

# 2026 BOARD OF DIRECTORS HANDBOOK

Updated January 5, 2026



**Curating the world for all  
children to explore**

[www.ExploreFCM.org](http://www.ExploreFCM.org)

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600 Bonnet Springs Blvd, Lakeland, Florida 33815

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# WELCOME!

## **THANK YOU FOR SERVING ON THE BOARD OF DIRECTORS!**

Welcome to the Board of Directors at The Florida Children's Museum. This document outlines your responsibilities and expectations as a board member, ensuring that we continue to support and fulfill our mission effectively.

By fulfilling these responsibilities, you play a vital role in advancing our mission and ensuring the success of our organization. Thank you for your commitment and dedication to our cause.

## **2026 OFFICERS**

PRESIDENT | Katie Worthington Decker  
VICE PRESIDENT + TREASURER | Patrick Fagan  
SECRETARY | Roxane Griner  
IMMEDIATE PAST PRESIDENT | Callie Miller

## **2026 DIRECTORS**

Dr. Ashley G. Barnett  
EJ Benton  
Dr. Amy Bratten  
Dr. Kimberly Brewer  
Dr. Craig Collins  
Julie Czernek  
Dr. Crystal Davis  
Eric Ebbole  
Vincent "Sr" King  
Carly Love  
Cathy McCann  
Nancy Moses  
April Mucci  
Pamela Mutz  
Annalee Mutz  
Anthony Rodriguez

## OVERVIEW

### MISSION

Curating the world for all children to explore.

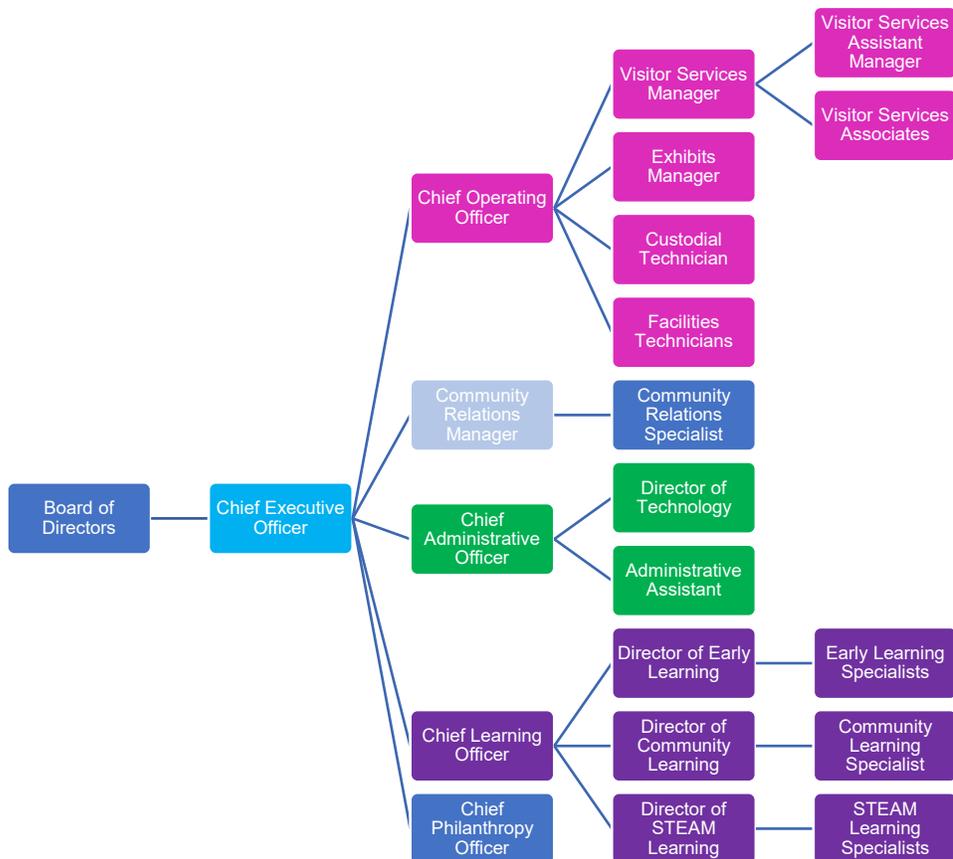
### VISION

Seven Guiding Principles

As part of the 5-year strategic plan adopted by the Board of Directors in 2020, Florida Children’s Museum is guided by seven principles:

- We educate through exploration.
- We welcome all children.
- Our people are our secret sauce.
- We are here to stay.
- We serve our community.
- Our children are safe and secure.
- We serve the whole family.

