

# **AMENDED BY-LAWS OF THE FLORIDA RAILROAD MUSEUM INC.**

## **Articles I**

### **Name**

These are the amended By-Laws of the Florida Railroad Museum. Inc., DBA as the Florida Gulf Coast Railroad Museum, Inc., (hereinafter referred to as the “Museum” or “Corporation”), a Corporation not for profit, organized under Chapter 617 of Florida statutes.

### **Purpose and Mission Statement**

The mission of the Florida Railroad Museum, Inc. (FRRM) is the preservation, operation, restoration, and display of vintage railroad equipment, including diesel locomotives, steam locomotives, railroad passenger cars and railroad rolling stock. In addition to equipment, its purpose is to preserve and display artifacts and documents related to the rail transportation industry and to educate the public on the technology, history, and impact of the rail transportation industry in the United States and its relationship to Florida. Through experience and education the Florida Railroad Museum seeks to be the premier railroad museum in Florida and one of the best in the country.

## **Article II**

### **Office**

The location of the office of this Corporation shall be at the street address designated in its Annual Corporate Report to the Florida Secretary of State. The Secretary should ask for instruction from the Board of Directors if it has any question about the location of the office of this Corporation. No amendment of these By-Laws is required to change the location of the Corporation’s office.

## **Article III**

### **Fiscal Year**

The fiscal year of the Corporation shall be by July 1 through June 30 of each year.

## **Article IV**

### **Members and Membership**

Qualifications for Membership: Any person, including a natural person, corporation, firm, partnership, business or professional entity, education society, museum, political subdivision or other non-profit agency, shall be qualified for admission to membership in the Museum, without regard to sex, race, color, sexual orientation, ethnicity, or disability. The applicant for membership must have an interest in the purposes and objectives of the Museum.

- A. The application for membership is available to anyone who has reached or exceeded the age of eighteen (18) years of age.
- B. Classes of Membership

There are two classes of membership: General Member and Active Member

#### **1. General Member**

- a. Annual Member: The classes of annual membership and the dues for each shall be determined by the Board of Directors and stated on a separate page or pages in a written Addendum signed by the President and/or Secretary. Each Addendum shall be dated on the day that the Board enacted or ratified it, and all such Addenda, whether superseded from effect, shall be kept on file by the Secretary. Each member of the Museum whose dues are paid may be provided with a copy of the By-Laws and the current Addendum within a reasonable time after the member makes a written request to the Secretary.
  - i. General Members do not have voting privileges after 2020.
- b. Life Member: These are individuals who pay a one-time membership fee established by the Board of Directors. This individual should not have to pay any other fees to be a member.
- c. Membership Emeritus: This is awarded to an individual by the Board of Directors to an individual for exceptional service to the Florida Railroad Museum. There is no payment required for this membership and only can be awarded by the Board of Directors. This person no longer has to pay any annual membership fees. Any member who has been awarded a Life Membership in the past that matches the conditions listed for Membership Emeritus will have their classification re-assigned as Membership Emeritus.

#### **2. Active Member**

- a. An Active Member is any General Member who has also provided volunteer time to the museum on an annual basis.
  - i. The Board of Directors will determine the minimum time of volunteer hours per year required.
  - ii. The first time a person becomes an Active member is when the General Member has fulfilled the required minimum volunteer time for the year.
  - iii. The person remains an Active member as long as the person had retained the Active status the previous year.
  - iv. Whenever the Active Member has lost the status due to a year without the required minimum volunteer time, the general member must requalify as if a first time active member.
  - v. Beginning in 2021 Active members are the only individuals who have the right to vote for the Board of Directors and/or any other vote given to the museum membership. D. Payment of dues.

Annual dues are to be paid for each year by those members who are required to pay dues. Any member who fails to pay their dues three (3) months after the year in which they pertain shall be deemed to have resigned as a member, and the Board of Directors may condition re-admission to membership the requirement that all dues in arrears be paid, or the Board may consider mitigating circumstances and approve re-admission to membership without conditions.

