

BYLAWS
Cape Canaveral Lighthouse Foundation Incorporated

ARTICLE I - PURPOSE

Acknowledging the singular significance of the Cape Canaveral Lighthouse among all American Lighthouses, in that it is the only fully operational Lighthouse owned by the United States Air Force, the purpose of the Cape Canaveral Lighthouse Foundation Incorporated (CCLFI), is to assist the 45th Space Wing (45th SW) in preserving, protecting, and interpreting the Cape Canaveral Lighthouse and its historical significance to the Florida Space Coast, State of Florida and our Nation. Specifically, the Corporation may:

- A. Support the United States Air Force in the development and operation of a Lighthouse program that informs the public and commemorates the historical activities at the Cape Canaveral Air Force Station;
- B. Assist the 45th SW in restoring and maintaining the Lighthouse and future Lighthouse area development, to encompass the former Lighthouse keepers' residences, oil house, Burnham's farmstead and original Lighthouse site;
- C. Serve as the philanthropic organization to assist in the preservation and development of the Lighthouse and associated historic sites at Cape Canaveral Air Force Station; and to
- D. Receive, hold, and administer gifts and resources from persons, organizations, foundations, and philanthropies for the best interests of the Air Force and the Cape Canaveral Lighthouse.

ARTICLE II – BOARD OF DIRECTORS

Section 1: Powers of the Board

A Board of Directors hereinafter referred to, as the "Board", shall manage the Corporation's affairs. The Board has the power to provide indemnification for this Association's officers, directors, employees (including volunteer employees), agents, and members to the extent and in the manner from time to time permitted by the Laws of the State of Florida, except that the Board cannot provide such indemnification for criminal, intentional, or willful misconduct. Except to the extent such determination is reserved to the membership by the laws of the State of Florida, the Board's determination to provide or refuse indemnification is conclusive.

Section 2: Nominations & Elections

Nominations for election to the Board of Directors will be made from among the standing Board of Directors, and election must be by secret written ballot.

Section 3: Number

The Board shall consist of at least nine members and not exceed fifteen.

Section 4: Tenure

With exception of the initial Board of Directors, the Board shall be divided into three classes, as nearly equal in number as possible, whose terms shall be for a period of three years. Directors shall be elected at such times so that the terms of a third of the Board shall expire at each successive Annual Meeting. When the number of directors is changed, any increase or decrease in Directors shall be apportioned among the classes so as to make all classes as nearly equal in number as possible. The Board shall fix such classification of Directors.

Section 5: Executive Committee

The Executive Committee shall consist of the Corporation's President, Vice President, Treasurer and Secretary, plus one Director-at-Large elected by the Board of Directors. The President shall serve as Chairman of the Executive Committee Meeting. It shall meet at the request of the Chairman or any member with two days written or oral notice. Regular minutes will be kept of its proceedings, be reported at the next Board meeting, and become part of the record of the Board meeting. Actions by the Executive Committee are subject to revision by the Board provided that third party rights are unaffected by the revisions.

Section 6: Vacancy

A vacancy in the Board in the midst of a term may be filled by a majority vote of remaining Directors. A Director elected to fill a vacancy shall serve his predecessor's remaining term. The Executive Committee, constituting the Nominating Committee, will recommend nominees to fill a vacancy. Any Director may also make nominations.

Section 7: Qualifications

Board members shall be selected on one or more of the following criteria:

- A. Desire to serve the Corporation in pursuit of its stated purpose;
- B. Possess the passion, ability, knowledge, or previous experience to assist in the Foundation's development and future growth;

C. Background, knowledge, and expertise in fundraising or obtaining material contributions to the Corporation; and/or

D. Member of the Cape Canaveral Lighthouse Foundation Incorporated.

Section 8: Attendance

Any Director who fails to attend two consecutive Board Meetings without the advance concurrence of the President shall be automatically removed from office and shall be so notified by the President, in writing, giving the reason for the removal. The President shall appoint an interim director for the balance of the term of any director so removed.

Section 9: Removal of Officers or Directors

The Board of Directors as provided by Florida law may remove any Officer or Director.

