

THE HUNGERFORD FAMILY FOUNDATION, INC.

(A Not For Profit Corporation)

BY LAWS

FIRST AMENDMENT AND RESTATEMENT

ARTICLE I – RULES AND PURPOSE

Section 1.1. These By Laws constitute the rules governing the administration of The Hungerford Family Foundation, Inc. (the “Foundation”).

Section 1.2. Purposes and Powers. The Foundation shall be a non-partisan, non-sectarian, not for profit Corporation organized and operated exclusively for charitable, literary, and educational purposes, no part of the net earnings of which shall inure to the benefit of any Member or individual. More specifically, the Foundation shall be organized and operated exclusively for the purpose of (a) receiving charitable contributions and bequests to provide for scholarships, (b) undertaking genealogical research into the spread of Hungerford diaspora throughout the world, (c) establishing a research library, archives and museum for the preservation of original historical artifacts, manuscripts, bibles, photographs and other materials pertaining to the Hungerford diaspora, (d) preserving and replacing Hungerford gravestones, and (e) undertaking educational activities pertaining to the Hungerford diaspora.

Section 1.3. Open to the Public. The Foundation shall be open to the general public without regard to race, creed, or country of origin. The Foundation shall normally receive a substantial part of its support (exclusive of income received in the exercise or performance by the Foundation of its charitable, educational, and other authorized purposes) from direct and indirect contributions from the general public.

Section 1.4. Prohibited Activities. The Foundation shall not engage in any activities which could be construed as either carrying on propaganda or otherwise attempting to influence legislation. The Foundation shall neither participate in nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II – OFFICES AND AGENCY

Section 2.1. Principal Office. The principal place of business of the Foundation in Florida will be located at the office of the Registered Agent until such time as a more permanent office of other location is established by the Board of Trustees. In addition, the Foundation may maintain other offices within or without the State of Florida as its business may require.

Section 2.2. Registered Office. The physical address for the Registered Agent is 4151 Pelicans Nest Drive, Bonita Springs, Florida, 34134-7924 at inception of the Foundation. Such office will be maintained continuously in the State of Florida for the duration of the Foundation. The Board of Trustees may from time to time change the address of the Foundation’s registered office by duly adopted Resolution and filing the appropriate documentation with the State of Florida.

ARTICLE III – MEMBERSHIP

Section 3.1. Members. The Members of the Foundation are those persons upon whom Membership rights have been conferred in accordance with the provisions of these By Laws.

Section 3.2. Classes of Members. The Foundation will have classes of Members designated as Founding Members, Members, Life Members and such other classes as the Board of Trustees may establish by Resolution from time to time.

Section 3.3. Qualification of Members. The qualifications for inclusion of a Member in a Membership Class are:

- (a) **Founding Members.** Founding Members are those persons or Family Members who initially contributed \$100.00 or more in the Founding Years 2015 and 2016 and otherwise meet the qualification requirements set for Founding Members by the Board of Trustees in its sole discretion.
- (b) **Members and Family Members.** A Member or Family Member is any person who contributes the minimum amount set by the Board of Directors in any Calendar Year and otherwise meets the qualification requirements set for Members or Family Members by the Board of Trustees in its sole discretion.
- (c) **Life Members.** A Life Member is any person who contributes an amount to the Foundation based on the age of such person at the time of such contribution as set forth here and until such time as a different amount is established by the Board of Trustees in its sole discretion:

<u>Age</u>	<u>Contribution</u>
Less than 25 Years	\$1,500
Age 25	\$1,400
Age 35	\$1,300
Age 45	\$1,200
Age 55	\$1,100
65 Years and Over	\$1,000

For persons between the ages 25 and 65, the amount will be interpolated by \$10 per year; *e.g.*, the contribution of a person age 30 for a Life Membership would be \$1,450 calculated according to this formula: $\$1,400 + (5 \times \$10) = \$1,450.00$.

Section 3.4. Member Contributions. Members shall make contributions to the Foundation in the following amounts as a prerequisite to Membership in each Class as set forth here until such time as a different amount is established by the Board of Trustees subject to the approval of the General Membership:

Founding Members: \$100 in the Founding Years 2015 and 2016 and such amount in subsequent years as may be applicable to Members or Family Members.

