

**AMENDED AND RESTATED
BY-LAWS OF THE
FRIENDS OF ST. JOHN'S CEMETERY FOUNDATION**

**ARTICLE 1
MISSION, MEMBERSHIP, AND ORGANIZATION**

SECTION 1. MISSION

The Friends of St. John's Cemetery Foundation ("the Friends") is a not for profit corporation, organized in the State of Florida and recognized as a 501(c)3 organization by the Internal Revenue Service. Its mission is to honor the legacies of those interred at St. John's Cemetery ("the Cemetery") in Pensacola, Florida, which is owned by St. John's Cemetery, Inc. Such support may include, without intending any limitation, the following activities associated with the Cemetery:

1. Fundraising
2. Sponsoring a website and database
3. Volunteer assistance
4. Memorial ceremonies
5. Educational/outreach
6. Capital and general investments
7. Administrative support

SECTION 2. MEMBERSHIP

Members are those persons who subscribe at least the minimum amount specified annually by the Board of Directors. The Board of Directors, in its sole discretion, may establish additional tiers of memberships.

SECTION 3. OFFICERS

- A. The officers shall be current members of the Friends.
- B. There shall be up to four elected officers by the majority vote of the Board of Directors; however, one officer may perform the duties of Secretary/Treasurer:
 1. President, who shall preside over all Executive and Board of Directors meetings, serve as spokesperson and legal representative of the corporation, and signatory on the finances.
 2. Vice President, who shall lead the Website/Research Committee, serve as President-elect, and act in the absence of the President.
 3. Secretary, who shall keep and retain minutes of the meetings of the Executive Committee and Board of Directors.
 4. Treasurer, who shall maintain, invest, and report the finances to the Executive Committee and Board of Directors.

- C. Elected officers will serve terms of three years. In the event of an officer's absence, inability or refusal to act, the Board of Directors may elect any member to serve the remainder of the term of office. There are no term limits for officers.
- D. Any officer may be removed by the majority vote of the Board of Directors.

SECTION 4. BOARD OF DIRECTORS: NUMBER, QUALIFICATIONS, TERMS OF OFFICE, AND MANNER OF SELECTION

- A. There shall be no more than twelve (12) directors.
- B. Each director shall be a current member of the Friends.
- C. Nominations to the Board of Directors shall be originated by the Executive Committee, which shall present the approved nominees to the existing Board of Directors, which may elect the nominees by majority vote.
- D. The term of a member of the Board of Directors shall be between one and three years. The membership of the Board of Directors, so elected, shall be staggered, such that no more than 1/3 of the 12 members have terms expiring in the same calendar year. For example, at any given time, one third of the Board would have terms expiring three years hence; one third would have terms expiring two years hence; and the remaining one third would have terms expiring one year or less hence.
- E. The President of St. John's Cemetery, Inc. or his designee, is an ex-officio non-voting member of the Board.

SECTION 5. MEETINGS

- A. The Board of Directors shall meet semi-annually at a date and place to be determined by the President. At these meetings, the Board will elect directors and officers as established by the by-laws and will transact general business of a strategic nature, as may be brought before the meeting.
- B. Special meetings of the Board of Directors may be held at the time and place designated by the President.
- C. One-third of the members of the Board will constitute a quorum at any meeting of the Board and all questions will be determined by a majority vote; however, a majority of all Board members must concur in amending these By-Laws and amending the Articles of Incorporation.
- D. In the absence of the President or First Vice President, the Board may appoint any member to act as chairman of the meeting.
- E. If a Director has two unexcused absences, his/her affiliation with the Board may be terminated by the President, and the President will begin the nomination process for a replacement, as established in the By-laws.

SECTION 6. EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the following: President, Vice President, Secretary, and Treasurer. Each member shall have one vote.

- B. The Executive Committee will meet quarterly, as called by the President. The presence of two members will constitute a quorum, and the affirmative vote of two of three members or three of four members is necessary for the adoption of any resolution. No revision or alteration by the Board of Directors of action taken by the Executive Committee will affect the rights of third parties.
- C. The Executive Committee is charged with daily operation and tactical business implementation of the corporation. It has, and may exercise all powers and authority of the Board of Directors when the Board is not in session, inclusive of the power to fill all unexpired terms, and subject only to such restrictions or limitations as the Board of Directors may specify. The Executive Committee has no authority to alter, amend or repeal the Articles of Incorporation or the By-Laws. All actions taken by the Committee will be reported at the next meeting of the Board of Directors. Actions of the Executive Committee will be included in the minutes of the Board of Directors.

SECTION 7. OTHER PERMANENT COMMITTEES

While the President may form committees as necessary, the following are permanent committees, whose presiding officer reports to the Executive Committee for approval:

- A. Annual Fund/Membership--Chaired by President
- B. Website/Research--Chaired by Vice President
- C. Budget and Investment--Chaired by Treasurer
- D. Audit--Chaired by a nominee by the President
- E. Endowment Fund--Chaired by the President

ARTICLE II

ORDER OF BUSINESS

The order of business of all meetings of the Board of Directors is as follows:

Roll call

Determination of a quorum

Reading and approval of minutes of last meeting

Consideration of communications

Reports of officers

Reports of Committees

Unfinished business

New business

Adjournment

ARTICLE III

AMENDMENTS

SECTION 1. BY-LAWS

These By-laws may be altered, amended, rescinded, or repealed by a majority vote of all members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

SECTION 2. ARTICLES OF INCORPORATION

The articles of Incorporation may be altered, amended, rescinded, or repealed by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IV

RESPONSIBILITY FOR THE MANAGEMENT THE CORPORATION

As part of the organization's administrative support of the Cemetery, the Board of Directors, upon the recommendation of the Executive Committee, may hire paid personnel to further the mission and goals of the organization.

ARTICLE V

DISSOLUTION OF CORPORATION

In the event that the membership dissolves the Corporation for any reason commensurate with the provision of these By-laws, all assets after payment of costs of the dissolution will be deposited in a fund administered by the City of Pensacola for the sole benefit of facility improvements of the Saenger Theater.

ARTICLE VI

ENDOWMENT FUND

Since many non-profits are aided financially by an endowment fund, the Friends establishes an Endowment Fund for patrons desiring to make donations designed to make a long term impact. While the Executive Committee will propose Investment

Policy Guidelines for approval by the Board of Directors, the Endowment's emphasis shall be income and growth. All income and up to 5% of capital can be expected to be withdrawn annually from the Fund to support the Friends' activities and/or operations. The Fund's committee shall be chaired by the President, and shall include one other officer and two members of the Board of Directors. A quorum shall consist of one officer and two directors. An internal audit shall be conducted annually to ensure adherence to the guidelines of this Article and the committee's Investment Policy Guidelines.

SO APPROVED BY THE BOARD OF DIRECTORS ON _____

SIGNED, PRESIDENT: _____

RICHARD FOUNTAIN

ATTESTED: _____ TITLE: _____

PRINTED NAME: _____