Section 10: Regular and Annual Meetings

The Board will meet quarterly and at other times as called by the President. One meeting will be designated as an Annual Meeting of the CCLFI. The time and location of this annual meeting will be determined by the Board and the general membership given no less than six weeks notice of such.

Section 11: Adjournment

If a meeting otherwise duly called and convened with the requisite quorum present is adjourned to another time or place, notice of the adjourned meeting is not required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken; and any business may be transacted at the adjourned meeting that might have been transacted at the original meeting without additional notice and without reconstituting a quorum.

Section 12: Notice

Notice of any Board meeting must be given at least seven days prior to the meeting. Notices may be given in writing or orally.

Section 13: Quorum

A simple majority of Directors constitutes a quorum for the transaction of business.

Section 14: Compensation

Directors shall not receive compensation for their services but, by Board resolution, may be reimbursed for expenses on behalf of the Corporation.

Section 15: Conflict of Interest

The Foundation shall not enter into a contract or other transaction between one or more of its Directors, or any entity in which one or more of the Directors are Directors, or Officers, or are financially interested. Any such transaction shall be void or voided because of such relationship.

Section 16: Reliance

A Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the following, unless such Director has actual knowledge that reliance is unjustified:

- A. Officers. One or more officers, employees, or managers of this Association whom the Director reasonably believes are reliable and competent in the matters presented;
- B. Professionals. Legal counsel, public accountants, or other professionals as to matters that the Director reasonably believes are within such person's professional or expert competence;
- C. Committees. An Association committee upon which such Director does not serve, duly constituted pursuant to the Declaration, any Supplemental Declaration, the Articles or these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes merits confidence.

ARTICLE III -- OFFICERS

Section 1: Number of Officers

The elected officers of the Corporation shall be President, Vice President, Treasurer and Secretary, all of who shall be members of the Board of Directors.

Section 2: Tenure

Each officer will serve a two-year term that expires at the Board's Annual Meeting, or until their successors are duly elected.

Section 3: Duties

- A. The **President** shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation and as authorized by the Bylaws. The President shall preside at all meetings and shall have general supervision, direction, and control of the business of the Corporation. He/She shall appoint all standing and special committees that may be necessary and remove them at will, except the Nominating Committee. The President shall assure that:
- 1) All funds of the Corporation are deposited in the name of the Cape Canaveral Lighthouse Foundation Incorporated in a bank or financial institution selected by the Treasurer, and approved by the Executive Committee. All withdrawals over \$1000 shall be signed by two of the Corporation's officers.
 - 2) Reports and returns required by all governmental agencies are filed on a timely basis. And shall have financial records reviewed by a certified public accountant, auditor or accounting service annually at the expense of the Corporation.
 - 3) Make a report at the Annual Meeting and special reports when requested.
 - 4) Perform other such duties as imposed by law pertaining to non-profit corporations.
- B. The **Vice President** shall assist the President in the performance of his/her duties and preside or act in the President's absence or disability. He/she shall be responsible for maintaining all of the membership records of the Foundation: oversee acknowledgement of new members, sending welcome letters or renewal notices, membership cards and benefit packages. The Vice President may also have other duties as directed by the President, the Board or as prescribed by Florida Statutes.
- C. The **Treasurer** shall have custody of the corporate funds, keep full and accurate accounts of receipts and disbursements in the corporate books, deposit all monies and valuables in the name and credit to the account of the Corporation, disburse the funds of the Corporation as may be authorized by the Board and preserve proper vouchers for such

disbursements. As Chairman of the Finance and Budget Committee, the Treasurer shall render to the President and the Board at regular meetings of the Board or whenever required, an account of all transactions and of the financial condition of the Corporation, render full financial report at the Annual Meeting, and shall perform such other duties as presented by the President and/or Board, or imposed by law pertaining to corporations not-for-profit.