Members: \$25.00.

Family Memberships: \$30.00

Members may make voluntary contributions to the Foundation in any amount. Guidelines for such voluntary contributions are set forth here until such time as different guidelines may be established by the Board of Trustees:

Bronze: \$100 - \$249

Silver: \$250.00 - 499

Gold: \$500.00 - 999

Platinum: \$1,000 - \$4,999

Diamond: \$5,000 and above

Section 3.5. In Kind Contributions. In kind contributions are encouraged.

- (a) **Acceptable In Kind Contributions.** The Foundation reserves the right to reject any such contribution in its sole judgment. Acceptable in kind contributions include bibles recording the births, marriages, and deaths, etc. of Hungerford ancestors and descendants, genealogy books referencing Hungerford ancestors and descendants, letters written by or addressed to Hungerfords, their ancestors or descendants, deeds and manuscripts relevant to those Hungerfords, and other items of significance to the Hungerford surname.
- (b) **Disposition of In Kind Contributions.** In kind contributions to the Foundation will be held by the Foundation in perpetuity, subject to any conditions and/or restrictions imposed by the donor on the contributions.

Section 3.6. Assessments. Membership dues will be non-assessable. The amount of membership contributions fixed either hereunder or by the Board of Trustees and General Membership shall become an indebtedness to the Foundation collectible in the due course of law on and after notice to the person. Failure to pay any membership contributions shall render the Member liable to expulsion.

Section 3.7. Meetings. Meetings of Members will be held at such time and place as may be designated by the Board of Trustees.

- (a) **National Meetings.** A National Meeting of the Members will be called every three (3) years at a time and place agreed to by the Board of Trustees, the first such meeting to be held during the Calendar Year 2018. More frequent National Meetings may be called by either the Board of Trustees or General Membership as they may determine.
- (b) **Special Meetings.** Special Meetings of Members may be called by any of the following:
 - (i) The Chairman of the Board or the President with concurrence of four (4) or more Trustees,
 - (ii) Members having at least thirty-three percent (33%) of the votes which all members are entitled to cast at such meeting, or
 - (iii) a majority of the Board of Trustees.
- (c) **Notice.** Notice of Member Meetings shall be made in writing, whether by print, posting to the Foundation website, posting to the Foundation Facebook page, or email, not less than sixty (60) days prior to the meeting, stating the place, day, and time of the meeting. The notice will be deemed to be delivered either when deposited in the United States mail addressed to the Member at the address as it appears on the records of the Foundation, with postage prepaid, or when communicated electronically (whether by email or by posting to the web as aforementioned).
- (d) **Voting Rights.** Each individual Member and Family Member will be entitled to one (1) vote on each matter submitted to the vote of Members.
- (e) **Cumulative Voting.** There shall be no cumulative voting rights.
- (f) **Proxy Voting.** A Member or Family Member may vote either in person or by proxy executed in writing by a Member or Family Member or by his or her duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.
- (g) **Quorum.** The quorum for a National Meeting shall be the number of votes represented by Members and Family Members who are present at the National Meeting. The quorum for a Special Meeting shall be a majority of the votes held by all Members and Family Members of the Foundation.
- (h) **Number of Votes Required for Adoption of Any Matter.** A majority of the votes entitled to be cast by the Members and Family Members who are either present or

represented by proxy, at a meeting at which a quorum is present, is necessary for the adoption of any matter presented to the Members and Family Members for a vote, unless a greater proportion is required by law, the Articles of Incorporation of the Foundation or any provision of these By Laws.

