

BYLAWS OF THE
PUTNAM COUNTY HISTORICAL SOCIETY, INC.

STATUS AND PURPOSES

The Putnam County Historical Society, Inc. (hereinafter referred to as “Corporation”) is a non-profit corporation organized under the laws of Florida and is exempt as a charitable organization under the Internal Revenue Code.

The purposes for which this Corporation is organized are: to preserve and interpret local history and educate the public about the significance of Putnam County’s history, architecture, cultures and traditions.

The Bylaws are adopted for the governance of the Corporation in fulfilling its purposes.

ARTICLE I – ORGANIZATIONAL GOALS

To carry out its purposes, the Corporation shall preserve, archive and steward the buildings, artifacts, collections and records it acquires and manages and shall advocate for the protection, preservation and restoration of historic places and things.

ARTICLE II – OFFICES

The principal office of the Corporation is located at 110 Madison Street, Palatka, Florida 32177, and may be relocated from time to time as determined by the board of directors. The Corporation may have such other offices and facilities in the state of Florida that the board of directors may determine from time to time.

ARTICLE III – MEMBERSHIP

- A. Classes: There shall be six (6) classes of membership: Individual, family and life memberships are available to all interested persons. Organizational membership is available to all interested entities. Associate membership is available to any person located outside Putnam County. Honorary members may be designated by the board of directors for life or lesser terms.
- B. Voting: Individual and life members are entitled to one vote. Family memberships are entitled to one vote per family. Organizational, associate and honorary members cannot vote.
- C. Dues: Membership dues (except life) are payable annually. Membership dues shall be determined by the board of directors. Life membership dues shall be held as an endowment to be invested and used as may be specifically authorized by the board of directors.

- D. Nominations: Individual members may nominate candidates for the board of directors to the nominating committee or from the floor during election, at the annual meeting.
- E. Meetings: The annual meeting of the membership shall be held in the month of December at a time and location to be determined by the board of directors. All officers shall be elected and installed at the annual meeting. Notice of annual meetings shall be provided to members via email, phone or U.S. mail.
- F. Quorum: A quorum shall be defined as voting members in good standing present at the meeting. Motions will carry with a simple majority.

ARTICLE IV – BOARD OF DIRECTORS

Section One – Director Membership

- A. Number: The number of directors of the board of directors shall never be less than three and no more than fifteen. All directors shall be current members in good standing.
- B. Term: The term of membership for directors shall be three years. Terms shall be staggered so that one third of the directors are elected yearly. Directors may stand for re-election for no more than 2 consecutive terms.
- C. Removal: Removal of a director from the board of directors with or without cause may be done by majority vote of the board. Cause shall include, but not be limited to: excessive, unexcused absences from meetings of the board; failure to renew membership or misconduct.
- D. Conflict of Interest: No director shall vote on any matter which financially inures to the benefits of the director. Board actions shall be governed by the Corporation's Conflict of Interest Policy.
- E. Voting: The board of directors may permit any or all directors to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
- F. Vacancy: A vacancy on the board of directors shall be filled by a majority vote of the remaining directors.

- G. Nominations: The nominating committee shall be appointed each October to prepare a list of nominees in November. The chair of the nominations committee shall be any officer.
- H. Elections: All directors and officers shall be elected in December, by the members.

Section Two - Director Duties

- A. The board of directors shall:
 - (1) Approve the annual budget and all major budget revisions.
 - (2) Establish policies and programs.
 - (3) Review the operations of the Corporation at reasonable intervals.

Section Three - Board of Director Meetings

- A. Regular Meetings: The Board of Directors shall meet at least 4 times annually, at a time and place designated by the president or vice-president.
- B. Special Meetings: Special meetings of the board of directors for any purpose, may be called by the president or vice- president, or may be called at the request of at least two directors.
- C. Annual Meeting: The board of directors shall meet at the same time as the annual membership meeting in the month of December for the purposes of:
 - (1) Reporting on the prior year's activities and the next year's proposed activities.
 - (2) Electing and installing officers.
 - (3) Any other such business which may be brought.
- D. Notice of Meetings: Reasonable notice of special meetings shall be given at least two (2) days in advance by mail, telephone or email to all members of the board stating the time, place and day of the meeting. Notice of a special meeting shall also include the purpose or purposes of the meeting.

The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

- E. Quorum: A quorum is defined as a majority_of current board members. The affirmative vote of a majority of directors present at a meeting, with a quorum, shall be the act of the board of directors.

Section Four – Compensation

No member of the board of directors shall receive compensation for service as a director or officer. The board of directors may reimburse directors or officers for reasonable expenses incurred in the discharge of duties.

ARTICLE V – COMMITTEES AND OFFICERS

Section One – Officers and Executive Committee

A. The officers of the corporation shall be:

President: The president shall preside at all meetings of the executive committee, board of directors and the members. The president shall perform all other duties incident to the office and as otherwise specified in these bylaws or requested by the board of directors.

Vice-President: The vice- president shall perform the duties of the president in his or her absence or incapacity and perform such other duties and responsibilities as may be requested by the president or the board of directors.

Secretary: The secretary shall take the minutes of all meetings, maintain and authenticate the records of the Corporation and perform such other duties as may be requested by the president or the board of directors.

Treasurer: The treasurer shall prepare the annual budget and revisions thereof, and manage fundraising activities of the Corporation. The treasurer shall serve as custodian of funds of the Corporation, be responsible for all IRS reporting requirements and perform such other duties as may be requested by the president or the board of directors.

Historian: The historian shall gather, manage and maintain records, documents and artifacts of historic significance and perform such other duties as may be requested by the president or the board of directors.

Immediate Past President: The immediate past president shall serve as a member of the executive board and perform such other duties as may be requested by the president or the board of directors.

B. The officers shall make up the executive committee.

- C. Terms: All officers, except the historian, shall be elected for one year terms. The historian shall be appointed by the board of directors for a three year term. All officers may be elected to the same position for multiple terms not exceeding six years.
- D. Vacancies: A vacancy in any office shall be filled by a majority vote of the board of directors for the unexpired term.

Section Two - Executive Committee Duties

- A. The executive committee shall be responsible for decisions about the operations and actions of the Corporation between board meetings.

Section Three - Executive Committee Meetings

The Executive Committee shall meet before each board of director meeting and prepare the agenda for the board meeting.

Section Four - Other Committees

The president may appoint standing committee chairs from among the membership. Non members may serve on committees at the discretion of the committee chair. Ad hoc committees and task forces may be established as needed. The President and Vice President shall serve, ex-officio, on all committees.

ARTICLE VI – PROCEDURE

The current edition of Robert’s Rules of Order shall govern all meetings of the board of directors, membership, and committees.

ARTICLE VII – AMENDMENTS

These bylaws may be amended by the by a majority vote of board of directors at a regular or special meeting provided that the proposed amendments are presented at a preceding meeting of the directors. Each director shall be given written notice of the proposed amendments.

CERTIFICATION

We hereby certify that these amended and restated bylaws were duly adopted by a two-thirds majority vote of the members in attendance at a meeting after notice was duly given.

ATTEST:

PUTNAM COUNTY HISTORICAL SOCIETY, INC.

ROBERTA CORREA, Secretary

MARCIA LANE, President