

BYLAWS
OF
ST. MICHAEL'S CEMETERY FOUNDATION
OF PENSACOLA, INC.

ARTICLE I. ACKNOWLEDGEMENT OF AUTHORITY, NAME & FISCAL YEAR

Section 1.01. Acknowledgement of authority. This Foundation shall be governed by the Articles of Incorporation and these bylaws.

Section 1.02. Name. This corporation shall be known as St. Michael's Cemetery Foundation of Pensacola Florida, a nonprofit Foundation organized under the laws of the State of Florida (herein "Foundation").

Section 1.03. Fiscal Year. The fiscal year shall be known January 1 to December 31.

ARTICLE II. MEMBERSHIP

Section 2.01. How constituted. This Foundation shall consist of its officers, board of directors and committees. The Board of Directors is the only body authorized to bind the Foundation and vote on Foundation issues.

Section 2.02. Non-voting Memberships. The Foundation shall have non-voting members as follows:

- (a) Friends of Saint Michael's Cemetery. Anyone interested in the purposes and objectives of this Foundation shall be designated "Friends of St. Michael's Cemetery" and duly enrolled as a non-voting member, eligible to serve on the Board of directors, as an officer of the Foundation, or as ex-officio members of committees.
- (b) Other non-voting memberships. Other Classes of non-voting memberships may be established from time to time by the Board of Directors, who may also set an annual dues policy. Any such dues may in no way be related to or be combined with any trust fund.

ARTICLE III. MEETINGS

Section 3.01. Regular Meetings. Regular meetings shall be held not less than annually.

Section 3.02. Annual Meeting. The annual meeting of the Foundation shall be held within the first month of the year.

Section 3.03. Other Meetings. Other Foundation meetings may be set as necessary.

Section 3.04. Notice. Written notice of the date and place of the meetings shall be given by the chairman of the respective committees to each committee member, or in the case of full meetings of the Board or membership, by the Chairman or Secretary, at least one

week prior to the meeting. Such notice may be by letter, telephone, email or facsimile transmission.

ARTICLE IV. OFFICERS

Section 4.01. Officers. The elected officers of the Foundation shall be Chairman, President, Vice President, Secretary, and Treasurer.

Section 4.02. Elections. Officers shall be elected by the Board to a term of one (1) year or until their successors are elected and take office.

Section 4.03. Limitation of Consecutive Terms. No officer, except the treasurer, shall serve more than two consecutive terms in office. An officer may be elected or appointed to a different office than that held for two consecutive years

Section 4.04. Duties. These officers shall perform the duties prescribe in these Bylaws adopted by the Foundation.

Section 4.05. No Compensation. No officer of the Foundation shall be paid any compensation for services as an officer of the Foundation.

ARTICLE V. DUTIES OF OFFICERS

Section 5.01. General Duties: All Officers shall:

- (a) Perform the duties prescribed in these Bylaws and by the parliamentary authority adopted by the Foundation.
- (b) Serve on the Executive Coordinating Committee.
- (c) Serve as Chairmen of their respective executive committees.
- (d) Perform the duties prescribed in the parliamentary authority adopted by the Foundation in addition to those outlined in these Bylaws and those delegated to them from time to time; and
- (e) Deliver to their successors all official material upon the installation of their successors.

Section 5.02. The Chairman. The Chairman shall:

- (a) Preside at all meetings of the Foundation;
- (b) Exercise general and active management of the Foundation;
- (c) Coordinate the work of the officers and committees in order to promote Foundation objectives;
- (d) Serve ex-officio on all committees; and
- (e) Execute all contracts of the Foundation, along with the Secretary, with Board of

Directors' approval.

Section 5.03. President. The President shall

- (a) Act as chairman of the Grounds Executive Committee;
- (b) Assist the Chairman and shall perform the duties of the Chairman in the absence or inability of that officer to act; and
- (c) Perform such other duties as may be delegated.

Section 5.04. Vice-President. The Vice-President shall:

- (a) Act as chairman of the Community Education Executive Committee;
- (b) Assist the President and shall perform the duties of the President in the absence or inability of that officer to act; and
- (c) Perform such other duties as may be delegated to them.

Section 5.05. Secretary. The Secretary shall:

- (a) Serve as chairman of the Administrative Executive Committee.
- (b) Record the minutes of all meetings and attendance of the Board of Directors;
- (c) Record the minutes of all meetings and attendance of the Executive Coordinating Committee
- (d) Notice of all meetings of the Foundation;
- (e) Have custody of the records of the Foundation;
- (f) Have custody of the Seal of the Foundation;
- (g) Execute all contracts of the Foundation, with the Chairman, upon the approval of the Board of Directors; and
- (h) Perform such other duties as may be delegated to the Secretary.

