

**Board of Directors
of the
The 2nd Florida Volunteers Living History, Inc.
January 26, 2008
Meeting Minutes**

Directors in Attendance:

There was a quorum present for this meeting.

Present:

Clay Kearney
Tim Saunders
William B. Speir, Jr
Lee Monroe
Wayne A. Alonzo (via teleconference)

Absent:

None

Others Attending:

None

The Meeting of the Board of Directors of the Corporation was called to order by Clay Kearney at 9:10 AM at the Office of Kearney Publishing, 7901 Kingspointe Parkway, Suite #28, Orlando, FL 32819.

New Business:

I. Election of Board Members

The following individuals were elected to serve on the Board of Directors of the corporation.

Clay Kearney – Term to Expire January 2011
William B. Speir, Jr – Term to Expire January 2011
Tim Saunders – Term to Expire January 2010
Wayne A. Alonzo – Term to Expire January 2010
Lee Monroe – Term to Expire January 2009

II. Election of Officers

The following individuals were elected to serve as Officers of the corporation.

Clay Kearney – President
Tim Saunders – Vice President
William B. Speir, Jr – Secretary
Lee Monroe – Treasurer

III. Ratification of Bylaws

The General Provisions of the Bylaws of the corporation were discussed extensively. The motion was made to approve Articles 1 through 11 of the Bylaws of the corporation as edited by the Board. The motion was seconded. Discussion followed. The vote was called and the General Provisions of the Bylaws were adopted by a unanimous vote.

IV. Ratification of Membership Provisions of Bylaws

The Membership Provisions of the Bylaws of the corporation were discussed extensively. The motion was made to approve Articles 12 through 14 of the Bylaws of the corporation as edited by the Board. The motion was seconded. Discussion followed. The vote was called and the Membership Provisions of the Bylaws were adopted by a unanimous vote.

V. Ratification of Conflict of Interest Policy

The motion was made to approve the Conflict of Interest Policy and Forms for the corporation. The motion was seconded. Discussion followed. The vote was called and the Conflict of Interest Policy and Forms for the corporation were adopted by a unanimous vote. Each Director and Officer will complete and sign the Forms and give them to the Secretary to be filed in the Corporate Records Book.

VI. Resolutions

The following Resolutions were adopted by the Board.

1. *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.
2. *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.
 3. *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.

4. *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.
5. *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.
6. *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.
7. *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.
8. *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.
9. *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.

10. *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.

VII. Additional New Business from the Directors

The following additional new business was brought before the Board.

1. Dues.

Discussion regarding membership classifications and dues was initiated during the review of the Membership Provisions of the Bylaws. The motion was made that, since there was only one class of membership, each individual desiring membership in the Corporation must pay annual dues of \$15.00 to cover insurance and retain a small portion of the dues for the Corporation. The motion was seconded. Discussion followed. The decision was made that, while the Corporation would have one set annual dues, each individual unit was free to change an additional membership assessment above and beyond the dues that would be used for the internal operations of the unit. The vote was called and the motion was adopted by a unanimous vote.

2. Web Site.

The motion was made to develop a web site for the corporation that would include information about the purpose of the corporation, the corporate calendar, links to the Units' web sites, and a document library of reports, forms, and corporate documents open to public inspection. The motion was seconded. Discussion followed. The vote was called and the motion was adopted by a unanimous vote. Bill Speir will develop the site and donate the web hosting costs as a charitable contribution to the Corporation.

3. Request of the 2nd Florida Light Artillery to Join the Corporation.

The motion was made to accept the 2nd Florida Light Artillery as a new member unit of the corporation. The motion was seconded. Extensive discussion followed. The decision was made that the artillery would be a separate command from the infantry, and that each unit would not interfere with the growth or activities of the other unit. The decision was also made that if, at a later date, the desired synergies between having infantry and artillery in the same Corporation did not materialize as expected, that the Board could revisit the request. The vote was called and the 2nd Florida Light Artillery unit membership was accepted into

the corporation by a unanimous vote. Bill Speir was made the unit's commanding officer with the rank of Captain.

Old Business:

There was no old business to come before the Board.

The motion was made and seconded to adjourn the meeting. The vote was taken and the meeting adjourned at 1:10 PM. The next meeting of the Board of Directors was set for July 2008 after the Gettysburg Reenactment.