

**BYLAWS  
OF  
CECIL FIELD POW/MIA MEMORIAL, Inc.  
A FLORIDA NOT-FOR-PROFIT CORPORATION  
ADOPTED 5 DECEMBER 2017**

**ARTICLE I  
PURPOSES**

CECIL FIELD POW/MIA MEMORIAL, Inc. a Florida not-for-profit corporation (the “Corporation”) is organized and shall be operated for the purposes of the promotion of social welfare within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, for the purpose of honoring and remembering all former American prisoners of war (POW) and those who are missing in action (MIA) who valiantly have served the United States of America, with appropriate ceremonies and activities.

The principal office of CECIL FIELD POW/MIA MEMORIAL, Inc., a Florida not-for-profit corporation (the “Corporation”) is located in the State of Florida. The Corporation may have such other offices, either within or without the State of Florida, as the board of directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II  
Members**

The Corporation shall have no members.

**ARTICLE III  
Board of Directors**

**SECTION 1. General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

**SECTION 2. Number, Classes, Election and Tenure.**

(a) **Termination of Existing Terms.** At the end of the first annual meeting of the board of directors after these bylaws have been adopted, the term of each individual who is serving as a director shall terminate irrespective of whether such individual’s term as a director would have continued under the Corporation’s bylaws that were in effect immediately preceding the adoption of these bylaws.

(b) **Number and Qualifications of Directors.** Commencing with the first annual meeting of the board of directors after the adoption of these bylaws, the number of directors of the Corporation shall be no fewer than 9. At each annual meeting of the board of directors following the adoption of these bylaws, the board of directors shall elect as directors those individuals whom the board of directors desires to elect, in the class or classes of directors that are then up for election, and in accordance with these bylaws.

(c) **Classes of Directors.** The individuals who are being elected to the board of directors shall be divided into the following classes, Class I, Class II, Class III and Class IV, with the number of directors in each of Class I, Class II and Class III being as nearly equal in number as is practicable:

(i) **Class I.** At the first annual meeting of the board of directors that follows the adoption of these bylaws, the term of individuals being elected as Class I directors shall be one year. After such one year, the term of individuals being elected as Class I directors shall be three years.

(ii) **Class II.** At the first annual meeting of the board of directors that follows the adoption of these bylaws, the term of individuals being elected as Class II directors shall be two years. After such two years, the term of individuals being elected as Class II directors shall be three years.

(iii) **Class III.** At the first annual meeting of the board of directors that follows the adoption of these bylaws, and at every third annual meeting thereafter, the term of individuals being elected as Class III directors shall be three years.

(iv) **Class IV.** A Class IV director shall consist solely of the individual who is the immediate past chair of the board for any period during such individual's tenure as the immediate past chair of the board provided that such individual is not a Class I, Class II or Class III director.

**SECTION 3. Annual and Regular Meetings.** The annual meeting of the board of directors shall be held during the month of October of each year. The board of directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution, except as provided in Article III, Section 8, and Article XI of these bylaws.

**SECTION 4. Special Meetings.** Special meetings of the board of directors may be called by the chair or chair elect of the board or by any three directors. The person or persons who call a special meeting of the board of directors may fix the place for holding such special meeting.

**SECTION 5. Notice.** Notice of any annual or special meeting shall be given at least ten days before the meeting by written notice delivered personally, by mail, or by electronic mail to each director at such director's residence or business address in the records of the Corporation, unless in case of emergency, the chair of the board or the secretary of the Corporation shall prescribe a shorter notice to be given personally or by electronic mail to each director at such director's residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting, before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Unless otherwise provided by law, whenever any notice is required to be given to any director under the provisions of the Florida Not For Profit Corporation Act, the Corporation's articles of incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**SECTION 6. Quorum.** A majority of the directors serving at the time of any meeting shall constitute a quorum for the transaction of business at such meeting of the board of directors. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

**SECTION 7. Board Action.** Except as otherwise expressly provided in these bylaws, the action of the majority of the directors present at a meeting at which a quorum is present shall be the action of the board of directors.

**SECTION 8. Removal.** A board member may be removed by a vote of the board of directors, at any annual or other meeting of the board of directors, provided that notice of the proposed removal is given to members of the board of directors at least 10 days prior to the date of the meeting. Any removal must be by a vote of not less than two-thirds of the directors present at the meeting.

**SECTION 9. Vacancies.** Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected or appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until such director's successor shall have been elected and qualified or until such director's earlier resignation, removal from office, or death. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors for such term of office as is specified by the board of directors, and, in determining such term, the board of directors shall attempt to keep the number of directors in each of Class I, Class II and Class III as equal as is practicable.

