

BYLAWS OF THE CAPE CANAVERAL LIGHTHOUSE FOUNDATION, INC.

As Adopted by the Foundation Board, October 2011. Amended and adopted July 2013; further amended and adopted May, 2015.

This is a proposed series of amendments submitted to the Board, November 9, 2016.

(Changes are made to Article IV, Sections 1, 2a, 2b, 2c, and 4.) – Changes approved at Board Meeting on November 16, 2016

ARTICLE I — NAME & PURPOSE

This organization is the Cape Canaveral Lighthouse Foundation, Inc. ("the Foundation"), established to preserve, protect, promote, and interpret the Cape Canaveral Lighthouse and its historical significance.

ARTICLE II — MEMBERSHIP

Section 1. Members

The Foundation has as its membership:

- a) Directors, who govern the Foundation and collectively constitute "the Board," with duties established below.
- b) Members, who support the Foundation through annual dues, with dues structure and member privileges set by the Board.

ARTICLE III — BOARD

Section 1. Number and Election

The Board consists of ten to twenty-five elected Directors plus non-voting members. All must be members in good standing of the Foundation. The Board elects its members at its Annual Meeting from a slate proposed by the Board itself, nominations from the floor permitted.

Section 2. Duties

The Board is the Foundation's principal governing body and performs these duties:

- a) Govern the Foundation, supervise its mission execution, and set its strategic direction.
- b) Elect the Foundation's officers.
- c) Ensure effective planning and resources; manage resources effectively; and approve the budget.
- d) Determine, monitor, and strengthen the Foundation's programs and services.
- e) Attend to the operational aspects of the Foundation's programs and mission execution.
- f) Enhance the Foundation's public image.
- g) Ensure ethical and legal behavior; maintain accountability.
- h) Conduct an annual financial audit – outside expertise may be employed.
- i) Orient new members of the Board and assess Board performance.

Section 3. Vacancies and Removal

The Board has authority to fill Board vacancies. Frequent absence from Board meetings or disruptive activity judged detrimental to the Foundation's mission is cause for the Board to consider removing a Director from the position, which it may do with a majority vote.

Section 4. Meetings

The Board holds two types of meetings:

- a) Regular: The Board meets at least quarterly and at its Annual Meeting held as the first meeting of the new Fiscal Year.

- b) Special: A special meeting of the Board may be called by the President or by three Directors requesting in writing a special meeting, notice of which must be distributed at least seventy-two hours prior.

Section 5. Quorum

A majority of the Directors is a quorum.

ARTICLE IV — OFFICERS

Section 1. Number and Election

The Foundation's permanent officers are President, First Vice President, Second Vice President, Treasurer, and Secretary. Non-voting officers include one or more Presidents Emeritus, and Board Attorney. The Board elects its officers at its Annual Meeting from a slate proposed by the Board, nominations from the floor permitted.

Section 2. Duties Officers perform these duties:

- a) President: The President presides at all regular and special meetings of the Board, exercising under the direction of the Board general supervision over the Foundation's officers, committees, and operations. The President is a non-voting member of all committees and appoints their Chairmen. The President ensures that the Foundation meets all its legal and regulatory requirements. The President is the primary liaison with the Air Force and the Foundation's sole spokesman to the Air Force on matters of policy and mission interest.
- b) First Vice President: *The First Vice President discharges all duties of the President in the event of the latter's absence and exercises general supervision over areas of responsibility assigned by the President and mutually agreed.*
- c) Second Vice President: *The Second Vice President assumes the duties of the President in the absence of the President and the First Vice President. In the event of the absence of the President, the First Vice President and the Second Vice President, the Board selects one of its members as Acting President.*
- d) Treasurer: The Treasurer makes and reports receipts and disbursements, drafts the annual budget for the Board, produces monthly financial reports; supervises the annual audit; and ensures that a formal set of internal controls are in place.
- e) Secretary: The Secretary maintains Foundation's records and produces meeting minutes for Board review; maintains a Minute Book containing the permanent record of Board actions, policies, and determinations.
- f) Presidents Emeritus and Board Attorney are non-voting Board members and may participate in Board activities which include, but are not limited to: discussions, opinions, and questions. Presidents Emeritus and Board Attorney do not count toward the official number of Board Members outlined in Article III, Section 1.