## **Article V**

### **Membership Meetings and Elections**

- A. Annual meetings of the active members shall be held on the second Monday of each September or such date thereafter as may be selected by the Board, not to exceed 180 days after said election date, for the purpose of electing Representative Directors of the Corporation, and for any other business authorized to be transacted by the Active Members. The terms of the Representative Directors elected/selected , other than the second Monday in September, will have their terms end on the next second Monday of September. The Board member who are currently serving as of June 2020 will continue until their current terms expire.

- B. Special meetings of the members shall be held whenever called by the President, or in his absence, by the Executive Vice-President, and must be called upon the request of the majority of the Board of Directors of the Corporation.
- C. Notice of the Annual or special meetings of the Active Members shall be given by mail, addressed to the last known address of each Active Member. Such notices may be included in a newsletter or similar publications of the Museum.
- D. Notice of the Annual meeting shall be deposited in the mail at least thirty (30) days prior to the meeting to all Active members. Notice of a special meeting shall be deposited in the mail to all Active members at least seven (7) days prior to the meeting.
- E. All Active Members of the Museum whose dues are paid and volunteer time fulfilled as required at the time that a membership meeting is held and who are present at such meeting in person are entitled to vote at the membership meeting.
- F. Each member entitled to vote is entitled to cast one vote on each motion presented at the Annual or special meeting of Active Members and each Active Member is entitled to cast votes for the election of Representative Directors in accordance with the provision of the election procedure outline in these By-Laws.
- G. The order of business at the Annual meeting of Active members, and as far as practical at all other meetings of the members of the Museum, shall be: (1) Roll call of Officers, (2) Disposal of unapproved minutes, (3) Report of Officers of the Corporation, (4) Unfinished business, (5) Election results, (6) New business, (7) Old business, (8) Adjournment.
- H. Robert's Rules of Order newly revised shall govern the conduct of all meetings.

#### **A. Elections**

1. The Board of Directors shall appoint an Election Committee at least one hundred twenty (120) days prior to the date of the Annual meeting. One member of the Election Committee shall be the Membership Chairperson and the Election Committee shall elect their own Chairperson.
2. Any qualified person desiring to be a candidate for a Representative Director position shall submit a letter of intent to run for a Representative Director position along with a resume or statement not more than 90 days prior to the date of the Annual meeting, but not later than fifty (50) days prior to the date of the Annual meeting. Failure to submit both documents in the time frame outlined shall be considered a major defect which renders the person ineligible for election. To be eligible to be elected as a Representative Director, a person must be an Active Member in good standing of the Museum for a period of two (2) year prior to the

date of the Annual meeting in which the election is held. No person who is a paid employee of the Florida Railroad Museum, Inc., may be eligible for election to the Board of Directors. Any employee who is serving on the Board when these modifications to the By-Laws go into effect may serve the rest of their term.

3. The Election Committee shall prepare a list of candidates along with their resume for mailing to the members qualified to vote at the Annual meeting at least forty (40) days prior to the date of the Annual meeting.
4. If with fifty (days) prior to the date of the Annual meeting the number of person submitting a letter of intent and resume equals the number of Representative Directorship positions open for election, no election would be require and those submitting a letter of intent and resume would be deemed elected to the Board of Directors.
5. In the event there are more candidates than open seats, an election will be held by secret ballot. The ballot must be placed in a small envelope which will be placed in a larger envelope marked " Ballot", which must be signed by the active member. Thirty (30) days prior to the date of the Annual meeting, the Election Committee shall mail to the Active Membership entitled to vote: a list of the candidates, a copy of their resume, inside and out envelopes marked "BALLOT" a ballot, a proxy, and a return envelope. If no election is to be conducted for reasons outlined in items 4, a notice of automatic election to the Board of Directors shall be sent to the Active Membership
6. The purpose of the proxy is for the purpose of establishing a quorum at the Annual meeting. A quorum at the Annual meeting shall consist of the presence, or by proxy, of not less than ten (10) percent of the total Active Members eligible to vote. If a person is attending the meeting, it is not necessary to sign a proxy. For those eligible members not attending the meeting, a signed proxy can be mailed or emailed prior to the meeting.
7. For Active Members attending the meeting, the signed envelop marked "BALLOT" may be deposited in the ballot box, which must remain open for five (5) minutes after the opening the Annual meeting to enable any Active Member in attendance to deposit their ballot. For Active members responding by mail, the signed envelop marked "Ballot" and proxy must be postmarked by the first Monday of the month of the Annual meeting. Ballots postmarked later can only be accept if that member is present at the Annual meeting.
8. The Election Committee will then check the signatures for valid Active Membership and then deposit the unmarked ballot envelopes in a separate pile to be counted to determine the outcome of the election. Signed proxies will be counted toward the ten (10) percent required for an election.

