

**BYLAWS¹ OF TAYLOR COUNTY HISTORICAL SOCIETY
A NON-GOVERNMENT ENTITY**

**ARTICLE 1
*Name and Principle Office***

Section 1

The name of this organization is The Taylor County Historical Society, hereinafter referred to as the Society. The Society is located at *118 E Main Street, Perry* (Taylor County), Florida; telephone number 850-584-4478.

**ARTICLE 2
*Purpose***

The Society is organized to operate exclusively as an unincorporated, non-government entity managed and controlled by volunteer, private individuals.

The Society is organized to operate exclusively for charitable, educational, history preservation and more specifically:

- (a) to promote the historic preservation, protection, promotion, and distribution of Taylor County tangible and intangible historical heritage.
- (b) to take remedial actions to eliminate the physical deterioration or loss of historical objections including real property, non-real property, and written documents; and to promote historical preservation;
- (c) to disseminate information of and promote interest in the preservation of, history, culture, architecture and public interest of Taylor County's current, past and future legacy;
- (d) to hold meetings, training, lectures, and other activities for the instruction of members and the public in those activities such as planning, managing, administrating and preserving resources available to the Society that promote and preserve Taylor County assets of historical value that enhances the understanding and appreciation of its history, culture and architecture;
- (e) to aid, work with and participate in the activities of other organizations, individuals, and public and private entities within and outside Taylor County engaged in similar purposes to attain congruent goals;
- (f) to solicit, receive and administer funds supporting and furthering purposes of the Society. And, to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or Societies, any property, real, personal, tangible or intangible, or deal with the principal or the income thereof in such manner as, in the judgment of the Society's Directors, will best promote the purposes of the Society without limitation except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the Society, or any laws applicable thereto. In addition, in furtherance but not in limitation thereof, except when restraints or restrictions are attached that conflict with the intent and best interest of the Society exists. In such cases, funds or instruments shall be rejected.

The Society shall not, in any manner or to any extent, participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Nor shall it engage in any unlawful or inappropriate activities that may discredit or cast doubt on the Societies highest moral intentions to serve the best interest of the community. In the event of dissolution or liquidation of the Society, any assets as the Board of Directors (hereafter referred to as the Board or Director (s)) shall determine, such assets are to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (f) above.

No part of the net earnings of the Society shall provide betterment to the benefit of any member of the Society or other private individual except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered herein. No property of the Society shall be distributed directly or indirectly to any member of the Society except for reimbursement for expenses, fulfillment of its charitable and educational purposes or other expenditures determined for the best interest of the Society as determined by the Board or their designee.

**ARTICLE 3
*Membership***

Section 1

Any individual may become a member of the Society by completing an application for membership and paying applicable dues as prescribed by the Board. Each Society member is entitled to one vote on issues presented to the Society membership.

Section 2

The Board shall have the discretion to establish or abolish dues, as it deems appropriate. Such establishment of dues shall include method of payment, collection and application process.

Section 3

Any member may resign from membership in the Society at any time. Members who resign from membership shall not be entitled to receive refund of dues paid. Membership is considered terminated if dues, if any, are not remitted as prescribed by the Board.

Section 4

Members shall have no authority other than as stipulated by the By-Laws and approved by the Board. No member has the authority to act on behalf of the Society, or the membership without approval and or appointment for such representation.

ARTICLE 4 *Annual Membership Meetings*

Section 1

An annual meeting of the membership may be held each year at such time and place as may be determined by the Board for the purposes of bestowing awards, means of appreciation, special recognition, or other business deemed pertinent. The Board shall have the flexibility to exclusively nominate and elect Officers from within the Board.

Section 2

Society general membership meetings (currently scheduled for the third Monday each month from September through May) may be changed with the approval of the Board or at the direction of the President. In addition, special meetings for the membership may be held at any time or place decided by the Board.

Section 3

The President shall determine when a quorum is available from members present for the transaction of business at all meetings of the membership. A majority of the members entitled to vote, and present in person, shall determine any issues presented in the form of a motion that receives a second. The President may defer the business portion of the meeting at his/her discretion.

Section 4

Meetings shall be conducted in accordance with appropriate Parliamentary procedures. Meeting rules may be established for each meeting by consensus and stand during the meeting unless questions of order arise. Then, standard meeting proceedings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 5 *Board of Directors*

Section 1

Purpose: The purpose of the Board shall be to oversee and conduct the affairs of the society shall be in accordance with Bylaws, Statutes, Codes, and best practices associated with managing resources, maintaining an executive committee, and appointing and overseeing all committees and sub-committees. The Board shall lead and direct all activities toward the Society stated or implied goals and objectives.

Section 2

A Board of Directors, consisting of seven (the number of members may be changed as deemed necessary by the Board) members selected from the Society's' members qualifying for Board membership shall govern the Society. Terms of office for the members shall be one year with renewal at the pleasure of the membership. Society members may nominate qualified persons to serve on the Board for consideration by the Board of Directors no later than the date prescribed by the President.

Section 3.

Board of Directors shall be elected, or reelected, each April and prior to each annual meeting (the month of May unless rescheduled by the Board). Only duly elected Board members shall be permitted to vote on any matters considered by the Board. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all members of the Board consent thereto, setting forth the action so taken in writing, and the writings are filed with the minutes of the Society. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 4

When acting on behalf of the best interest of the Society, and without determined unintended negative consequences, the Directors of the Society shall not be personally held liable for its debts without due process of legal judgment, liabilities, or other obligations.