Section 5.06. Treasurer. The Treasurer shall:

- (a) Act as chairman of the Resources Executive Committee.
- (b) Have custody of all the funds of the Foundation from whatever source received;
- (c) Keep a full and accurate account of receipts and expenditures;
- (d) Make disbursements in accordance with the approved budget, as authorized by the Board of Directors of the Foundation, and according to the accompanying voucher as approved and signed by the Chairman.

- (e) Present a financial statement at every regular meeting of the Board of Directors, and at other times when requested by the Board of Directors;
- (f) Sign all checks, drafts and orders for payment of money in the name of the Foundation; and
- (g) Perform such other duties as may be delegated to the Treasurer.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.01. Constitution. The Board of Directors shall consist of the officers and directors of the foundation, all of whom shall have voting privileges. The number of directors may be changed by the Board of Directors.

Section 6.02. Term. The members of the Board of Directors shall serve in staggered terms of three years each, with one-third (1/3) of the Board members being elected each year.

Section 6.03. Duties. The Board of Directors shall have general supervision of the Foundation, and the power to do all acts necessary or convenient to achieve its purposes or objectives.

Section 6.04. Chairman. The Board shall elect a Chairman, who shall preside over Board meetings, and who shall be an ex officio member of every standing Committee.

Section 6.05. Governing Authority. The Board of Directors shall be subject to the Bylaws and Articles of Incorporation, and the deed of trust to the St. Michael's Cemetery grounds. None of the acts of the Board of Directors shall conflict with the governing provisions of the deed of trust, the Articles, or Bylaws.

Section 6.06. Regular Meetings. The Board of Directors shall hold quarterly meetings, in January, April, July, and October, and additional special meetings when necessary, or as called by the Chairman.

Section 6.07. No Compensation. No director of the Foundation shall be paid any compensation for services as director.

Section 6.08. Quorum. A majority of serving Board members, including at least two (2) officers, shall constitute a quorum for meetings of the Board of Directors.

Section 6.09. Notice, Waiver and Action without Meeting.

- (a) Notice of Board meetings shall be given at least one week in advance by the Secretary.
- (b) Waiver of notice of a meeting may be accomplished in writing signed by two thirds (2/3) of the Board members.
- (c) Action without a meeting may be accomplished in writing signed by two thirds (2/3) of the Board members with a majority thereof concurring in the action.

Section 6.10. Removal Of Directors Or Officers.

- (a) Summary Removal of Board Members for Non-Attendance. Any member of the Board may be summarily removed two or more unexcused absences from regular meetings of the board.
- (b) Removal of Officers or Board Members by Referral for Cause. Any member of the Board may move for consideration of the removal of any member or officer of the Foundation. Upon motion by a member of the Board, such consideration for removal shall be directed to the Nominating Committee.
 - (i) Consideration of Removal. The Nominating Committee shall consider whether a basis for removal exists, may undertake investigation, gather evidence, take testimony, or gather any other information it deems advisable to a determination whether a basis for removal exists. Upon completion of its investigation, the Nominating Committee shall make a recommendation to the Board as to whether a basis for removal exists or does not exist.
 - (ii) Action of the Board. If the Nominating Committee makes a recommendation that no basis for removal exists, no further action shall be taken. If the Nominating Committee makes a recommendation that a basis for removal exists, then a vote upon removal shall be taken by the Board. The officer or Board member in question shall be removed upon a vote of two-thirds (2/3) of the whole membership of the Board.
 - (iii) Effect of removal. Upon a vote of removal, the minutes of the Foundation shall reflect that the officer or Board member is removed as of the date of the vote. The remaining officers and Board members shall undertake all necessary measures to ensure that the responsibilities of such former officer or Board member are duly transferred to interim appointees pending replacement of the officer or Board member.

ARTICLE VII. NOMINATING COMMITTEE

Section 7.01. Election. At its January meeting, the Board of Directors shall elect three (3) members from the Board of Directors to serve as a Nominating Committee. The immediate past Chairman shall preside as Chairman of the Nominating Committee.

Section 7.02. Duties. The Nominating Committee shall present a slate of one (1) nominee for each elected office and for four (4) directors at the meeting of the Board. The consent of each nominee must be obtained before that nominee's name is placed in nomination.

Section 7.03. Elections for directors and officers shall be held at the annual meeting of the Foundation. Elections shall be by ballot unless there is only one (1) nominee for that office or directorship, in which case the Chairman may declare that nominee elected. Otherwise, a majority vote elects.