Section 3.8. Termination. The Membership of any Member or Family Member in this Foundation will terminate upon the occurrence of any of the following events:

- (a) Receipt by the Foundation of the written resignation, executed by such person or his or her duly authorized attorney-in-fact.
- (b) Death.
- (c) Failure to pay dues or assessments on or before the due date.
- (d) For cause, inconsistent with membership, after notice, trial and conviction. Before a Membership terminates for any reason other than resignation or death, the person will be given an opportunity to be heard before the Membership Committee of the Board of Trustees, unless he or she is absent from the United States of America. A Membership that terminated for reasons other than death may be reinstated automatically if the cause of termination is corrected before formal adoption by the Membership Committee of the Board of Trustees of a Resolution acknowledging such termination. Any prepaid dues or assessment shall be forfeited.

ARTICLE IV – BOARD OF TRUSTEES

Section 4.1. Board of Trustees. The Governing Body of the Foundation shall be a Board of Trustees elected by the Founding Members and Members that will not exceed eleven (11) at any time. The Board of Trustees shall be comprised of an odd number of Trustees at all times. The Board of Trustees is established pursuant to the Articles of Incorporation of the Foundation. The Board of Trustees shall manage the business affairs of the Foundation pursuant to law, the Articles of Incorporation, and these By Laws.

Section 4.2. Elected Trustees. Elected Trustees shall be a President, Vice President, Secretary and Treasurer.

Section 4.3. Appointed Trustees. There shall be up to ten (10) Appointed Trustees who shall be appointed by the Elected and Appointed Trustees in their sole discretion.

Section 4.4. Qualifications. In order to qualify for becoming and remaining a Trustee of the Foundation, a person shall:

- (a) Be a resident of the United States of America, and
- (b) Be a Member of the Foundation, and
- (c) In the case of an Appointed Trustee, geographic diversity shall be a primary qualification for office. The Elected Trustees may define the full scope of qualifications for the office of Appointed Trustee pursuant to amendment of these By Laws.

Section 4.5. Term of Office. The Trustees constituting the first Board of Trustees as named in the Articles of Incorporation will hold office until the first annual election of Trustees. Thereafter, Trustees will be elected for a term of three (3) years. Each trustee will hold office for the term for which elected and until a successor has been selected and qualified.

Section 4.6. Removal from Office. An Elected Trustee may be removed from office when such action will serve the best interests of the Foundation. Such removal shall be effectuated by a

super-majority vote of 60% of the then current membership of the Board of Trustees. Appointed Trustees serve at the will of the Elected Trustees and may be removed from office by unanimous vote of the Elected Trustees.

Section 4.7. Vacancies. The status of any person as a Trustee in this Foundation will terminate upon the occurrence of any of the following events:

- (a) Receipt by the Foundation of the written resignation, executed by such person or his or her duly authorized attorney-in-fact, effective either immediately or on the date specified therein.
- (b) Death.
- (c) Failure to pay dues or assessments on or before the due date.
- (d) For cause, inconsistent with membership, after notice, trial and conviction. Before a Member's status as a Trustee terminates for any reason other than resignation or death, the person will be given an opportunity to be heard before the full Board of Trustees, unless he or she is absent from the United States of America. A Trusteeship that terminated for reasons other than death may be reinstated automatically if the cause of termination is corrected before formal adoption by the Board of Trustees of a Resolution acknowledging such termination. Any prepaid dues or assessment shall be forfeited.

Any vacancy occurring in the Board of Trustees, and any trusteeship to be filled by reason of an increase in the number of Trustees, will be filled by a majority of the remaining Board of Trustees or the President upon the failure of the Board of Trustees to act. Any new Trustee appointed to fill a vacancy arising from the departure of a Trustee shall serve for the unexpired term of the predecessor's office.

Section 4.8. Meetings. Meetings of the Board of Trustees will be held not less frequently than annually at such time and place as may be designated by the Board of Trustees.