Section 5

Each Director shall be entitled to one vote and shall cast that vote on each item submitted. Proxy or any other type vote other than those present is not allowed except as permitted above in **Article 5, Section 3**. However, Directors present may express the opinion, wishes or concerns of other Board members during discussion on matters under consideration. Any Director may abstain from voting on any issue, but shall abstain from a vote when there is a conflict of interest addressed to the Board.

Section 6

Each Director shall hold office for the term for which he or she is elected, unless the Director resigns or is removed. Then, his or her replacement successor shall be elected and qualified as soon as practical. There is no limit on the number of consecutive terms Directors may be reelected for consecutive terms.

Section 7

Any vacancy occurring in the Board (other than a vacancy resulting from the normal expiration of a term office) may be filled by the affirmative vote of a majority of the current members of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director resigning should do so by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Cause for removal may include lack of attendance, support, or participation in board meetings and activities.

Section 8

The Board of Directors of the Society shall hold regular meetings. Regular meetings should be held not less than four times each year: January, April, July, and October. Special meetings of the Board may be called by the President, or by the Executive Committee. Appropriate notice, including date, time and place of meeting, should be posted as soon as practical before meetings by means decided by the Board.

Section 9

At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting without notice other than the announcement at the meeting.

ARTICLE 6

Officers

Section 1

The Board shall elect its Officers for terms and duties as described in **Section 3** of this Article. The Officers of the Society shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers and assistant Officers as may be deemed necessary. All Officers are to be members of the Society, and elected by the Board. The Board, at its discretion, may elect and authorize any office to be filled with an assistant or co-office holder with equal office authority, or limited at the discretion of the Board.

Section 2

Officers shall assume their duties upon election, and shall serve their one-year term or until their successors assume the duties of the office.

Section 3

Except as hereafter provided, the Officers of the Society shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the membership of the Board.

- A. President. The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors, arrange for another Officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that Officer and such as may be directed by resolution of the Board.
- B. Vice-President. The Vice-President shall have such duties and responsibilities as the President or Board may prescribe.
- C. Secretary. The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Society. The Secretary shall also have such other duties as may be assigned by the membership or the Board.
- D. Treasurer. The Treasurer shall maintain in good order all financial records of the Society. The Treasurer shall also have such other duties as may be assigned by the membership or the Board. The treasurer may be subject to bonding at the discretion and expense of the Society.
- E. Temporary Officers. In cases of the absence or disability of any Officer of the Society and of any person authorized to act in his or her place during such periods of absence or disability, the President may, from time to time, delegate the powers and duties of such Officer to any other Officer or any other member subject to approval by the Board.
- F. The President may appoint persons for coordinating the implementation of the Society's policies, procedures, and projects and such other duties as the Board may require.

ARTICLE 7

Committees

Section 1

The Executive Committee of the Society shall be comprised of the Offices of the Society: President, Vice-President, Secretary and Treasurer and others decided by the board. The same Board member, if with due process, the offices are so filled, may fill the Secretary and Treasurer offices.

Section 2

The Board, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees for either standing or temporary to function under direction and control of the Board. Other committees not having and exercising the authority of the Board in the management of the Society may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law or these Bylaws. When Practical, at least one Director should serve on the Board's committees, and the President and Vice-President shall be non-voting ex-officio members of all committees (except those that may be appointed to chair). All Committee Chairs or Co-Chairs shall be members of the Society.

ARTICLE 8

Finances

Section 1

Except as the Board may generally, or in particular cases, authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed by the Treasurer or any Board member authorized by the Board, and complies with signatory requirements stipulated by the financial institution holding the Society's funds.

Section 2

All funds of the Society shall be deposited at the earliest date feasible to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

Section 3

The Board may accept on behalf of the Society any contributions, gift bequest, or devise for the general purposes or for any special purposes of the Society as stipulated in **Article 2**.

Section 4

Annually, in the October quarterly meeting The Board shall approve a Society budget for the upcoming new fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE 9

General Provisions

Section 1

The fiscal year of the Society shall begin on the first day of October, and end on the last day of September in each year.

Section 2

Society news releases or other means of disseminating official information shall be authorized and conveyed by sources determined and appointed by the Board or its President.

Section 3

The Society may be empowered to reimburse any Officer or Director, or any former Officer or Director by a majority vote of a quorum of membership, who was not parties to such action, suit, or proceeding in the manner provided by Florida Statute. If the directors or members authorize such reimbursement, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding in the manner prescribed by regulating government bodies.

Section 4

The Society shall attempt to minimize hazards associated with actions resulting from errors and omissions as it conducts business. The Board is charged with the responsibility of containing or reducing liability or casualty loss to the Society and its members, individually or collectively. Methods of containing loss potential may include but not be limited to insurance against loss, by contract when more prudent, or by avoidance when these two methods of loss control are not available.

Section 5

The Society is not incorporated, but does have State of Florida tax identification as a non-profit entity. However, the Society is not a 501c (3) non-profit organization. Therefore, any contributions to the Society of any kind do not qualify for tax exemptions, and this should be understood by any donor to the Society.

ARTICLE 10

Amendments

Section 1

The Board shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Board. However, any motion(s) to amend or repeal the Bylaws shall be made during a regularly called Board of Director's meeting, and shall not be voted upon until the following regular or specially called Board of Directors' meeting.

¹ *Approved by unanimous consent in regularly schedule meeting April 20, 2015*