Section 7.04. Officers and directors will be formally installed and assume their duties annually at the first meeting subsequent to election of the Board of Directors.

Section 7.05. Vacancies. The Chairman shall have the power to fill any vacancy in any committee, except the Nominating Committee, which shall occur during the interim between regular meetings of the Board. Any such appointment shall be for the unexpired term.

ARTICLE VIII. AUDITING COMMITTEE.

Section 8.01. The Treasurer's accounts shall be examined annually by an Auditor or an Auditing Committee of not less than three (3) members.

Section 8.02. Upon being satisfied that the Treasurer's annual report is correct, the Auditing Committee Members shall sign a statement to that effect at the end of the report.

Section 8.03. The Auditing Committee shall be appointed by the Chairman on advice of the Executive Coordinating Committee annually and shall submit its report to the Board of Directors at its first meeting of each fiscal year.

ARTICLE IX. EXECUTIVE COMMITTEES

Section 9.01. Executive Coordinating Committee. The Chairman and the President, the Chairmen of the Five Operating Committees, and of the Review Committee, shall constitute the Executive Coordinating Committee. The Chairman shall chair the Executive Coordinating Committee.

- (a) The Executive Coordinating Committee shall be responsible for and shall have authority to act for the Foundation in resolving conflicts, and coordinating efforts among the respective Executive Committees, and determining policy issues or disputes that must be brought to the attention of the Board for resolution.

Section 9.02. The Review Committee. The Review Committee shall be responsible for guiding the preservation policy of the cemetery contained in the Operating Procedures and Regulations. The Board shall appoint the Review Committee annually and replace members at need.

- (a) The Review Committee must approve all physical changes proposed for the cemetery. General oversight includes review of right to interment requests, monument installation, repair or replacement requests, fence repairs or replacement, landscape changes, etc.
- (b) The Review Committee shall consist of not less than five members whose chairman is appointed by the Chairman of the Board. Committee composition will include a professional archaeologist, a professional in the field of historic preservation, at least one member of the Grounds/Maintenance Committee, and other board members (or non-board members) cognizant of historic preservation policies. The chairman of the Review Committee shall serve on the Executive Coordinating Committee.

Section 9.03. Executive Committees. There are Five Executive Committees, as set forth below.

(a) General Provisions.

- (i) Each Executive Committee shall have the authority to act for the Foundation in order to effect the policy and promotion of the Foundation in regards to its respective delegated areas of responsibility, working jointly with the other Committees, as maybe required from time to time.
- (ii) Each Executive Committee shall meet at least monthly, and from time to time as its chairman may direct, and submit a report to the Board at its quarter meeting.
- (iii) Each Executive Committee chairman shall be responsible for giving notice of the time and place of to respective committee members.
- (iv) Each Executive Committee chairman shall keep meeting minutes and provide them to the Secretary.
- (v) The term of each Executive Committee chairman shall be two (2) years or until the appointment and qualification of his successor.

(b) Grounds Committee. The Grounds Committee shall consist of four (4) members of the Board. The Chairman of the Board shall appoint the committee members and the President shall serve as the chairman.

- (i) The Grounds Committee shall be responsible for managing and resolving issues of day-to-day operation of the cemetery, grounds maintenance, botanical management, grounds volunteer coordination and maintaining site records of the Cemetery.
- (ii) The Grounds Committee chairman or designee shall serve as the initial decision maker regarding interment and other requests regarding a Cemetery site in those instances that advance approval has not been obtained. All interments shall be governed by provisions contained in the Operating Procedures and Regulations.

(c) Resources Committee. The Resources Committee shall consist of four (4) members of the Board. The Chairman of the Board shall appoint the committee members and the Treasurer shall be the chairman of the Committee.

- (i) The Resources Committee shall be responsible for the financial aspects of the Foundation, for management of all accounts of the Foundation, writing checks, seeking and raising funds, coordinating grant proposals, managing expenses of the Foundation, proposing budgets and preparing reports of finances of the Foundation.
- (ii) The Resources Committee shall plan an annual budget to be presented to the Board of Directors for the operation of the Foundation.
- (iii) The Resources Committee shall coordinate joint efforts at fundraising with other organizations, individuals, or groups.

- (d) Events Committee. The Events Committee shall consist of four (4) members of the Board. The Chairman of the Board shall appoint the committee members and Committee shall designate its chairman.
 - (i) The Events Committee shall be responsible for proposing, coordinating and executing events of the Foundation, for example, “Jazz, Spirits & Angel Food,” the All Souls Day celebration, the Annual Awards Banquet, and special events as organized from time to time.
 - (ii) The Events Committee shall work jointly as needed with other organizations, individuals, or groups to prepare and execute event programs.