## FLORIDA CHILDREN’S MUSEUM ORGANIZATIONAL CHART



## EXPECTATIONS OF BOARD MEMBERS

As a board member, you are expected to engage actively in several key areas:

### I. LEADERSHIP & INVOLVEMENT

- **Attend and Participate in Meetings:** Your presence and input are crucial at board meetings. Board members must attend at least half of all General Board meetings in person. Members must attend 8 out of the 10 meetings. The annual meeting (November) and the budget vote are always mandatory attendance.
- **Serve on a Committee:** Contribute to a specific area of focus by serving on one of our committees:
  - **CEO Review Committee:** Chaired by the President
  - **Strategic Planning Committee:** Chaired by the Vice President
  - **Finance Committee:** Chaired by the Treasurer
  - **Nominating Committee:** Chaired by the Immediate Past President
  - **Development Advisory Committee:** Chaired by the Secretary or the President's designeePresident, Vice President, Immediate Past President, Treasurer, and Secretary are also expected to serve on the Executive Committee.
- **Attend and Help with Events:** Support our events by attending, inviting your circle of influence, securing sponsorships from within your circle of influence, and assist welcoming guests throughout the event.
- **Meet with Your Board Ambassador ("Buddy"):** Maintain regular contact with your designated board ambassador.
- **Serve as a Subject Matter Expert:** Utilize your expertise to assist and guide the organization.
- **Assist the CEO as Your Skills Align:** Provide support to the CEO in areas where your skills are most beneficial.

### II. COMMUNITY ADVOCACY

- **Connect the Museum Message with Your Network:** Promote our mission and programs within your personal and professional networks. Communicate the impact and importance of our work to the broader community.
- **Be Clear on the Museum's Impact & Outcomes:** Stay informed about our successes and challenges to effectively advocate on our behalf.

### III. FUNDRAISING

- **Connect the Museum to New Networks:** Help expand our reach by introducing new contacts and potential donors. Each Board member is responsible for introducing at least three new individuals/families to the Museum.

- **Give or Get:** Your financial contributions are invaluable to the success and sustainability of our organization. As a board member, your commitment to giving is crucial in supporting our mission and ensuring that we can continue to offer world-class programs and services. Your generosity sets an example and encourages others to contribute, amplifying our impact in the community.
  - Board members are expected to contribute a combined fiscal year spend of \$1,000 through various channels, including museum memberships, admission tickets, donations, fundraising event tickets, and revenue-generating activities such as silent auctions or motion to compel donations.

## BOARD FUNCTIONS

The Board and Staff play separate but equal roles in operating the Museum and ensuring transparency, efficiency, and impact.

As a board, you are involved in several major programs and functions:

- **Advocate:** Engage your network in the Museum's mission.
- **Fund Development:** Engage in activities to secure financial resources for the organization.
- **Policy Making:** Develop and approve governance policies that guide the organization.
- **Strategic Planning:** Participate in the creation and implementation of strategic plans.
- **Financial Oversight:** Monitor the financial health and sustainability of the organization.
- **Special Events:** Support and attend major events such as the Denis L. Fontaine Children's Classic and Night at the Museum.

## STAFF FUNCTIONS

It is important that Board members understand the role of museum staff. The dedicated staff works tirelessly to:

- **Host World-Class Exhibits:** Provide engaging and educational exhibits.
- **Deliver Educator-Curated Programs:** Offer high-quality programs designed by educators.
- **Deliver High-Quality Out of School Programs:** Run camps, workshops, and special events.
- **Support a Culture of Inclusion:** Ensure accessibility and inclusion for all visitors.
- **Celebrate Diversity:** Promote diversity through various initiatives and programs.
- **Early Learning Partnerships:** Collaborate with early learning organizations to enhance educational outcomes.
- **Meet Contributed Income Goals:** Work with partners, donors, and sponsors to augment revenue streams through grants, sponsorships, and donations.
- **Manage Financial Activity:** Oversee the financial and accounting functions in a fiscally responsible way to ensure financial health and sustainability
- **Direct Information Technology:** Oversee the function and accountability of all databases and systems, and facilitate the aggregating, reporting and analysis of performance data
  - **Manage the Employee Experience:** *Support staff members with onboarding, training, benefit administration, employee relations, performance management, and retainment.*

## BOARD COMMITTEES

Board members are asked to participate in one committee each year.

**CEO Review Committee (Chaired by the President)**

- **Performance Evaluation:** Conduct annual performance evaluations of the CEO, providing feedback and setting performance goals.
- **Compensation Review:** Review and recommend CEO compensation and benefits packages.
- **Support and Development:** Provide guidance and support for the CEO's professional development.

#### **Strategic Planning Committee (Chaired by the Vice President)**

- **Plan Development:** Develop and update the organization's strategic plan, ensuring alignment with mission and values.
- **Monitoring and Evaluation:** Monitor the implementation of the strategic plan and evaluate progress toward goals.
- **Stakeholder Engagement:** Engage with stakeholders to gather input and feedback on strategic priorities.

#### **Finance Committee (Chaired by the Treasurer)**

- **Budget Oversight:** Develop and monitor the annual budget, ensuring financial stability and sustainability.
- **Financial Reporting:** Review financial statements and reports, providing oversight and ensuring accuracy.
- **Audit and Compliance:** Oversee the annual audit process and ensure compliance with financial regulations and policies.
- **Investment Management:** Manage and oversee the organization's investments and financial assets.

#### **Development Advisory Committee (Chaired by the Secretary or Board Member)**

Intended to complement the work of the museum's development staff, individuals on the Development Advisory Committee provide valuable support and expertise to support development needs.