- D. The **Secretary** shall attend all corporate meetings (Executive Committee, Board of Directors and Annual Meeting) noting the attendance, votes, and Minutes of all proceedings. He/she shall also prepare and disseminate all official correspondence of the Corporation, with the exception of the Foundation newsletter. The Secretary shall maintain the corporate seal, all files (except financial) and perform other such duties as prescribed by the President or Board or imposed by law pertaining to corporations not-for-profit.
- E. The President with the approval of the Executive Committee shall appoint a **Foundation Historian and/or Newsletter Editor**, with responsibility for supplying the Corporation with the historical documents and research necessary for the Corporation to fulfill its functions in preservation and interpretation. The Historian may establish regulations as he/she sees fit for the use of the Corporation's historical archives and library. The Newsletter Editor shall publish a quarterly newsletter for the general membership of the Foundation.

Section 6: Executive Director

The President with approval of the Board of Directors may appoint the Foundation's Executive Director with responsibility for:

- A. The general daily management of the Corporation's business;
- B. Seeing that orders and resolutions of the Board are carried into effect;
- C. Performing the duties as delegated by the Board; and
- D. Rendering to the Board, whenever requested, an accounting of all activities and/or transactions by him/her.

ARTICLE IV -- BOARD OF ADVISORS

Section 1: Appointment

Recognizing that prominent individuals have a deep and abiding interest in the CCLFI and deserve special recognition for their devotion, the Board may invite them to serve as members of the Board of Advisors. In addition, since liaison must be maintained with the United States Air Force, the Board will invite the 45th Space Wing Vice Commander and Lighthouse Facility Manager to serve as Advisors.

Section 2: Limited to Advisory Role

The Board of Directors may seek counsel from the Board of Advisors either individually or collectively. The Advisors will have a non-voting role.

ARTICLE V – MEMBERSHIPS

Section 1: Categories

Any person or entity may become a non-voting member of the Corporation by making a contribution of money or property. Membership categories of donations, renewable annually unless otherwise indicated, are:

<i>Local Superintendent (Life & Permanent)</i>	\$10,000
<i>Commissioner</i>	\$ 1,000
<i>Inspector</i>	\$ 500
<i>Head Lighthouse Keeper</i>	\$ 100
<i>Lighthouse Keeper (Individual only)</i>	\$ 50
<i>Assistant Lighthouse Keeper (Individual only)</i>	\$ 35

Section 2: Membership Benefits & Privileges

All members shall be known as Friends of the Cape Canaveral Lighthouse and will be entitled to all benefits and privileges authorized by the Board of Directors.

Section 3: Honorary Membership

The Board may bestow honorary membership on worthy individuals. Honorary members shall not be assessed any membership fees.

ARTICLE VI – RULES OF ORDER

The rules contained in Robert's Rules of Order, Revised, shall govern in all cases to which they are applicable and not inconsistent with the Articles of Incorporation, bylaws, or policies of this Corporation.

ARTICLE VII -- FISCAL YEAR

The Corporation's fiscal year shall begin October 1st and end September 30th.

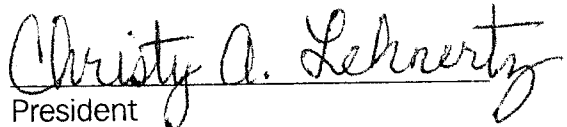
ARTICLE VIII -- AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, at any Board of Director's Meeting by a two-thirds vote of the Board of Directors. Notice outlining such proposed changes must have been mailed to all members of the Board at least 10 days prior to the date of any such meeting.

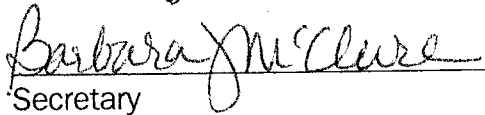
ARTICLE IX-- DISSOLUTION

The Foundation shall be dissolved pursuant to the rules of any applicable law. In case of dissolution, the Foundation shall first pay its debts and execute all its obligations. No liquidation process shall be initiated, unless specifically approved by the supervisory authority. The assets of the Foundation shall neither be delivered to the Board of Directors nor used for the benefit of any Board member, employee or Committee member, but shall be distributed to the owner of the Cape Canaveral Lighthouse.

Adopted: April 23rd, 2002



President



Secretary