- (a) **Annual Meeting.** The Annual Meeting of the Board of Trustees will be held at a date, time and place as agreed to by a majority of the Trustees.
- (b) **Special Meetings.** Special Meetings of the Board of Trustees may be called by any of the following: (i) the Chairman of the Board, (ii) the President with the concurrence of four (4) or more Trustees, (iii) Members having at least thirty three percent (33%) of the votes which all Members and Family Members are entitled to cast at such meeting, or (iv) a Majority of the Board of Trustees.
- (c) **Notice.** Notice of Annual Meetings of the Board of Trustees shall be made in writing, whether by print or email, and shall be posted to the Foundation website and the Foundation Facebook page, not less than sixty (60) days prior to the meeting, stating the place, day, and time of the meeting. The notice will be deemed to be delivered either when deposited in the United States mail addressed to the Member at the address as it appears on the records of the Foundation, with postage prepaid, or when emailed at the email address as it appears on the records of the Foundation. Notice of Special Meetings of the Board of Trustees shall state the purpose or purposes for which the meeting is called and shall be deemed delivered when deposited in the United States mail addressed to all Trustees at the addresses as they appear on the records of the Foundation and shall be postmarked not less than thirty (30) nor more than sixty (60) days before the date of any such Special Meeting.
- (d) **Quorum.** A majority of the Board of Trustees, entitled to vote, will constitute a quorum. The act of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board of Trustees unless a greater number is required under the

provisions of the Articles of Incorporation, or any provision of these By Laws, or by law. Any meeting of the Board of Trustees may be held in person at a National Meeting of Members, in person at a Special Meeting of Members, or telephonically via conference call.

ARTICLE V – OFFICERS

Section 5.1. Roster. The Trustees shall be officers of the Foundation. In addition to the Trustees, there shall be at least six (6) other officers of the Foundation:

- (a) Chairman of the Board of Trustees
- (b) President
- (c) Vice President – Administration
- (d) Vice President – Programs
- (e) Secretary
- (f) Treasurer
- (g) Such others as may be determined by amendment of these By Laws.

Section 5.2. Multiple Offices. No person may run for, or be appointed or elected to, any two or more offices simultaneously.

Section 5.3. Chairman of the Board. The Chairman of the Board will be the presiding officer at meetings of the Board and Membership. The Chairman of the Board will have a vote on all matters.

Section 5.4. President. The President will be the Chief Executive Officer of the Foundation and will, subject to the control of the Board of Trustees or Trustees Committees, supervise and control the affairs of the Foundation. The President will perform all duties incident to such office and such other duties as may be provided in these By Laws or as may be prescribed from time to time by the Board of Trustees or law.

Section 5.5. Vice President – Administration. The Vice President for Administration will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President for Administration will perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 5.6. Vice President – Programs. The Vice President for Programs will oversee the different programs of the organization. The Vice President for Programs will perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 5.7. Secretary. The Secretary will keep minutes of all meetings of Members and Family Members as well as the Board of Trustees, will be custodian of records of the Foundation, will give all notices as may be required by law or these By Laws and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these By Laws, or as may be assigned from time to time by the Board of Trustees.

Section 5.8. Treasurer. The Treasurer will have charge and custody of all funds of the Foundation, will deposit the funds as required by the Board of Trustees, will keep and maintain adequate and correct accounts of the Foundation assets and financial transactions, will render financial reports and accountings to the Board of Trustees and the Members and Family Members as required by the Board of Trustees or Members or law, and will perform in general

all duties incident to the office of Treasure and such other duties incident to the office of Treasurer as may be required by law, by the Articles of Incorporation, by these By Laws, or by the Board of Trustees. The Board of Trustees shall have the authority to require the Treasurer be bonded if they deem it to be in the best interests of the Foundation.

Section 5.9. Removal of Officers. Any Officer, whether elected or appointed to office, may be removed by the persons authorized to elect or appoint such officers whenever, in their judgment, the best interests of the Foundation will be served. Such removal shall be without prejudice to any rights of the Officer so removed.

ARTICLE VI – INFORMAL ACTION

Section 6.1. Waiver of Notice. Whenever any notice is required to be given under law, the Articles of Incorporation, or these By Laws, a waiver of such notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the receipt of such notice. In the case of a Special Meeting of Members, such waiver must specify the general nature of the business to be transacted. An electronic signature will be compliant with the written signature requirement set for in this Section.

Section 6.2. Action by Consent. Any action required by law or under the Articles of Incorporation or these By Laws and any action which otherwise may be taken at a meeting of either the Members or Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the persons entitled to vote with respect to the subject matter of such consent and filed with the Secretary of the Corporation.