9. In the event of a tie, the remained tied applicants will face a runoff which the attending Active Members of the meeting will determine the winner.
10. The President shall appoint a committee of three (3) persons who are Active members of the Museum to act as Tellers for the purpose of counting proxy's and ballots. No person who is a candidate for office may be appointed a teller.
11. The Board of Directors in its sole discretion may determine whether any written ballot or proxy is void for any reasonable cause, such as sufficient clarity to ascertain the intention of the member.

## **Article VI Directors**

- A. This Corporation shall exercise all corporate powers through a Board of Directors (also referred to in these By-Laws as the "Board"). There shall be nine members on the Board who are either elected representatives or Trustees elected by the Board. The Board, at its discretion may appoint up to six Community Directors, who can be non-members of the Museum, and shall serve at the pleasure of the Board. Community Directors may not participate in voting on motions presented to the Board.
- B. No member may be elected to a position on the Board as an elected representative or Trustee unless an in good standing as an active member of the Museum at the time of the election. They can only serve as long as they keep good standing as an active member of the Museum.
- C. The Board shall consist of two types of members: Elected Representative and Trustee
  - a. Elected Representative – is elected by the active membership of the Museum.
    - i. There is one representative elected each year by the active membership for a four year term for a total of four (4) elected representatives on the Board.
    - ii. An individual must have been an active member of the Museum for a minimum of two years before the election.
    - iii. Any vacancies that occurred among the elected representatives will also be voted for at the next election to finish the term of office for the position that had been vacated.
    - iv. There will be a background check completed of any person elected to a position within 60 days of being elected. If the background check reveals problems that the board would consider detrimental to the museum the next in line would be seated.

- b. Trustee – is elected by the current Board members for a lifetime term as long as the individual maintains an active membership status. There shall be 5 trustees.
  - i. The Board should fill any vacancy within 92 days.
  - ii. A person must have a minimum of five years of active membership before being considered for a Trustee position.
  - iii. Trustee is elected by all Board members with the ability to vote.
  - iv. All Trustees must have a background check completed before taking office.
- D. The board can remove an elected representative or Trustee with the approval of at least 2/3 of the current Board members.
  - a. If a board member cannot be present for the meeting the board member may give a vote to the president. If the president is the one being voted upon the Board member can give it to the vice-president.
  - b. Any vote for removal will be done by secret ballot
  - c. The Board will elect two Trustees each year until all five Trustee positions have been filled.
- E. If a vacancy occurs, either a director or officer, by reason of Director/officer removal, death, resignation, incapacity or otherwise, such vacancy shall be filled by appointment of the remainder of the current year by the current Board of Directors. If the person is a Representative Director, the position will be filled at the election for the remainder of the unexpired term for that person.
- F. Regular meeting of the Board of Directors shall be held on the second Monday of each month, and at such additional times and places as the Board of Directors may deem fit and proper. No notice of such meetings is required.
  - a. If circumstances dictate the meetings can be held via phone conferencing and/or internet conferencing as long as all Directors can be included.
  - b. Members of the Museum have the right to be present, however, at any time the President can limit the meeting only to Directors due to information beings shared, laws of confidentiality, etc.
- G. Special meetings of Directors of the Corporation the Board of Director's may be called by the President and must be called at written request of a Director. Not less than two (2) day notice of a special meeting shall be given personally or by mail, telephone, fax or e-mail which notice shall state the date, time, place, and purpose of the special meeting.
- I. A quorum at any Director's meeting shall consist of a majority of the Directors of the Corporation. The acts approved by those present at the meeting at which a quorum is present, shall consist of the acts of the Board of Directors. If at any meeting of the

Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present.