**SECTION 10. Presumption of Assent.** A director who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the director votes against such action or abstains from voting on such matter because of an asserted conflict of interest.

**SECTION 11. Conference Telephone and Similar Equipment.** A member of the board of directors or any committee of the board of directors may participate in a meeting of such board of directors or committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting. Members of the board of directors are strongly encouraged to attend, in person, meetings of the board of directors whenever possible.

**SECTION 12. Action Without a Meeting.** Any action required by law to be taken at any meeting of the directors of the Corporation or any action which may be taken at a meeting of the board of directors or a committee of the board of directors, may be taken without a meeting if all of the directors or all of the members of the committee, as the case may be, consent thereto. The action taken must be evidenced by one or more written consents describing the action taken and signed by all of the members of the board of directors or all of the members of the committee, as the case may be. For purposes of this Section, the word "signed" means any manual, facsimile or electronic signature adopted by a director or member of a committee, as the case may be, with the intent to authenticate the written consent. Action so taken shall be effective when the last director or member of the committee signs such written consent, unless such consent or consents specify a different effective date. A consent so signed has the effect of a meeting vote and may be described as such in any document. Each written consent shall be filed in the minutes of the proceedings of the board of directors or of the committee, as the case may be, and such consent shall have the same effect as a unanimous vote.

**SECTION 13. Standing Committees.** The Corporation shall have the following standing committees:

(a) **Executive Committee.** The executive committee shall consist of the chair of the board, each of the vice chairs, the secretary and the treasurer, and such additional individuals, if any, whom the board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members to serve on the executive committee. Between meetings of the board of directors, the executive

committee shall have and may exercise all of the authority of the board of directors; provided, however, that the executive committee shall not have the authority to:

- (i) fill vacancies on the board of directors or any committee thereof;
- (ii) adopt, amend, or repeal the bylaws; or
- (iii) remove a member of the board of directors.

(b) **Finance Committee.** The finance committee, which shall be comprised of three or more directors, shall consist of the treasurer and such additional individuals whom the board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members to serve on the finance committee. The treasurer shall chair the finance committee. The finance committee shall have the following duties:

- (i) review the Corporation's monthly and annual financial statements and give a report to the board of directors, on a regular basis, as to the Corporation's financial condition and results of operation;
  - (ii) review and recommend to the board of directors the proposed capital and operating budgets of the Corporation;
  - (iii) monitor the invested capital of the Corporation;
  - (iv) approve material changes to the Corporation's portfolio or banking relationships;
- and
- (v) such other duties as the board of directors may assign to the finance committee from time to time.

(c) **Audit Committee.** The audit committee, which shall be comprised of three or more directors, shall consist of such individuals whom the board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members to serve on the audit committee. The audit committee shall have the following duties:

- (i) consider and recommend to the board of directors whether an audit of the financial statements of the Corporation should be conducted for any fiscal year of the Corporation;
- (ii) if an audit of the financial statements is conducted for any fiscal year, meet with the certified public accountants who performed the audit to review the audited financial statements and any recommendations of the accountants;
- (iii) review, from time to time, the Corporation's internal controls and the Corporation's compliance with such internal controls;
- (iv) review, from time to time, the Corporation's compliance with the requirements of the federal income tax laws that apply to the Corporation;
- (v) review, from time to time, the requirements of grant making agencies or governmental bodies, the Corporation's procedures with respect to grant applications, the administration of grants, and the Corporation's compliance with such requirements and procedures;

(vi) review, from time to time, the Corporation's insurance coverages and recommend to the board of directors any changes in such coverages;

(vii) review, from time to time, the performance of the Corporation's certified public accountants and whether or not to change the accountants;

(viii) make recommendations to the board of directors as to the matters described above; and

(ix) such other duties as the board of directors may assign to the audit committee from time to time.

(d) **Nominating and Governance Committee.** The board of directors shall designate from among its members a nominating and governance committee of three or more directors which shall have the following duties:

(i) recruit, nominate, provide an orientation to, and evaluate board members and board officers; and

(ii) review, from time to time, the Corporation's articles of incorporation and bylaws and the Corporation's corporate governance policies, procedures and practices, and make any recommendations to the board of directors with respect to any necessary or desirable changes to any of the foregoing.

The board of directors shall designate, from time to time, a chair of the nominating and governance committee.

**SECTION 14. Ad Hoc Committees and Task Forces.** The board shall have such ad hoc committees and task forces as may be appointed by the board of directors or the chair of the board. Such ad hoc committees and task forces are not required, by these bylaws, to be comprised solely of members of the board of directors.