- (e) Community Education Committee. The Education Committee shall consist of a chairman and four (4) members of the Board. The Chairman shall appoint the committee members and the Vice-President shall be its chairman.
 - (i) The Community Education Committee shall be responsible for proposing and preparing publications to the public and to the membership, education programs, cemetery tours, conduct research, coordinating tour and other educational volunteers, and coordinate relations with the public and private schools, and institutions of higher education.

- (f) Administrative Committee. The Administrative Committee shall consist of a chairman and four (4) members of the Board. The Chairman shall appoint the committee members and the Secretary shall be its chairman.
 - (i) The Administrative Committee shall be responsible for administrative coordination, proposing and drafting Rules for the operation of the Cemetery, proposing and drafting Bylaws, maintaining records of the Foundation, and long-range planning.
 - (ii) Additionally, the committee shall be responsible for keeping the Operating Procedures and Regulations for the cemetery up to date and promulgating changes thereto as directed by the Review Committee.
 - (iii) The Administrative Committee shall maintain interment records as approved by the Review Committee.

Section 9.04. Agents & Ad Hoc Committees.

- (a) The Chairman and each chairman of an Executive Committee shall be the designated agents of the Foundation in the conduct of their respective responsibilities designated herein.
- (b) The Board may appoint such other agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Board may see fit so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.
- (c) The Chairman, with the approval of the Board of Directors, may create such

special committees on an ad hoc basis as the Chairman deems necessary to promote the objectives and carry on the work of the Foundation.

ARTICLE X. INDEMNIFICATION AND LIMITED PAYMENT

Section 10.01. Indemnification. Each director, officer, employee or agent of the Foundation now or hereafter serving as such shall be indemnified by the Foundation against any and all claims and liabilities to which he or she has or shall be subject by reason of serving as such director, officer, employee or agent, or by reason of any action alleged to have been taken or neglected by him or her in that capacity (the “indemnitee”).

Section 10.02. Limits of payment for indemnity. The Foundation shall reimburse each indemnitee for all legal expenses reasonably incurred by the indemnitee in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own willful misconduct or negligence.

Section 10.03. Notice of Claim as Condition Precedent. It shall be a condition precedent to this indemnity that the Foundation shall first be provided written notice of and tender of defense of the claim to the Chairman thereof, and the default of response by the Foundation after ten (10) days following such notice, shall satisfy the condition.

ARTICLE XI. FISCAL PROVISIONS.

Section 11.01. Quarterly Report. The Treasurer shall make a quarterly report of the finances, budget, and expenses of the Foundation to the Board or the Committee of the Whole at its quarterly meeting.

Section 11.02. Annual Report. At the January meeting of the Board, the Treasurer shall compile the records of the Foundation’s finances, budgets and expenses for the year, and the report of the Auditing Committee, and make an Annual Report to the Members of the Foundation. The Annual report shall include such other information as the Board or the Committee of the Whole may direct.

Section 11.03. Trust Fund.

(a) [Reserved for future use]

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 12.01. The rules contained in the current edition of Robert’s Rules of Order, newly Revised, shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

ARTICLE XIII. AMENDMENTS

Section 13.01. Amendment.

- (a) Any Board member may propose amendments to these bylaws.
- (b) Any proposal for amendment to these bylaws shall be directed to the Administrative Committee for its review and recommendation to the Executive Coordinating Committee.
- (c) The Executive Coordinating Committee shall review all proposed amendments and forward them to the Board with its recommendation for action.
- (d) Amendments to these Bylaws shall be made at a meeting of the Board by a two-thirds vote of members present provided the membership has been notified in writing at least one (1) month prior to the vote.
- (e)

Section 13.02. Review. These bylaws shall be reviewed annually by the Administrative Committee for the purposes of clarification or proposals for amendment to be recommended. Additionally, necessary changes may be proposed by any Board Member to the Administrative Committee at any time. The Committee will review the proposed change and coordinate with the Executive Coordinating Committee before presentation to the Board for its consideration. All proposed changes shall be reviewed by an attorney to insure legal sufficiency.

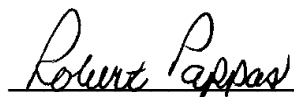
ARTICLE XIV. DISSOLUTION

Section 14.01. In the event of the dissolution of the Foundation, all of its assets, if any, not needed for the payment of its debts and expenses shall be distributed to a nonprofit organization and/or governmental agency/body, and under no circumstances shall any of the assets of this Foundation be distributed upon dissolution to any of the members of this Foundation.

Approved by the Board on February 11, 2004.



, Secretary



, Chairman.