The Board may establish two other Officers:

- a) Executive Director: The Foundation may employ an Executive Director, with duties set by the Board. If employed, the Executive Director is a Director on the Board and a non-voting member of all committees. The interface of duties among the Executive Director, the Board, and the Operating Committees is as established by the Board.
- b) Newsletter Editor: The Board may establish a Newsletter Editor, with duties set by the Board. The Newsletter Editor need not be a Director nor attend Board meetings.

Section 4. Vacancies

If the President is unable to complete the term of office, the First Vice President becomes the President. In turn, the Second Vice President shall become the First Vice President. If the First Vice President is unable to complete the term of office, the Second Vice President shall become the First Vice President.

The Second Vice President and other officer vacancies are filled by a majority vote of the Board from nominations submitted by Board members, nominations from the floor permitted.

Section 5. Council of Advisors

The Board may establish a Council of Advisors with role, authority, and responsibilities set by the Board.

ARTICLE V — COMMITTEES

Section 1. General Guidelines

If established, Committees report to the Board and all Committee actions and activities are subject to Board oversight and direction. Committees may include but are not limited to

- a) Standing Committees serving the overall organization.
- b) Operating Committees oversee and execute specific operational functions.
- c) Special Committees, as established by the Board for specified purpose and limited duration.

Section 2. Committee Chairmen and Members

With due regard for recommendations of the incumbents, the Foundation's President appoints Committee Chairmen and Committee Chairmen appoint members of their Committees. Unless otherwise stated, the minimum number of members required in a Committee is one.

Section 3. Quorums and Reports

A committee majority is a quorum. Committee chairs submit written reports to the Board, reporting Committee activity since the last report.

ARTICLE VI — INDEMNIFICATION

Section 1. Indemnification

The Foundation shall indemnify any person against reasonable expenses, costs and attorneys' fees actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding civil or criminal, in which such person is made a party by reason of (i) having been a director or officer of the Foundation, (ii) having served at the request of the corporation as a member of a committee of the Foundation, or (iii) having served at the request of the Foundation as a member of any committee, commission, association or other enterprise whose primary function is or was the furtherance of the objects and purposes of the Foundation.

Section 2. Limits

The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim; provided, however, no person shall be indemnified if such person shall be adjudged to be liable on the basis that such person breached or failed to perform the duties of his/her office and the breach or failure to perform constituted willful misconduct or recklessness.

Section 3. Advance Indemnification

Advance indemnification may be allowed for reasonable expenses to be incurred in connection with the defense of the action, suit, or proceeding, provided that the person so indemnified must reimburse the corporation if it is subsequently determined by a majority of the directors entitled to vote thereon that such person was not entitled to indemnification.

Section 4. Insurance

The Board purchases and maintains an active Directors and Officers Insurance policy.

ARTICLE VII — OTHER MATTERS

Section 1. Limitations

No Director, officer, or employee may represent the Foundation in favor of or in opposition to any project or policy without specific authorization of the Board and in full compliance with the rules governing tax-exempt organizations.

Section 2. Fiscal Year

The calendar year is the Foundation's fiscal year. The Board manages transition from the previous system.

Section 3. Conflict of Interest

Any Director or employee with a direct or family financial interest in an action of the Foundation may not vote on that matter or otherwise influence the Foundation's actions in the matter. Directors or employees may not enter into a contract with the Foundation.

Section 4. Parliamentary Authority

Robert's Rules of Order is the parliamentary authority for all matters of procedure not specifically covered by the By-laws or other specific rules of procedure adopted by The Foundation. The decision of the Board is controlling and binding on all questions of interpretation. The degree of formality attending Foundation governance is as the President determines and the Board approves.

Section 5. Amendments

The Board has authority to amend the Bylaws by a two-thirds majority of its Directors; the proposed Amendment furnished to the Directors.

Section 6. Record Keeping, Communications, and Virtual Attendance

Records of the Foundation may be maintained electronically in commonly available digital format, the only paper records required being those so specified in law. The Board may adopt electronic mail as its primary internal communication. As approved on a case basis by the Board, Directors may attend and fully participate in meetings via virtual, two-way, real-time technology.

Section 7. Dissolution

In the event of dissolution, the residual assets of The Foundation are to be turned over Florida Lighthouse Association.