ARTICLE VII – COMMITTEES

Section 7.1. Trustees' Committees. The Foundation may have Committees, each of which will consist of Members and a minimum of one Trustee. Such Trustees Committees will have and will exercise the certain authority prescribed by the Board of Trustees. No such Committee, however, shall have the authority of the Board of Trustees in reference to effecting any of the following:

- (a) Submission to Members of any action for which the approval of Members is required by Law.
- (b) Filling of vacancies on the Board of Trustees.
- (c) Adoption, amendment, or repeal of any By Law.
- (d) Amendment or repeal of any Resolution of the Board of Trustees.
- (e) Action on matters committed pursuant to the By Laws or Resolution of the Board of Trustees or another Committee of the Board.

Section 7.2. Appointment of Committees. The Board of Trustees will designate and appoint one (1) or more Trustees Committees and delegate such Committee-specific and prescribed authority of the Board of Trustees to exercise in the management of this Foundation. Such designation and appointment shall be implemented pursuant to Resolution duly adopted by a majority of the Trustees. The creation of such Trustees Committees, however, will not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law.

Section 7.3. Required Committee. An Executive Committee, which will act for the Board of Trustees in the day-to-day management of the Foundation in the absence of action by the Board, where legally permissible. The Executive Committee will always be operative as part of Foundation management. The particular Trustees to be serving from time to time thereon are to

be designated and appointed by the Board of Trustees in a Resolution which may otherwise add to, but not subtract from, the scope of such Committee's authority, if legally permissible.

Section 7.4. Functionary Committees. The Board of Trustees will designate and appoint Functionary Committees to either transact certain ministerial business of the Foundation or advise the Board. Such designation and appointment shall be by Resolution of the Board of Trustees. Such Committees will be chaired by an Officer or Trustee or other Member of the Foundation as designated by the Board, which Chairman (other than the Chairman of the Nominating Committee) will have authority to select the remaining members of the Committee up to the number set by the Board, terminate such memberships, and appoint successors in such Chairman's sole discretion. The Board may terminate any such Committee by Resolution.

- (a) The Board of Trustees shall establish a Scholarship Awards Committee pursuant to a Resolution adopted by a majority of the Board. Subject to the oversight and approval of the Board, the Committee will:
 - (i) Establish a scholarship program and criteria for the award of scholarships.
 - (ii) Create national awareness of available scholarship awards.
 - (iii) Select a neutral panel of judges to evaluate and select recipients without regard to race, color, national and ethnic origin.
 - (iv) Announce and oversee Scholarship Awards.
 - (v) Report pertinent activity to the Board at each Annual Meeting of the Board of Trustees.
- (b) The Board of Trustees shall establish a Nominating Committee pursuant to a Resolution adopted by a majority of the Board.
 - (i) Subject to the oversight and approval of the Board, the President will appoint a Chairperson for the Nominating Committee no later than six (6) months prior to any National Meeting of the Foundation where elections are to be held.
 - (ii) The Board will choose four (4) other Nominating Committee members, emphasizing geographical diversity as a primary consideration in the selection of those four.
 - (iii) The Board shall establish procedures for the nominating and election pursuant to Resolution no later than six (6) months prior to the first National Meeting at which elections are to be held.

ARTICLE VIII – OPERATIONS

Section 8.1. Fiscal Year. The fiscal year of the Foundation will be the Calendar Year.

Section 8.2. Execution of Documents.

- (a) Checks and vouchers drawn to pay budgeted project and program expenses approved by the Board of Trustees shall be signed by the Treasurer.
- (b) Checks and vouchers drawn to pay approved administrative and operational expenses of the Foundation not vetted through the budget process shall be signed by the Treasurer but shall not exceed \$500.00. Amounts above \$500.00 shall be signed as designated by the Board of Trustees, except as otherwise required by law or these By Laws.
- (c) Drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Foundation shall be signed by the Treasurer and counter-signed by the President and will have attached copies of the authorizing Resolutions of the Board of Trustees certified by the Secretary.
- (d) Contracts, leases, or other instruments executed in the name of and on behalf of the Foundation shall be signed by the Secretary and counter-signed by the President and will

have attached copies of the authorizing Resolutions of the Board of Trustees certified by the Secretary.