## **ARTICLE IV** **Officers**

**SECTION 1. Number.** The officers of the Corporation shall be a chair of the board, one or more vice chairs, a secretary, and a treasurer, each of whom shall be elected by the board of directors. One or more other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors.

**SECTION 2. Election and Term of Office.** The officers of the Corporation shall be elected by the board of directors for a two year term at every other annual meeting of the board of directors immediately following the election of directors at such meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be practicable. Each officer shall continue to hold office until such officer's successor shall have been elected and qualified or until such officer's earlier resignation, removal from office, or death.

**SECTION 3. Removal.** Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

**SECTION 4. Vacancies.** A vacancy, however occurring, in any office may be filled by the board of directors for the unexpired portion of the term.

**SECTION 5. Chair of the Board.** The chair of the board shall be the principal board officer of the Corporation and, subject to the control of the board of directors, shall in general supervise all of the business affairs of the Corporation. The chair of the board shall, when present, preside at all meetings of the board of directors and the executive committee. The chair of the board may sign (together with any other officer that may be designated by the board of directors in any instance), any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The chair of the board shall in general perform all duties as from time to time may be assigned to the chair of the board by the board of directors.

**SECTION 6. Vice Chairs.** The board of directors shall elect one or more vice chairs and, in the event that the board of directors elects more than one vice chair, such vice chairs shall be designated as the first vice chair, second vice chair, and so on, as the board of directors may designate. Each vice chair shall perform such other duties as from time to time may be assigned to such vice chair by the chair of the board or by the board of directors.

**SECTION 7. Secretary.** The secretary shall: (a) keep the minutes of all the meetings of the board of directors and each committee of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the mailing or other address of each director which shall be furnished to the secretary by such director; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the chair of the board or by the board of directors.

**SECTION 8. Treasurer.** The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the chair of the board or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors shall determine.

## **ARTICLE V** **Resignations**

Any director or officer of the Corporation may resign at any time by giving written notice to the board of directors, to the chair of the board or to the secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the chair of the board or by the board of directors.

## **ARTICLE VI** **Contracts, Loans, Checks, Deposits, Investments, and Reserves**

**SECTION 1. Contracts.** The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

**SECTION 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

**SECTION 3. Checks and Indebtedness.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

**SECTION 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on 1 October and end on 30 September of each year.

## **ARTICLE VIII**

### **Indemnification**

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages to the Corporation or any other person or entity for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the adoption of these bylaws to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the board of directors of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation, in the discretion of the board of directors, in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section and upon such other terms and conditions as may be determined by the board of directors.

## **ARTICLE IX**

### **Emergency Bylaws**

In the event that a quorum of the Corporation's board of directors cannot readily be assembled because of a catastrophic event, the following emergency bylaws are in effect until termination of the emergency.

**SECTION 1. Notice.** Notice of a meeting of the board of directors need only be given to those directors whom it is practicable to reach and may be given in any practicable manner, including publication by publication or radio.

**SECTION 2. Quorum.** The directors in attendance at such a meeting shall constitute a quorum.

**SECTION 3. Actions by the Board of Directors During an Emergency.** To the extent consistent with these emergency bylaws, the Corporation's bylaws shall remain in effect during an emergency. During an emergency as set forth herein, the board of directors may: (a) modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and (b) relocate the principal office or designate alternative principal or regional officers or authorize the officers to do so.

**SECTION 4. After the Emergency.** The emergency bylaws are not effective after the emergency.

## **ARTICLE X Amendments to Bylaws**

These bylaws may be altered, amended, or repealed, or new bylaws may be adopted, by a vote of the board of directors, at any annual or other meeting of the board of directors, provided that notice of the proposed alteration, amendment, repeal or new bylaws is given to members of the board of directors at least 10 days prior to the date of the meeting. Any alteration, amendment or repeal of these bylaws, or the adoption of new bylaws, must be by a vote of not less than two-thirds of the directors present at the meeting.

## **ARTICLE XI DISSOLUTION**

Upon dissolution of the Corporation the Board of Directors shall, after paying or making provisions to for payment of all liabilities of the Corporation, dispose of the residual assets of the Corporation exclusively for exempt purpose of the Corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Section 501(c) 3 of the Internal Revenue Code

## **ARTICLE XII PARLIMENTRY AUTHORITY**

**SECTION 1. Authority:** All meetings of the Corporation shall be governed by the Bylaws of Cecil Field POW/MIA Memorial, Inc, and then by Robert's Rules of Order, Newly Revised, Current Edition.