- **Advisory Role:** Provide guidance and oversight to support the organization's fundraising efforts, ensuring alignment with the overall mission and strategic goals. Offer insights and recommendations on fundraising strategies and identification of new revenue streams while recognizing that the primary responsibility for leading these efforts lies with the museum staff.
  - Examples include discussing and aiding in the creation of surveys, strategies to engage donors, etc.
- **Event Support:** Assist with the planning and execution of fundraising events, leveraging personal networks and expertise to enhance event success. This can include both time, talent, and treasure.
  - Examples include donating to the auction, helping with the event itself, securing a specific number of attendees to the event, or offering sponsorship or securing sponsorship.
- **Donor Engagement:** Help identify and cultivate relationships with potential donors and sponsors, acting as ambassadors for the organization.
  - Examples include making key introductions to Kerry and development staff.

**Nominating & Onboarding Committee (Chaired by the Immediate Past President)**

- **Board Recruitment:** Identify and recruit qualified candidates for board membership.
- **Nomination Process:** Develop and oversee the nomination process for new board members and officers.
- **Board Diversity:** Ensure the board reflects the diversity and inclusivity values of the organization.

## **ORGANIZATIONAL POLICIES**

### **AMERICANS WITH DISABILITIES (ADA)**

The Museum complies with the Americans with Disabilities Act (ADA), as amended by the ADA Amendments Act, the Florida Civil Rights Act of 1992, and all applicable state or local laws. Consistent with those requirements, the Museum will reasonably accommodate qualified individuals with a disability if such accommodation would allow the individual to perform the essential functions of the job, unless doing so would create an undue hardship. If you believe you need an accommodation, refer any such request to the HR Department. The Museum will also, where appropriate, provide reasonable accommodations for an employee's religious beliefs or practices.

### **COMPLAINT PROCEDURE**

If you are subjected to any conduct that you believe violates this policy, you must promptly speak to, write, or otherwise contact the Board President or the CEO. If you have not received a satisfactory response within fifteen (15) days after reporting any incident of what you perceive to be discriminatory conduct, please immediately contact the Chief Administrative Officer. These individuals will ensure that a prompt investigation is conducted.

Your complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. The Museum will directly and thoroughly investigate the facts and circumstances of all claims of perceived discrimination and will take prompt corrective action, if appropriate.

Additionally, any manager or supervisor who observes discriminatory conduct must report the conduct to the Director of Finance so that an investigation can be made and corrective action taken, if appropriate.

### **VIOLATIONS OF THIS POLICY**

Any employee, regardless of position or title, whom management determines has subjected an individual to discrimination or retaliation in violation of this policy will be subject to discipline, up to and including termination of employment.

### **AT-WILL SERVICE**

Your Board service with Florida Children's Museum is at-will. This means that neither you nor your FCM has entered into a contract regarding the duration of your volunteerism. You are free to terminate your employment FCM at any time, with or without reason. Likewise, FCM has the right to terminate your service by majority vote of the Directors.

## **PERFORMANCE GUIDE**

Florida Children’s Museum volunteers and staff are the secret sauce that make the Museum a destination for children and families. FCM wants to celebrate everyone’s outstanding work.

The root of all employee and volunteer performance is **SAFE + KIND**. At all times, Museum representatives lead with safety and kindness at the forefront. This means maintaining a safe learning environment that helps children feel secure and is free from opportunity for physical or emotional pain. Kindness is used when speaking to each other and visitors. Kindness can also mean celebrating differences and respecting differences of opinion.

## **BENEFITS**

Members of the Board of Directors receive no financial compensation from Florida Children’s Museum. All Directors are asked to sign a Conflict of Interest policy and recuse themselves from votes and discussion that may involve your employer or spouse.

## **DIRECTORS LIABILITY INSURANCE**

Florida Children’s Museum carries Directors Liability Insurance as part of our comprehensive insurance package.

## **PRESS CONTACT**

Should members of the press call or come to you requesting information or interviews regarding the Museum, they should be politely directed to:

1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>
CEO	CAO	Community Relations Mgr
Kerry Falwell	Terry Lauretta	Morgan Hopper
kfalwell@explorefcm.org	tlauretta@explorefcm.org	mhopper@explorefcm.org

It is the goal of Florida Children’s Museum to coordinate all media releases in an organized, clear manner. Any and all information, releases, and/or mailing to the media (TV, radio, newspaper, magazine, Internet, etc.) and the public, both within and outside the organization, need to be submitted to and approved by one of the above staff members prior to any release or mailing.

The key point of this policy is that all information released to the media will be done so in a controlled, planned manner. This policy provides for the Museum to speak with one voice in its communication, ensuring consistency and accuracy.

## **SEXUAL HARASSMENT POLICY**

The Equal Employment Opportunity Commission has issued guidelines stating that it is unlawful to harass a person (an applicant, volunteer, or employee) because of that person's sex. Harassment can include "sexual harassment" or unwelcome sexual advances, requests for sexual favors, and other verbal or physical harassment of a sexual nature.

Harassment does not have to be of a sexual nature, however, and can include offensive remarks about a person's sex. For example, it is illegal to harass a woman by making offensive comments about women in general.

Both victim and the harasser can be either a woman or a man, and the victim and harasser can be the same sex.