- (e) Documents pertaining to monies, taxes and other financial matters requiring data from the Treasure shall be handled by the Treasurer and President.

Section 8.3. Books and Records. The Foundation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Trustees, and Trustee Committees.

- (a) The Foundation will keep at its registered office, a membership register giving the names, addresses, classes and other details of the membership of each, and the original or a copy of its By Laws including Amendments to date, certified by the Secretary.
- (b) Any Member, or his agent or attorney, may inspect Foundation books and records for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Section 8.4. Annual Audit. There shall be an annual audit of the books and accounts of the Foundation. The scope of, and the person(s) authorized to conduct, the audit shall be determined by the Board of Trustees unless otherwise directed by majority vote of the Members. Auditor's findings shall be reported to the Board of Trustees in writing and made available on request to any Member.

Section 8.5. Not-For-Profit Operations – Compensation. The Foundation will not have or issue shares of stock. No dividend will be paid and no part of the income of the Foundation will be distributed to Members, Trustees or Officers. Notwithstanding the foregoing, the Foundation shall reimburse the reasonable actual expenses of Members, Officers or Trustees incurred for services rendered and/or travel incurred in the performance of assigned duties mandated by virtue of office or charge.

Section 8.6. Personal Loans. The Foundation will not make any loans to Trustees, Officers, staff, other personnel, or Members.

Section 8.7. Vested Rights. No Member, Trustee or Founder of the Foundation shall have any vested right, or privilege of, in, or to the assets, functions, affairs, or franchises of the Foundation, or any right, interest or privilege which may be transferable or inheritable, or which will continue if a membership ceases, or while a Member is not in good standing.

Section 8.8. Dissolution. In the event of dissolution of the Foundation, the Trustees shall distribute Foundation assets remaining after the payment or discharge of all liabilities of the Foundation to a qualified charity or charities having purposes and objectives substantially the same as those of the Foundation, without approval by the Members. In the event that no such charity or charities can be found, the Trustees shall distribute Foundation assets to a qualified charity or charities having purposes and objectives as near as possible as those of the Foundation. Provided, however, that any such remaining Foundation assets not received and held subject to limitations permitting their use only for charitable or educational purposes may be distributed to any organization that the Trustees deem appropriate. And provided further that any such remaining Foundation assets held pursuant to donative conditions requiring either their return to the donor or transfer to a third party shall be distributed in accordance with such limitations.

Section 8.9. Rules of Order. Robert's Rules of Order shall be the parliamentary guide governing the transaction of business at all meetings of the Foundation except as may otherwise be provided in either the By Laws or Resolution of the Board of Trustees.

Section 8.10. Amendments. These By Laws may be amended as set forth in this Section.

- (a) These By Laws may be amended or revised at any regular or special meeting of the Board by an affirmative vote of two-thirds (2/3rds) of the Trustees present, proving that notice of the proposed amendment(s) shall have been mailed to all Trustees bearing a postmark of not less than thirty (30) days prior to such meeting.
- (b) On motion of two-thirds (2/3rds) of the Trustees at any regular or special meeting of the Trustees, an amendment may be submitted to waive prior notice as required in paragraph (a) and these By Laws may be amended upon a two-thirds (2/3rds) affirmative vote providing seventy-five percent (75%) or more of the Board of Trustees are present and voting.
- (c) Amendments to these By Laws may be undertaken by written referendum. Such referendum must be accompanied by a notice to all Trustees that their votes may be registered within thirty (30) days of the postmarked mailing to be eligible. A majority of valid votes cast, provided that seventy-five percent (75%) of the Trustees participate, shall be sufficient to accept recommended amendments or revisions.

ARTICLE NINE – ADOPTION OF BY LAWS

Adopted by the Board of Trustees September 15, 2015 via telephonic conference.

2015 TRUSTEES APPROVING:

Richard W. Hungerford
Charles C. Morgan