officers of the Corporation and one at-large member appointed by the President. The Executive Committee shall have the authority to take an action on behalf of the Corporation. Any action taken by the Executive Committee shall be reported and subject to ratification at the next regular or special meeting of the Board of Directors.

The Chair of the Financial and Audit Committee shall be the Treasurer of the Corporation.

Section 2. The President may from time to time appoint members to other committees that he or she deems necessary and advisable.



ARTICLE VI  
Executive Director

Section 1. The employment of the Executive Director shall be established through agreement of the Corporation and Orange County, Florida. In the event that such agreement has terminated or for any reason is no longer in effect, the provisions contained in Section 2 through 8 of this Article will govern.

Section 2. The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director, if it determines that an Executive Director is necessary to run the day-to-day affairs of the Corporation.

Section 3. The Executive Director has the responsibility of managing the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors.

Section 4. The Executive Director will report directly to the Board of Directors and will keep the Board of Directors fully informed of his or her activities.

Section 5. The Executive Director does not have any authority to act for or on behalf of the Corporation without the express authorization of the Board of Directors.

Section 6. The Board of Directors will stipulate the terms and conditions of employment for the Executive Director.

Section 7. Subject to budgetary constraints and policies approved by the Board of Directors, the Executive Director may employ and, in accordance with applicable law, terminate any professional and support staff or agents as necessary to serve the Corporation.

Section 8. In the absence of an Executive Director, the President of the Board of Directors shall ensure that the duties of the Executive Director are carried out.

ARTICLE VII  
Negotiable Instruments, Deeds and Contracts

Section 1. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written



contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, shall be signed by the President (and/or any other responsible Officer appointed by the President) or by any one of the following Officers who are different persons: Vice President, Secretary, or Treasurer. The Board of Directors may, however, authorize any one of such Officers (and/or any other responsible person(s)) to sign any of such instruments, for and on behalf of the Corporation, without necessity of countersignature; may designate Officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments.

## ARTICLE VIII

### Indemnity to Officers, Directors, Employees and Agents

The Corporation shall have the power to indemnify any Director, Officer, employee, or agent of the Corporation to the extent provided for by the Florida Nonprofit Corporation Act and other relevant statutory provisions, as amended. The Corporation shall indemnify a Director, Officer, employee, or agent of the Corporation where required by law to do so.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this section.

If any expenses or other amounts are paid by way of indemnification, the Corporation shall, not later than the time of delivery to Directors of written notice of the next regular meeting of Directors, deliver either personally or by U.S. mail to each Director a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE IX  
Books and Records

Section 1. Corporate Records. The Corporation must maintain the following books and records at its registered office or principal place of business:

- (a) Accurate and complete books and records of account;
- (b) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- (c) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;
- (d) All documents relating to the Corporation's tax status;
- (e) Recent annual reports;
- (f) Copies of the Corporation's policies and other relevant documents;
- (g) Financial statements; and
- (h) All payroll and other personnel records relating to employment.

Section 2. Right of Inspection. Any Director may examine and make copies of the books and records related to any of the proceedings of the Board of Directors. This inspection must take place at a mutually agreed upon time.

ARTICLE X  
Amendments

Section 1. Manner of Amending. These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of two-thirds of the Directors in attendance at a regular or special meeting of the Board of Directors called for that purpose, provided that a written notice shall have been sent to each Director at the Director's contact information at least fourteen (14) days before the date of the meeting. This notice shall state the alterations, amendments, additions, or changes which are proposed to be made in the Bylaws. Changes shall be made only as specified in the notice.



Adopted by a vote of the Board of Directors on the 9 day of September, 2015.

Attested by:

A handwritten signature in cursive script, appearing to read "Mark Lewis", written over a horizontal line.

Board of Directors, Member