Although the law doesn't prohibit simple teasing, offhand comments, or isolated incidents that are not very serious, harassment is illegal when it is so frequent or severe that it creates a hostile or offensive work environment or when it results in an adverse employment decision (such as the victim being fired or demoted).

The harasser can be the victim's supervisor, a supervisor in another area, a co-worker, or someone who is not an employee of the employer, such as a client or customer.

The first, "quid pro quo", may be defined as an exchange of sexual favors for improvement in your working conditions and/or compensation. The second category, "hostile, intimidating, offensive working environment," can be described as a situation in which unwelcome sexual advances, requests for sexual favors, or other verbal or physical contact of a sexual nature create an intimidating or offensive environment.

It is a violation of company policy for any employee or volunteer to engage in any of the acts of behavior defined under the law as sexual harassment. Misconduct will subject an employee to corrective action up to and including immediate discharge.

The Museum prohibits any employee or volunteer from retaliating in any way against anyone who has raised any concern about sexual harassment or discrimination against another individual.

The Museum will investigate any complaint of sexual harassment and will take immediate and appropriate disciplinary action if sexual harassment has been found within the workplace.

## HANDBOOK ACKNOWLEDGEMENT

I, \_\_\_\_\_ (your name), acknowledge that on \_\_\_\_\_ (date), I received a copy of Florida Children's Museum's Board of Directors Handbook (" Handbook"), dated [\_\_\_\_\_], and that I read it, understood it, and agree to comply with it. I understand that Florida Children's Museum has the maximum discretion permitted by law to interpret, administer, change, modify, or delete the rules, regulations, procedures, and benefits contained in the Handbook at any time [with or without notice]. No statement or representation by staff or any other Director, whether oral or written, can supplement or modify this Handbook. Changes can only be made if approved in majority vote of the Board of Directors. I also understand that any delay or failure by Florida Children's Museum to enforce any rule, regulation, or procedure contained in the Handbook will not constitute a waiver of Florida Children's Museum's right to do so in the future.

I understand that neither this Handbook nor any other communication by a management representative or any other employee, whether oral or written, is intended in any way to create a contract of employment.

.....  
(Director's Signature)

.....  
(Director's Printed Name)

.....  
(Date)

## Leadership Staff Directory

<b>Executive Staff</b>		
Kerry Falwell	Chief Executive Officer	<a href="mailto:kfalwell@explorefcm.org">kfalwell@explorefcm.org</a>
Morgan Hopper	Community Relations Manager	<a href="mailto:mhopper@explorefcm.org">mhopper@explorefcm.org</a>
<b>Administrative Staff</b>		
Terry Lauretta	Chief Administrative Officer	<a href="mailto:tlauetta@exploreFCM.org">tlauetta@exploreFCM.org</a>
Michael Kleissler	Sr. Director of Technology	<a href="mailto:mkleissler@explorefcm.org">mkleissler@explorefcm.org</a>
Rosa Quiles	Administrative Assistant	<a href="mailto:rquiles@explorefcm.org">rquiles@explorefcm.org</a>
<b>Learning Staff</b>		
Julie Ward	Chief Learning Officer	<a href="mailto:jward@explorefcm.org">jward@explorefcm.org</a>
Blanca Flores	Director of Early Learning	<a href="mailto:bflores@explorefcm.org">bflores@explorefcm.org</a>
Kristina Hendricks	Director of STEAM Learning	<a href="mailto:khendricks@explorefcm.org">khendricks@explorefcm.org</a>
Emily O'Brien	Director of Community Learning	<a href="mailto:eobrien@explorefcm.org">eobrien@explorefcm.org</a>
Claudine Humber	Community Ambassador	<a href="mailto:chumber@explorefcm.org">chumber@explorefcm.org</a>
<b>Operations Staff</b>		
Angela Baity	Chief Operating Officer	<a href="mailto:abaity@explorefcm.org">abaity@explorefcm.org</a>
Kristina Randolph	Manager of Visitor Services	<a href="mailto:krandolph@explorefcm.org">krandolph@explorefcm.org</a>

## **FY26 Summary Budget**

July 1, 2025 - June 30, 2026

### **Income**

Admissions	\$	1,411,995.00
Programs	\$	87,912.00
Museum Store	\$	24,000.00
Donations	\$	824,135.00
Grants	\$	1,077,500.00
Events	\$	110,000.00
Other Income	\$	72,222.00
Total Income	\$	3,607,764.00
Cost of Goods Sold	\$	12,000.00
<b>Gross Profit</b>	<b>\$</b>	<b>3,595,764.00</b>

### **Expense**

Salaries	\$	1,777,134.00
Exhibits	\$	142,280.00
Programs	\$	94,780.00
Events	\$	28,700.00
Marketing	\$	89,800.00
General Expense	\$	891,970.00
InKind	\$	571,100.00
<b>Total Expense</b>	<b>\$</b>	<b>3,595,764.00</b>
<b>Net Ordinary Income</b>	<b>\$</b>	<b>-</b>

## **Annual Financial Strategy Policy**

Each year, the Finance Committee, in direct collaboration with museum leadership, is required to present a comprehensive financial strategy to the Board for review and approval prior to the end of the calendar year. This strategy will provide an overview of the organization's current financial position and outline key objectives and guidelines for the upcoming year.

