

Corporate Resolutions
of the
The 2nd Florida Volunteers Living History, Inc.

Resolutions Adopted January 26, 2008.

Corporate Seal.

Whereas this corporation has the option to identify a Corporate Seal, pursuant to Article 8, Section 2 of the Bylaws; and,

Whereas the Secretary has drafted a Corporate Seal that can be used on all documents of the Corporation;

Resolved, that the Corporate Seal of the corporation shall be as follows:



It is further *Resolved*, that the Secretary shall order a Corporate Seal at his earliest convenience to be maintained with the Corporate Records of the Corporation and used for official documents requiring a seal.

Official Records Book.

Whereas each corporation is required to maintain an official records book, including the Articles of Incorporation, Bylaws, listing of Officers and Directors, Board Meeting Minutes, Resolutions, Signed Conflict of Interest Forms and the like;

Resolved, that the Secretary create a Corporate Records Book to be maintained at the Registered Officer of the Corporation.

Bank Account.

Whereas the corporation requires a bank account with a reputable financial institution in order to transact business; and,

Whereas the Treasurer is the Chief Financial Officer of the Corporation;

Resolved, that the Treasurer is instructed to open a bank account in the name of the corporation, using the current dues paid as the initial deposit, with the Treasurer and President listed on the signature card as allowed signers of checks and instruments.

It is further *Resolved*, that, pursuant to Article 7, Section 2 of the Bylaws that the Treasurer may sign checks for any amount less than \$100.00, and that any check for any amount over \$100.00 must be signed by both the Treasurer and the President.

Executive Committee.

Whereas Article 5 Section 1 of the Bylaws of the corporation allow for the delegation of an Executive Committee to manage the day-to-day business of the corporation without the representation of the full Board of Directors; and,

Whereas the Board desires to maintain an active involvement in all aspects of the corporation;
Resolved, that there shall be no Executive Committee of the Corporation for the present time.

Business and Financial Reports, Controls, and Procedures.

Whereas the records of non-profit corporations are subject to public inspection and inspection by the membership of the Corporation; and,

Whereas the IRS and the Secretary of State for Florida may desire to see financial reports and other reports related to the corporation's activities;

Resolved, that the Secretary and the Treasurer work together to establish business and financial reports, business and financial controls, and business and financial record keeping procedures for the Corporation.

It is further *Resolved*, that the Secretary and Treasurer establish the business and financial reports that will be provided to the Board and the memberships at the various business meetings.

Compensation of Directors.

Whereas Article 3 Section 6 of the Bylaws of the Corporation state that no director shall be compensated for his or her service on the Board, other than reasonable fees for attending meetings; and,

Whereas the Board desires to avoid even the appearance of impropriety regarding the funds of the Corporation being used for the personal benefit of the Directors;

Resolved, that the Directors of this Corporation shall serve at their own expense without any monetary compensation of any kind, although reasonable expenses may be reimbursed.

Compensation of Officers.

Whereas Article 4 Section 10 of the Bylaws of the Corporation state that no Officer shall be compensated for his or her service, other than reasonable fees for attending meetings; and,

Whereas the Board desires to avoid even the appearance of impropriety regarding the funds of the Corporation being used for the personal benefit of the Officers;

Resolved, that the Officers of this Corporation shall serve at their own expense without any monetary compensation of any kind, although reasonable expenses may be reimbursed.

Employees.

Whereas the Bylaws of the Corporation do allow for paid employees, rather than unpaid volunteers; and,

Whereas the Directors of this Corporation wish to avoid the administrative requirements of having employees; and,

Whereas the Directors of this Corporation do not wish the funds of the Corporation being used for anything other than the expressed charitable purpose of the Corporation;

Resolved, that this Corporation shall have no paid employees and shall conduct its business through the use of volunteers from the membership of the Corporation.

Loans and Grants.

Whereas the Bylaws of the Corporation do allow for the Board to incur indebtedness from loans and to make loans to others; and,

Whereas the Bylaws of the Corporation do allow for the Board to issue Grants to others and to apply for Grants from others; and,

Whereas the Board desires to conduct its operations on a simple basis with minimal or no risk incurred;

Resolved, that this Corporation shall not incur any indebtedness from taking loans from others, that this Corporation shall not make any loans to others, and that this Corporation shall not provide grants to others.

It is further *Resolved*, that the Corporation is free to apply for grants of funds from others to help with its specific charitable purposes.

Business Relationships With Members.

Whereas there may come a time where a business arrangement may be explored by the Corporation with a provider of products and services who happens to also be a Member of the Corporation; and,

Whereas the Board desires to avoid even the appearance of impropriety regarding the use of the Funds of the Corporation for the financial benefit of any of the Members;

Resolved, that this Corporation shall not enter into any business arrangements with any person who is a Member of this Corporation or who is a closely related person of a Member of this Corporation, where the funds of the Corporation are involved, without the unanimous approval by the Board and without ratification by a 2/3 majority of the Membership in advance of entering into the business relationship.

It is further *Resolved*, that no such business relationship may violate the Conflict of Interest Policy, State Statutes, or IRS Regulation.

Membership and Dues (amended November 12, 2008).

Whereas Article 12 Section 1 of the Bylaws of the Corporation state that there shall be only one class of membership in the corporation; and,

Whereas charging annual dues is necessary to the ongoing support of the Corporation;

Resolved, that the annual dues shall be \$15.00 (\$10.00 for insurance to the Department of the Gulf and \$5.00 for the Corporation's treasury), payable by the fifteenth day of January of each year.

It is further *Resolved*, that dues shall be prorated in the following manner: new members joining between January 1 and July 13 will pay the full dues amount; new members joining between July 14 and December 31 will be required to pay at least the amount of the DOG insurance premium, which currently is \$10.00.

It is further *Resolved*, that each member unit of the Corporation may charge its members an assessment in addition to the dues to support each unit's own internal operations.

It is further *Resolved*, that any individual desiring membership and voting rights in the Corporation shall pay dues to the Corporation and that there shall be no family memberships as this would create a separate class of membership.