

# **CITY OF PALM COAST HISTORICAL SOCIETY AND MUSEUM, INC.**

## **BYLAWS**

### **ARTICLE I**

#### **Name and Location**

The name of this corporation shall be the City of Palm Coast Historical Society and Museum, Inc. a not for profit corporation organized under the laws of the State of Florida. The principal place of business and affairs of the Corporation shall be at James F. Holland Park, 18 Florida Park Drive, Palm Coast, Florida, 32137.

### **ARTICLE II**

#### **Purpose and Objectives**

The corporation is organized exclusively for the purpose of educating the public about the history and culture of the City of Palm Coast pursuant to section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. To accomplish this, the society shall serve as an educational, research, and historical organization in the city of Palm Coast and will: Seek, discover, collect, preserve and exhibit artifacts, documents, materials and sites of historical interest and promote the preservation of the same by others. The Society will also provide lecturers, exhibits, and demonstrations on subjects of historical interest, participate and encourage historical research. The Society will maintain or participate in the maintenance of libraries, museums, exhibits or displays of books and other materials and publish articles, tracts, pamphlets and books on historical subjects and promote and sell the same.

This not for profit Corporation is organized to create, operate and govern an Historical Museum and Research Center in the City of Palm Coast, FL.

This Corporation shall be non-discriminatory, non-partisan, non-sectarian, and shall not sponsor or support any political candidates.

### **ARTICLE III**

#### **Membership**

1) Any person or other entity who pays the membership dues as established by the Executive Board shall become a Member of this Corporation for the year in which the dues are paid and shall be entitled to attend all meetings during the term of membership. Each Member shall be entitled to one vote on any issue brought before the General Membership. The membership dues are payable at the time and in the amount set forth by the Executive Board. Any new member becoming a member on or after October 1 shall be a paid member until the end of the following year.

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Modified - 1/2020

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2) Honorary Membership may be conferred upon any person or entity whose activities have contributed to the objectives of the Corporation in extraordinary ways. Such membership is conferred by a simple majority vote of the Executive Board. An Honorary Member shall be exempt from paying dues and shall have all the privileges of a General Member except for voting rights.

3) Membership shall be subject to review by the Executive Board which shall have full authority to classify and reclassify memberships and to determine the dues associated with each classification.

## **ARTICLE IV**

### **Fiscal Policies**

1) The fiscal year of the Corporation shall be from January 1 through December 31. All monies received by the Corporation shall be used and administered for the benefit of the Corporation.

2) The Executive Board shall designate the bank or banks for depository and drawing purposes.

3) All operating expenditures not approved in the budget or which exceed one hundred (100) dollars must be approved by the Executive Board.

4) All disbursement checks shall require a receipt or invoice to be issued by the designated officer.

## **ARTICLE V**

### **Executive Board**

1) The affairs of the Corporation shall be managed by an Executive Board which shall consist of all Officers, Directors, City Historian, Museum Director and the immediate Past President of the Executive Board. Officers and Directors shall be elected from the general membership of the Corporation.

2) There shall no more than 12 Directors (modified 2020), each serving a term of three years. Terms shall be staggered so as to provide continuity in the governance of the Corporation.

3) The City Historian shall serve as a non-elected member of the Executive Board until such time as the City Council appoints a replacement. He/she shall serve continually until such time as the city Council appoints a replacement.

4) The Museum Director shall be appointed by the Executive Board and shall serve as a member of that Board.

5) Each member of the Executive Board shall possess one (1) vote in matters coming before the Board.



6) The Executive Board shall have the authority to engage and discharge employees and agents of the Corporation; admit, suspend, or expel Members; create and appoint committees; expend funds; and to do everything necessary and desirable to conduct the business of the Corporation in accordance with these Bylaws.

7) No member of the executive board shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose, without Executive Board approval which includes but is not limited to Budget approval.

## **ARTICLE VI**

### **Elections**

1) A slate of Officers and Directors shall be nominated by a nominating committee of not less than three (3) members appointed by the President no less than 4 weeks prior to the annual meeting in January.

2) The slate of nominated Officers and Directors shall be presented by the Nominating Committee to the General Membership at the Annual Meeting each year in January. Nominations may be made from the floor and in the event there is more than one nominee for a post, that vote shall be by ballot.

3) Newly elected Officers will take the office at the end of the meeting at which they were elected and serve a term of one year or until such time as a successor is elected. Directors will begin serving their terms at the end of the same meeting.

## **ARTICLE VII**

### **Duties of Officers**

1) The President shall be the Chief Executive Officer and shall set the agenda and preside at all meetings of the Corporation and Executive Board. He/She shall appoint all committees and shall be an ex-officio member of those committees with the exception of the nominating committee.

2) The Vice President shall be vested with all the power of the President and shall be required to perform all of the duties of the President in the absence or disability of the President.