The strategy will include the following components:

### **1. Annual Financial Review**

The Finance Committee will conduct an annual review, which includes:

- **Current Cash Position:** An overview of the organization's total cash reserves.
- **Liabilities:** A summary of outstanding liabilities and financial obligations.
- **Investments:** An evaluation of current investments and their performance.

### **2. Financial Strategy Goals**

The strategy will define clear, short-term goals for the coming year. These will include:

- Enhancing cash reserves.
- Reducing or managing liabilities.
- Strengthening investment positions to support long-term growth.
- Road to \$10 million by 2062.

Additionally, the strategy will provide a recommendation for long-term goals.

### **3. Base Financial Guidelines**

The Finance Committee will set base guidelines to govern financial decisions, including:

- Minimum cash reserve thresholds.
- Debt management and repayment priorities.
- Investment risk tolerance levels and asset allocation guidelines.

### **4. Strategic Investment Recommendations**

The Committee will provide recommendations on potential strategic investments that align with the organization's goals, such as:

- New investment opportunities.
- Adjustments to existing portfolios.

Recommendations should be specific and include corresponding rationale.

## **5. Additional Considerations**

The Finance Committee may include other relevant financial factors, such as economic forecasts, major expenditures, asset review, or funding needs, to ensure the strategy aligns with the organization's overall mission and strategic plan.

The Finance Committee will present this strategy to the Board annually, allowing for informed decisions that support the organization's financial stability and growth.

## **12- Month Financial Strategy, November 1, 2024 – October 31, 2025**

### Base Guidelines

#### I. Minimum operating cash

At all times, Florida Children's Museum will have 4 months of forecasted operating expenses in cash on hand. This will be calculated by the Chief Administrative Officer with oversight by the Chief Executive Officer.

#### II. Minimum emergency cash

Florida Children's Museum will have an emergency line of credit with a limit of no less than \$250,000. This is to be used for unanticipated capital expenses or to temporarily supplement operating cash in extreme circumstances (i.e. global pandemic, prolonged closure for hurricane).

#### III. Minimum investment account balance

All cash in excess of the minimum operating cash and that needed to service any existing debt will be put into the Museum's managed investment account. In order to hold \$10 million in building replacement costs by the year 2062, the Museum must invest \$6,500 monthly to the managed investment account. These monthly payments are protected and may not be used at any point prior to the year 2062 without 2/3rd majority vote of the Board of Directors as outlined in the current Investment Policy. Funds deposited in excess of the minimum monthly deposit may be treated differently during this finance strategy year.

### Strategy Detail

#### I. Early Debt Payments to Reduce Interest Payments

Florida Children's Museum will use cash in excess of base guidelines to make an early principle payment on the capital exhibit loan. Currently, the cash is earning 3.3% interest and the loan interest rate is 6.25%. The pre-payment of the available amount (exact amount to be calculated at the time of the payment) will cut the monthly interest payment by at least half. The Museum is already carrying the full interest payment and will continue to budget for the full payment. Only when the interest is reduced, the Museum will pay the new reduced monthly interest payment and apply the difference of the current interest payment to the principal monthly.

#### II. Road to \$10 Million in 40 Years

At the current rate of return, if the Museum adds \$6,500 to the managed investment account monthly, from excess operating cash, it will hold a \$10 million balance at the end of 40 years which is a term of our lease with Roundhouse Holdings. This growing principle may not be used for operating expenses.

#### III. Strengthening Influence with Strategic Investments

As a way of growing the Museum's circle of supporters and reaching out deeper along the I-4 corridor, excess cash earned beyond the minimums outlined above will be invested with the following strategy:

#### Tampa Bay Community Foundation

Tampa Bay Community Foundation serves a multi-county area including Polk. They currently have a funding program that matches \$25,000 to every \$100,000 a nonprofit saves (10 available per calendar year.) This 25% match will be the first gift to FCM by Tampa Bay Community Foundation. Also, by establishing a relationship with the Foundation, FCM has a door to meet other fund holders that serve a wider geographic area.

#### CDs and Money Market Accounts

If there is additional cash beyond the Tampa Bay Community Foundation account during this period, FCM will invest in CDs and/or Money Market accounts with a final determination made on rates at the point of investment. These accounts will be opened with existing donors as a strategic move for donor relations. Priority will be given first to Core Wealth

## **Board of Directors Resolution: PigFest Participation**

**Purpose:** To outline a commitment from each Board member to support PigFest by contributing volunteer hours, either personally or through family or friends.

### **Resolution:**

1. Each Board member will ensure that at least 8 volunteer hours are contributed to PigFest.
2. These hours don't all have to be served by the Board member directly – family members, friends, or other representatives can volunteer on their behalf to help meet this commitment.
3. As long as the 8 hours are covered, Board members are not required to be personally present at the event.
4. Each Board member is responsible for making sure their hours (or hours volunteered by their designated helpers) are logged and reported.

This commitment reinforces our support for PigFest and helps make the event a success for our organization.

