

**Board of Directors
of the
The 2nd Florida Volunteers Living History, Inc.
November 12, 2008
Semi-Annual Meeting Minutes**

Directors in Attendance:

There was a quorum present for this meeting.

Present:

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

Absent:

None.

Others Attending:

None.

The Semi-Annual Meeting of the Board of Directors of the Corporation was called to order by President Clay Kearney 5:30 PM at the Office of Kearney Publishing, 7901 Kingspointe Parkway, Suite #28, Orlando, FL 32819.. Proper notice had been given to all directors of the meeting in accordance with the Bylaws of the Corporation.

Old Business:

I. Ratification of the Bylaws. As of this date, all directors except for one have signed the original Bylaws document in the Corporation's Official Records Book. This constitutes the majority and the Bylaws are official ratified by the Board. The one remaining signature will be obtained at the Annual Business Meeting in December.

II. Board Member Conflict of Interest Questionnaires. All completed Conflict of Interest questionnaires have been completed, signed, and are on file in the Corporation's Official Records Book.

III. Status of Non-Profit Application. The IRS has issued it's determination and the Corporation is officially listed as an IRS 501(c)(3) Non-Profit Corporation.

There was no additional old business to come before the Board.

New Business:

I. Annual Membership Meeting. The Secretary reminded the Board that the Annual Business Meeting of the needs to be held in December 2008, and that one Board Member's term expires in January 2009 (Lee Monroe).

The motion was made to hold the Annual Business Meeting of the Corporation on the evening of December 6, 2008 at the Hogtown Reenactment. The motion was seconded. Discussion followed. The vote was called and the motion was adopted by a unanimous vote. The President will set the time and place for the meeting, and the Secretary will send out notice to the Membership via email. The reports must be submitted to the Secretary no later than November 30, 2008.

The Agenda for the Annual Business Meeting of the Corporation is as follows:

1. Call the Meeting to Order by the President
2. Opening Remarks by the President
3. Introduction of the Board and Officers
4. Board Reports:
 - a. President's Message
 - b. Vice President's Message
 - c. Treasurer's Report
 - d. Secretary's Report
5. Committee Reports:
 - a. There are no Committee Reports for this meeting
6. Unit Commander Reports:
 - a. 2nd Florida Volunteer Infantry Commander's Report
 - b. 2nd Florida Light Artillery Commander's Report
7. Election of One Board Member, Term to Expire January 2012
8. Open Discussion From the Membership
9. Adjourn

II. Annual Corporation Report. The Secretary reminded the Board that reports presented at the Annual Business Meeting of the Corporation would be published on the Web Site as an annual report for the Corporation. The Secretary will prepare and publish the report.

III. Fund Raising Activities. The President requested clarification of the fund raising requirements of a non-profit corporation. The Secretary noted that it is important to solicit funds from the general public as a non-profit corporation, and fund raising is one of the more accepted methods for doing this.

The motion was made to conduct a fund-raising raffle of the Civil War art that was donated to the Corporation at the Hogtown Reenactment. The motion was seconded. Discussion followed. The vote was called and the motion was adopted by a unanimous vote. The President will work with the Hogtown Reenactment Event Organizer to set this up.

IV. Annual Dues. The President raised the question regarding the proration of dues. Annual Dues must be paid by mid-January of each year. The organization pays for the individual's insurance through its membership in the Department of the Gulf (DOG), and as new members are admitted, the Corporation must pay the \$10.00 annual premium for their insurance.

In January 2008, the Board of Directors established by unanimous resolution that there would be no proration of dues. The original motion, as stated in the January 26, 2008 Board of Director Meeting Minutes is as follows:

... 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 decision was made that, while the Corporation would have one set annual dues, each individual unit was free to charge an additional membership assessment above and beyond the dues that would be used for the internal operations of the unit.

In the Corporate Resolutions document, the resolution is as follows:

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 first day of January of each year.

It is further *Resolved*, that dues shall not be prorated for new members joining after the first day of January of each year.

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.

The motion was made to amend the motion previously adopted at the January 26, 2008 meeting of the Board of Directors to read as follows:

Each individual desiring membership in the Corporation must pay annual dues to the Corporation. The Corporation's annual dues shall be \$15.00 per year. These dues will 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; and, each Unit will have control over how much to charge for dues above the insurance premium for members joining after July 13 to be used for the internal operations of the unit.

The motion was seconded. Discussion followed. The vote was called and the motion was adopted by a unanimous vote.

The motion was made to amend the resolution previously adopted at the January 26, 2008 meeting of the Board of Directors to read as follows:

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.

The motion was seconded. Discussion followed. The vote was called and the motion was adopted by a unanimous vote.

V. Bank Accounts. The President and the Treasurer discussed the bank account. The bank started charging a monthly service fee. The President worked with the bank to remove this service fee, but the bank is still charging a fee – just at a lower rate. The President and Treasurer will work with the bank to have these service fees removed and refunded.

VI. Tax and State Filings. The President requested clarification of who files the state and federal tax and corporate forms. The Secretary is responsible for filing all forms with government agencies with the assistance of the Treasurer.

VII. Hogtown 2008. There was discussion regarding the Ball to be held at the Hogtown reenactment. Discussion included where to hold the ball (in the pavilion or in the field) and whether to offer prizes. The President will confer with the Hogtown Reenactment Event Organizer regarding this.

VIII. Safety Protocols as a Corporate Focus. The President raised the issue of Safety Protocols in light of some recent accidents that occurred at events in Florida. The 2nd Florida Light Artillery Unit Commander noted that safety protocols are of paramount importance to the artillery, which is why the unit (and the Corporation) sponsors a safety school each year. The Secretary noted that this is in keeping with the educational nature of our non-profit status.

The motion was made that all units of the Corporation make safety protocols a primary focus of their activities. The motion was seconded. Discussion followed. The vote was called and the motion was adopted by a unanimous vote.

IX. Unit Authenticity. The 2nd Florida Volunteer Unit Commander suggested that the Corporation provide greater focus on the authenticity of historical impressions, both on the battlefield and at camp (military and civilian). The Secretary noted that this is in keeping with the educational nature of our non-profit status. The infantry and artillery unit commanders committed to bring this up with their respective units and a major 2009 initiative. There was additional discussion regarding the qualities of unit leaders and ways to ensure that the unit leadership (officers and NCOs) provides the correct example to the members of the unit and to the reenacting community in general.

There was no additional new 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 7:00 PM. The next meeting of the Board of Directors will be scheduled for early 2009 after the new Board Member is elected.