- J. Any Director may be removed from office for cause by at least a 2/3 vote of the Board of Directors at any regular Board meeting at which a quorum is present.
- K. Directors are expected to attend Board meetings with reasonable regularity, and a Director may be removed from office for cause if he or she fails to attend three (3) consecutive Board meeting during any period of twelve (12) months. Any motion for removal of a Director shall be made and seconded only at a regular meeting of the Board of Directors, and the vote on such motion shall not take place until a subsequent regular Board meeting. Within two (2) weeks after a motion for removal has been made and seconded, the Secretary or any Director designated by the President shall mail, fax, or e-mail written notification of such motion to the person whose removal has been moved. Such written notification shall include the date, time and place of the Board meeting at which the vote on the motion will take place. Removal for cause including removal for absence from Board meetings is a discretionary matter, and the purpose of the written notification required above is to give any Director whose removal has been moved an opportunity to inform the Board of mitigating circumstances indicating that the Board should vote against the motion for removal. Removal for absence needs only a majority vote.
- L. Any Director who has not kept Active Membership current has thirty (30) days to restore active membership or will be automatically removed from the Board.
- M. If any Director is unable to attend any regular or special meeting they shall notify the President or Secretary of their intended absence by mail, telephone, fax or e-mail.

## **Article VII**

### **Officers**

The officers of the corporation shall be:

A President, Executive Vice-President, Secretary and Treasurer. The President, Executive Vice President, Secretary and Treasurer shall be members of the Board of Directors. The same person may hold up to two positions except that the President and the Executive Vice-President



shall be different persons. The officers shall be elected by the Board of Directors, and they shall serve for one year terms.

B The Executive Vice-President shall in the absence or disability of the President, exercise the power and perform the duties of the President.

C The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members.

D The Secretary shall attend to the giving of all notices to the Board of Directors and to the members as require by these By-laws. The Secretary shall keep the records of the Corporation, except for the records of the Treasurer, and shall perform all other duties incident to the office of Secretary as required by the Board of Directors.

E The Treasurer shall have custody of all property of the Corporation including funds, securities and evidence of indebtedness. The Treasurer shall keep the books of the Corporation in accordance with good accounting practices and shall perform all other duties incident to the office of the Treasurer.

Any person elected as a Director who is a paid employee of the Florida Railroad Museum, Inc., may not serve as an officer of the corporation.

## **Article VIII**

### **Policy Requirements**

- A. The Board of Directors shall maintain a Conflicts of Interest policy that is written and given to each Board member, key employees and made available to Museum members when requested in writing to the secretary. Each member of the Board and Key Employee shall sign a Conflict of Interest Statement on an annual basis. Each year, The Board, or a Committee of the Board, shall review the Conflict of Interest Statement from each Board Member and Key Employee to determine and/or resolve any disclosed conflicts that could be detrimental to the Museum.
- B. The Board of Directors shall maintain a Whistleblower Protection policy that is written and given to each employee, Board member and made available to Museum members when requested in writing to the secretary. At least once a year, the Whistleblower Policy will be reviewed by the Board, as a refresher, and each employee shall be reminded of the Whistleblower Policy.

C. The Board of Directors shall maintain a non-discrimination policy that is written and given to each employee, Board member and made available to Museum members when requested in writing to the secretary.

## **Article IX**

### **Committees**

The Board of Directors may appoint committees as it seems fit. There are two forms of committees: Standing and Temporary. The Board will be clear which of these two categories the committee they are forming should be listed as.

- A. Standing committee is a committee that has no established ending date.
  - a. Committee will submit a report to the Board of Directors at its regularly established meetings or when requested by the President.
  - b. It will give each Board member a copy of any minutes taken of its meeting unless a Board member in writing states that he/she does not want it.
- B. Temporary Committee is a committee that has a perceived ending date either set by calendar and/or an event.
  - a. They will submit a report to the Board when requested by either the President or the Board.
  - b. The committee will cease once the calendar date is met or the event has been held.

## **Article X**

### **Amendments**

Amendments to these By-laws may be proposed at any regular meeting of the Board of Directors. The proposed amendment shall be voted upon at the next regular meeting. The proposed amendment must be approved by sixty (60) percent of the Directors.

## **Article XI**

### **Demise and Dissolution**

In the event of the demise and dissolution of the Corporation the net assets shall be distributed to other nonprofit organizations with similar mission. No benefit shall inure to any member of the Museum as a result of such a dissolution.

The date the By-laws were approved: May 11, 2020