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BY-LAWS  
*of*

FLORIDA CHILDREN'S MUSEUM, INC.  
a Florida Not for Profit Corporation  
(As Amended November 19, 2024)

**Article I: General**

**Issues** Section 1: Official name of the organization

The name of the corporation shall be FLORIDA CHILDREN'S MUSEUM, INC. (a corporation not for profit). The purpose of the corporation is the operation of a children's museum exclusively for the educational and charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2: Location of principal office

The principal office of the corporation shall be:

600 Bonnet Springs Blvd  
Lakeland, Florida, 33815

The principal office of the corporation may be changed to such other location as may be designated from time to time by the Board of Directors.

Section 3: Statement of purpose

The corporation is organized and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be the operation of a children's museum designed to provide a unique hands- on experience for children and their families, enabling them to become more aware of themselves and the world around them, and to stimulate their imagination through discovery. Specifically, the museum will be a participatory museum allowing children to be able to take an active role through participation and involvement in the exhibits and programs.

The mission of Florida Children's Museum is to curate the world for all children to explore.

Seven Guiding Principles: The Florida Children's Museum is guided by the following seven principles:

1. We educate through exploration.
2. We welcome all children.
3. Our people are our secret sauce.
4. We are here to stay.
5. We serve our community.
6. Our children are safe and secure.
7. We serve the whole family.

Vision: The Florida Children's Museum will become THE exciting, must-experience destination in Lakeland, stimulating children of all ages by fostering creativity, encouraging imaginative play, and devising interactive learning opportunities for families to experience together.

The museum celebrates the five senses and makes an educational exploration of them available to all.

This is accomplished by:

- facilitating learning through interactive, imaginative play
- breaking through rigid educational barriers
- supporting the idea of multiple intelligences
- enhancing brain development
- encouraging dialogue and exploration between children and their families
- stimulating children who don't get enough learning in school
- introducing children to new opportunities
- reinforcing the development of a life-long love of learning

The corporation is not formed for pecuniary profit or financial gain: no part of the net earnings of the corporation shall inure to the benefit of any private individual, and no substantial part of its activities shall be carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitting to be carried on by a corporation exempt from federal income tax under federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation receiving contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

#### Section 4: Seal

The corporate seal shall bear the name of the corporation between two concentric circles; the year of incorporation shall be inside the inner circle.

(Seal)

## Section 5: Procedure for amending the bylaws

These bylaws may be altered, amended or repealed by a two thirds vote of the Board of Directors present in person or by written proxy at any regular meeting or at any special meeting called for that purpose, provided that a quorum is present, and provided that notice of the proposed amendment, alteration or repeal shall be given to each Director at least ten (10) days prior to the date of the meeting at which the bylaws are to be altered, amended or repealed.

## Section 6: Procedure for dissolution and disposition of assets

Notwithstanding any provision to the contrary contained in the Articles of Incorporation, upon the dissolution of this corporation and the associated winding up of its affairs, the residual assets of the corporation will, by action of the Board of Directors at a special meeting called for that purpose, be turned over to one or more organizations organized and operated exclusively for charitable, educational purposes and which, at such time, qualifies as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such residual assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located.

## Section 7: Gender

Whenever used in these Bylaws, the use of any gender shall include all genders where the context so permits.

## Article II: Members

The corporation shall have no members unless the Board of Directors determines that the corporation shall have one or more classes of members, in which event the designation of such class or classes, and the qualifications, rights and method of acceptance thereof shall be set forth in an amendment to these Bylaws.

Unless and until the Board of Directors determines that the corporation shall have members, the Board of Directors may take any actions which is permitted or required to be taken by the membership of a corporation not for profit under Florida law by the affirmative vote of the majority of the Directors present in person or by written proxy without the necessity of any prior action by the Board which would have otherwise been required by law for such action if there was a membership entitled to vote on such action.

## Article III: Board of Directors

### Section 1: General powers

Subject to the limitations of the Articles of Incorporation, these Bylaws, the Florida Not for Profit Corporation Act and the provisions of Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), the powers, activities and properties of the corporation shall be exercised, managed and controlled by the Board of Directors.

#### Section 2: Qualifications for membership

Any natural person who is of legal age and is a citizen of the United States of America shall be qualified for consideration to be a Director of the corporation.

#### Section 3: Number of members

The number of members of the Board of Directors may be increased or decreased from time to time by the Board, provided that there never shall be less than five (5) Directors nor more that twenty-one (21) and further provided that no decrease in the number of Directors shall ever have the effect of reducing the term of any incumbent Director.

#### Section 4: Selection Process

At least ten (10) days prior to each annual meeting of the Board of Directors, the Nominating Committee shall prepare a written list of candidates for each available seat of the Board of Directors and shall deliver such list to each Director. Additional nominations may be made in writing by any Director so long as such nomination is received by the Chairman of the Nominating Committee at least three (3) days prior to the annual meeting of the Board of Directors. Any such additional nominations shall be announced at the meeting together with the Nominating Committee's slate of candidates. Furthermore, additional nominations may be made in person at the annual meeting by any Director.