3) The Treasurer shall keep an accurate account of all receipts and disbursements, shall deposit all funds in such manner as directed by the Executive Board, and shall make a financial report at each Executive Board Meeting. The Treasurer shall prepare and present an Annual Report of fiscal activities for the previous fiscal year at the Annual General Membership meeting. The checkbook shall be kept by the Treasurer but may be temporarily turned over to any Executive Board member at the discretion of the President when the Treasurer will be away from the City

of Palm Coast. The Treasurer's records shall be available for review by members of the Organization at reasonable times.

4) The Recording Secretary shall record all the proceedings of the meetings of the Executive Board and general membership, and will preserve all the records and papers of these meetings.

5) The Corresponding Secretary shall be responsible for all correspondence of the Society with the approval of the President and shall be responsible for mailing notices of the Executive Board and general membership meetings as directed by the President and in accordance with these By-Laws. He/She shall maintain a list of the membership and shall send e-mails and make phone calls reminding the membership of all meetings and that membership payment for the new year shall be due by March 1 of that year.

## **ARTICLE VIII**

### **Vacancies - Removals**

1) A vacancy among the Officers shall be filled by an appointee of the Executive Board for the unexpired term.

2) A vacancy of a Director shall be filled by an appointee of the Executive Board until the next annual election.

3) Any Officer or Director may be removed from office by a majority vote of the Executive Board after three (3) un-excused absences. The Executive Board will determine by a majority vote if the absence of a Director from a meeting is excused.

4) Any Officer or Director may be removed from office for just cause by a majority vote of the members present at any meeting of the General Membership of the Corporation. Notice of the proposed removal of an Officer or Director must be given to such Officer or Director at least 72 hours prior to the date of the meeting at which such removal is to be voted upon and must state the cause for the proposed removal.

## **ARTICLE IX**

### **Meetings**

1) The annual General Membership meeting must be held each fiscal year at a time, date and location to be determined by the Executive Board. Notice to all members is to be mailed at least two weeks] prior to the annual meeting held in January of each year.

2) There shall be a minimum of three (3) meetings of the Executive Board each year. These dates are to be determined by the Executive Board. All meetings shall be open to Members of the Corporation and to the general public. Only members of the Executive Board may vote at a meeting of the Executive Board.



3) Special meeting may be called by the President or at the request of three (3) Executive Board members with at least 72 hours' notice.

4) Five (5) members shall constitute a quorum at the Executive Board meetings. A quorum for the transaction of business at a meeting of the General Membership shall be no less than five (5) Members in good standing, one of whom must be an Officer of the Corporation.

## **ARTICLE X**

### **Notices**

1) All notices required by law or by present or future rules and regulations of the Corporation given to any Member or Officer or Director of the Corporation shall be given by the delivery of the notice to the member by electronic mail, or by the U.S. mail delivery addressed to the Member or Officer at his or her address as it appears on the records of the Corporation; with postage thereon prepaid. A statement signed by the Corresponding Secretary or designee to the effect that such notice has been given in one of the above mentioned forms shall be sufficient evidence of the delivery of said notice.

2) Whenever any notice is required to be given under law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI**

### **Committees**

1) The President may appoint any committees he/she deems necessary.

2) An Audit Committee consisting of two General Members and one Executive Board member shall be appointed by the Executive Board to conduct a review annually or upon the resignation of the Treasurer. The annual Audit Committee will be appointed at the December meeting and will conduct their audit within sixty (60) days of the Treasurer's Annual Report at the General Membership Meeting in January.

3) A Budget Committee consisting of a minimum of three members of the Executive Board, one of which shall be the City Historian, shall be appointed by the Executive Board to prepare and present for approval an annual Budget. The annual Budget Committee will be appointed at least sixty (60) days before the end of the year and will prepare their budget within sixty (60) days of the Treasurer's Annual Report at the General Membership Meeting in January. Whenever possible the Treasurer will act as an ex-officio member of the Budget Committee. The proposed budget will be presented at the first Executive meeting of the new fiscal year.

## **ARTICLE XII**

### **Parliamentary Authority**

The general principles contained in the current edition of Robert's Rules of Order shall be the guidelines for all meetings unless other rules or procedures have been adopted by the Executive Board. In the event of conflict, the Executive Board's rules shall control.

## **ARTICLE XIII**

### **Dissolution**

Dissolution of the Corporation may be accomplished as provided in Section 617.1402, Florida Statutes or its successor. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the City of Palm Coast.

## **ARTICLE XIV**

### **Amendments**

Any amendment to these Bylaws may be proposed by a simple majority of the Executive Board. Such amendment shall be presented to the Members at any General Membership meeting and adopted by two thirds (2/3's) of the member's present, providing the call of the meeting states the purpose will be to vote on the amended Bylaws specifically called this purpose.

These Bylaws revised and adopted on **date** and supersede all previous Bylaws.

William Venne 1/17/17  
President

Peter Kroeger 1/17/17  
Vice President

Carol Lemieux 1/17/17  
Treasurer

Elaine Studnicki 1/17/17  
Corresponding Secretary

Patricia Eldridge 1/17/17  
Recording Secretary