#### Section 5: Terms of office and term limits

At each Annual Meeting of the Board of Directors, the Board (excluding those persons whose terms expire at said meeting), may elect a successor to each Director whose term is expiring. The successor may, but not need be, the person whose term is expiring. Each successor then and thereafter elected shall serve for a term, ending with the second succeeding Annual Meeting of the Board after his or her election. If a successor is not elected, the position of Director whose term has expired shall be deemed vacant and shall not be counted for purposes of computing the requirements for a quorum or for an affirmative vote. No member of the Board of Directors shall serve more than three successive two year terms or a total of six consecutive years. The sixth consecutive year shall be deemed to expire at that year's annual meeting.

#### Section 6: Quorum requirements, voting procedures, assent

That number of the Board of Directors consisting of no fewer than one-third of the Directors then serving constitute a quorum for the transaction of usual business. A meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting without notice until a quorum is present.

A Director of the corporation 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 he votes against such action or abstains from voting because of an asserted conflict of interest.

#### Section 7: Meeting Procedures

a. Annual Meeting: At least one regular meeting of the Board of Directors shall be held annually, usually in May of each year, however, an alternate place and time for such meeting may be fixed by the written consent of all Directors.

b. Regular Meetings: Annually, there shall be at least five (5) regular meetings of the Board of Directors. Special meetings of the Board may be called by the Board President or by any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding such meetings.

c. Telephone Meetings: Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating can hear each other at the same time and participation by such means shall constitute the presence in person at such meeting.

d. Action without Meeting: Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the Minute Book of the corporation. Such consent shall have the same effect as a unanimous vote.

e. Notice and Waiver: Notice of any special meeting shall be given at least ten (10) days prior thereto by written notice, delivered personally, by means of United States Postal Service, by overnight express, by telegram, by facsimile, or by e-mail to each Director at his address of choice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. If the notice is given by telegram or overnight express, such notice shall be deemed to be delivered when the telegram or overnight express is delivered to the telegraph company or the overnight express company. If notice is given by facsimile or e-mail, such notice shall be deemed delivered upon transmission. 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 such meeting or the manner in which it has been called or convened, except when a Director stated at the beginning of the meeting any objections to the transaction of business because the meeting is not lawfully called or convened.

## Section 8: Powers and duties of the Directors

A Director shall perform his duties as a Director, including his duties as a Member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. Additionally, a Director shall adhere to the organizational mission and purpose and avoid conflicts of interest. A Director is required to regularly attend called Board meetings and to participate on a Committee of the Board. Additionally, Board members are required to participate in Board fund-raising activities.

In performing his duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons, as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (c) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance as described above to be unwarranted. A Director who performs his duties in compliance with Section 617.0830 shall have no liability by reason of being or having been a Director of the corporation.

## Section 9: Compensation

Directors shall not receive any compensation for their services as Board members, however the Board of Directors may allow reimbursement of expenses that are pre-approved by a majority of the Board. Any Director may serve the corporation in any other capacity and receive compensation for services rendered.

## Section 10: Removal

At any regular meeting of the Directors or at any special meeting of the Directors called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by a vote of a majority of Directors then entitled to vote at an election of Directors. New Directors shall be elected by the Directors for the unexpired terms of Directors removed from office at the same meeting at which such

removals are voted. If the Directors fail to elect persons to fill the unexpired terms of removed Directors, and if the Directors did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

A Director so removed shall not be eligible to stand for reelection until the next annual meeting.

#### Section 11: Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall hold office only until the next election of Directors. Any directorship to be filled by reason of an increase in the number of Directors shall only be filled by election at the annual meeting or at a special meeting of the Directors called for that purpose.

#### Section 12: Committees

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more committees from among its members. The committees shall have such authority as lawfully delegated by the resolution creating it.

### Article IV: Officers

#### Section 1: Officers

The Officers of this corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. A Chairman of the Board and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. A failure to elect a President, Vice President, Secretary or Treasurer shall not affect the existence of the corporation.

#### Section 2 : Nomination, Election and Term of Office

At least ten (10) days prior to each annual meeting of the Board of Directors, the Nominating Committee shall prepare a written list of candidates for each office of the corporation, and shall deliver such list to each Director. Additional nominations may be made in writing by any Director so long as such nomination is received by the chairman of the Nominating Committee at least three (3) days prior to the annual meeting of the Board of Directors. Any such additional nominations shall be announced at the meeting together with the Nominating Committee' slate of candidates. Furthermore, additional nominations may be made in person at the annual meeting by any Director.

The President of the corporation shall be elected biannually by the Board of Directors at its annual meeting; the Vice President, Treasurer, and Secretary shall be elected annually at the annual meeting. If the election of Officers is not held at such meeting, the election shall be held as soon thereafter as is conveniently possible. Each Officer shall hold office until his successor is duly elected and qualified, or until his death, or until he resigns and is removed in the manner hereinafter provided.

### Section 3: Removal

Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but the election or appointment of an Officer shall not of itself create contract rights.

### Section 4: Vacancies

Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

### Section 5: Duties of Officers

a. President: The President shall preside at all meetings of the Board of Directors and shall call regular and special meetings of the Board in accordance with the requirements of the Florida Statutes and of these Bylaws. The President shall cause all books, reports, statements and certificates to be properly kept and filed as required by law. The President shall enforce these Bylaws and perform all the duties incident to the

President's office and which are required by law. Generally, the President shall supervise and control the business and affairs of the corporation.

b. Vice President: The Vice President shall, in the case of absence or disability of the President, perform all the duties of the President. The Vice President shall perform such other duties as may be assigned by the Board of Directors or the President. Further, the Vice President shall be the President-elect for the corporation and shall assume the duties of President upon expiration of the sitting President's term.

c. Secretary: The Secretary shall keep a record of the proceedings of the meetings of the Board of Directors and shall be the custodian of all corporate records. The Secretary shall be responsible for sending all notices of meetings of the Board of Directors and the Executive Committee, as well as keeping an accurate record of the attendance at all such meetings. The Secretary shall have charge of the corporate seal and shall affix the seal to such instruments as are authorized by the Board of Directors. Furthermore, the Secretary shall file all required reports with the Florida Department of State and all other necessary reports required to be furnished to governmental

agencies.

d. Treasurer: The Treasurer shall have charge of the funds of the corporation and shall keep a correct account of all monies received and disbursed by the corporation. The Treasurer shall be responsible for advising the Board of Directors as to the needs of the corporation with respect to liability insurance and, with the approval of the Board of Directors, shall be authorized to obtain any necessary liability insurance policies. Furthermore, the Treasurer shall assist the appropriate officer of the corporation with respect to the filings of all required reports with applicable governmental agencies. The Treasurer shall present a financial report to the Board of Directors at each regular meeting of the Board for the period most recently prepared. The Treasurer shall also present a report of the receipts and disbursements for the previous year and a budget for the upcoming year at each annual meeting of the Board of Directors.

Subject to the foregoing, the Officers of the corporation shall have powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

#### Section 6: Delegation of Duties

In the absence or disability of any Officers of the corporation or for any other reason deemed sufficient by the Board of Directors, an Officer of the Board of Directors may delegate his powers and/or duties to any other Officer or to any other Director.

#### Section 7: Executive Committee

The Executive Committee, which shall consist of the President, Vice President, Secretary and Treasurer of the Board of Directors, shall have all the powers and duties which may lawfully be assigned to it by the Board of Directors and shall function, in its discretion, between Board meetings and while the Board is not in session.

#### Article V: Chief Executive Officer (CEO)

The Chief Executive Officer of the corporation shall serve at the pleasure of the Board of Directors. The Executive Committee shall be responsible for an annual performance evaluation of the CEO. Said evaluation shall be shared with the entire Board, which shall review the salary of the CEO on an annual basis.

The Chief Executive Officer shall appoint, discharge and fix compensation of all employees and agents of the corporation, within the limits of the budget approved by the Board of Directors. The CEO shall assign and execute all contracts in the name of

the corporation and all notes, drafts or other orders for the payment of money in excess of \$1,000.00. The CEO may delegate routine assignment and execution of business contracts to the Executive Director.

## Article VI: Fiscal Matters

### Section 1: Contracts

The Chief Executive Officer is authorized to approve any budgeted expense up to \$15,000. For any budgeted expense exceeding \$15,000, prior approval from the Executive Committee is required.

For unbudgeted expenses, the following applies:

- The Chief Executive Officer is authorized to approve any unbudgeted expense, as deemed necessary, up to \$5,000.
- Any unbudgeted expense above \$5,000 and up to \$15,000 requires Executive Committee approval.
- Any unbudgeted expense above \$15,000 requires Board approval.

The above authority thresholds shall apply with respect to approval of any contract or agreement which, in the aggregate, commits the corporation to the above-referenced financial obligations.

### Section 2: Loans

No loans shall be contracted on behalf of the corporation and no evidences 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, Drafts, etc.

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 shall be time to time determined by a 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 may select.

### Section 5: Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. At each annual meeting of the Board of Directors, such Board shall consider and act upon all actions of the Officers and Directors during the immediately preceding calendar year.

#### Section 6: Nonprofit Operation

The corporation will not have or issue shares of stock, and no dividends will be paid. No part of the income or assets of the corporation will be distributed to its Directors or Officers without full consideration. The corporation may contract in due course with its Directors and Officers without violating this provision.

#### Section 7: Gifts

The Board of Directors may from time to time, on behalf of the corporation, accept gifts of money, securities or any other type of real or personal property, upon such terms as they shall approve. The Board may hold any such gift in the name of the corporation or such nominee or nominees as the Board of Directors deems advisable and may collect and receive the income thereof and devote the principal or income of such gifts to the purposes of the corporation. The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of this gift to such particular purpose as the donor may designate, provided that such purpose is consistent with the purposes of the corporation and is duly approved or ratified by resolution of the Board of Directors, and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified therein.

#### Section 8: Fiscal Year

The fiscal year of the corporation shall be the period selected by the Board of Directors as the taxable year of the corporation for federal income purposes.

#### Section 9: Budget

The Treasurer, assisted by such other persons as directed by the Board of Directors, shall prepare an annual budget for the corporation. Such budget shall be presented to the Board of Directors at the annual meeting.

#### Section 10: Bond

If so determined by the Board of Directors, any Director, Officer, or employee of the corporation shall be bonded at the expense of the corporation.