

**AMENDED AND RE-STATED  
BYLAWS OF  
PORT ST. LUCIE HISTORICAL SOCIETY, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION  
(Orig. December 8, 2008, with December 19, 2017, amendments)**

**TABLE OF CONTENTS**

	<u>Page No.</u>
ARTICLE I – NAME, DEFINITIONS, CONSTRUCTION AND AFFILIATIONS .....	1
ARTICLE II – MEMBERSHIP .....	1
ARTICLE III – BOARD OF DIRECTORS.....	2
ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS .....	3
ARTICLE V – OFFICERS AND ASSISTANT OFFICERS .....	4
ARTICLE VI – COMMITTEES.....	6
ARTICLE VII – INDEMNIFICATION .....	6
ARTICLE VIII – AMENDMENTS TO THE BYLAWS .....	6
ARTICLE IX – FISCAL YEAR .....	7
ARTICLE X – CORPORATE SEAL .....	7
ARTICLE XI – CONFLICT AND POLICIES OF THE BOARD .....	7
ARTICLE XII – RULES OF ORDER .....	7

**AMENDED AND RESTATED  
BYLAWS OF  
PORT ST LUCIE HISTORICAL SOCIETY, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
NAME, DEFINITIONS, CONSTRUCTION AND AFFILIATIONS**

**Section 1. Name.** The name of the corporation is the Port St. Lucie Historical Society, Inc., hereinafter referred to as the "Society".

**Section 2. Definitions.** Capitalized words used in these Bylaws shall have the same meaning as ascribed to them in the Society's Articles of Incorporation (the "Articles").

**Section 3. Construction.** These Bylaws may contain any provision of the regulation and management of the affairs of the Society not inconsistent with law or the Articles.

**Section 4. Affiliations.** The Society shall be authorized to establish and maintain membership and/or affiliations with relevant historical societies, organizations and/or associations deemed by the Board of Directors to be appropriate.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Membership.** Any individual, family, student, corporation, society, social organization, partnership, foundation or association in good standing in Port St. Lucie, St. Lucie County or surrounding areas, interested in the purposes and objectives of the Society, may subscribe to a membership in the Society upon payment of annual dues in such amount(s) as may be determined, from time to time, by the Board of Directors.

**Section 2. Classification of Membership.** The membership shall be classified as Patron, Lifetime, Honorary, Corporate, Family, Individual and Student.

**Section 3. Obligations of Membership.** Holders of Memberships shall:

- A. be encouraged to actively participate in the programs of the Society,
- B. be encouraged to actively support the fund-raising endeavors of the Society,
- C. be encouraged to serve on committees and subcommittees as requested by the Chairperson,
- D. be familiar with the Articles, Bylaws, policies and standing rules of the Society, and
- E. pay any and all membership dues assessed according to the classification of membership by which the member is admitted to the Society.

**Section 4. Dues.** Membership in the Society is activated and maintained upon payment of annual (calendar year) dues in such amount(s) as may be determined, from time to time, by the Board of Directors.

**Section 5. Termination of Membership.** A membership shall be immediately terminated for non-payment of dues on or before February 1 of each year. Holders of memberships may resign for any reason by filing a written resignation with the Secretary; however, dues are non-refundable.

**Section 6. Voting Rights.** Holders of Memberships in the Society shall have no voting rights as such.

**Section 7. Transfer of Membership.** Membership in the Society is not transferable or assignable.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 1. Management.** All powers of the Society shall be exercised by and under the authority of the Board of Directors, and the property, business and affairs of the Society shall be managed under the Board's direction. The Board shall be responsible for all financial activity, planning, operation and organization for the Society.

**Section 2. Number, Qualifications, Terms and Election of Directors.**

**A. Qualifications of a Director.** Any person who is elected as a Director of the Society must be twenty-one (21) years of age or older, hold and maintain a current Society Membership in good standing, have demonstrated an awareness of the purposes and needs of the Society and have expressed a desire and willingness to actively participate as a Director of the Society.

**B. Terms.** Terms of Directors shall be four (4) years, replacing those Directors whose terms then expire. Terms shall be staggered whenever possible to prevent a complete turnover of Directors at any given time. Directors may succeed themselves for additional terms.

**C. Number of Directors.** The number of Directors serving on the board shall be determined as follows:

1. The number of Directors must be an odd number consisting of no less than seven (7) directors and no more than fifteen (15) directors. (amended December 19, 2017)

2. The number of Directors may only be changed upon affirmative vote of not less than two-thirds (2/3) of Directors.

3. For purposes of voting upon the number of Directors, a Director may vote by proxy.

4. If the Board votes to increase the number of Directors, election of additional Directors shall be pursuant to paragraph D herein.

5. If a vote results in a reduction in the number of Directors, then the Board shall seek Directors to voluntarily relinquish their position to achieve the voted upon number of Directors. If there are not sufficient volunteers, the Directors with the shortest tenures shall be immediately removed from the Board to achieve the voted upon number of Directors. If two or more Directors to be removed pursuant to this paragraph have equal tenure, and removal of these Directors will result in a number of Directors lower than the voted upon number, then the remaining Directors shall determine by majority vote which lowest tenured Director(s) to retain.

6. Any change in the number of Directors shall not be effective until the following Annual Meeting.

**D. Election of Directors.** The process of electing Directors shall be as follows:

1. Directors shall be nominated and elected at the Annual Meeting each year to fill the vacancies then available. An affirmative vote of a majority of the then current Directors shall be required to elect a Director.

2. Any vacancy on the Board of Directors occurring for any reason shall be filled for the unexpired portion of that specific term by a majority vote of the remaining Directors at any regular meeting or special meeting of the Board of Directors called for that purpose, even if the remaining number of Directors is less than a quorum.

**Section 3. Resignation or Removal of Directors.** Any Director may resign at any time by giving written and/or electronic transmission notice to the Secretary. A Director may be removed from office pursuant to the procedures provided below:

1. Any Member of the Board of Directors may be removed from office with or without cause by the vote in writing, by a majority of the then current Directors. Any removal shall not be effective until a replacement

Director is appointed. If removal is for cause, the Chairperson or acting Chairperson may immediately appoint a replacement Director to serve until an additional Director (who may be the replacement Director) is elected by the then current directors. Any replacement Director appointed by the Chairperson or acting Chairperson shall be permitted to vote.

2. The Notice of a Meeting of the Board to recall a Director shall state the specific Director(s) sought to be removed.

3. **Except upon a vote to reduce the number of Directors**, a proposed removal of a Director at a meeting shall require a separate vote for each Director sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Director to be removed.

4. All vacancies created by the removal of a Director shall be filled by the remaining Directors at the same meeting, provided the total number of Directors shall not be less than seven (7). If, as a result of vacancies the number of Directors shall fall below seven (7) Directors, and remaining Directors shall call a special meeting to appoint additional Directors, or shall appoint additional Directors at the meeting in which the vacancies occur.

5. **Except upon a vote to reduce the number of Directors**, Any Director who is removed shall not be eligible to stand for re-election until the next Annual Meeting of the Board of Directors.

6. Any Director removed from office shall turn over to the Board of Directors, within seventy-two (72) hours, any and all records of the Society in his/her possession.

**Section 4. Compensation of Directors.** Directors shall not receive compensation for any services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Society for any other services actually rendered or for expenses incurred for serving the Society in any other capacity.

**Section 5 Meeting Attendance & Director Termination.** Any Director who is absent from three (3) consecutive Board meetings, or from any six (6) such meetings during the course of any calendar year, shall constitute presumptive cause for removal and require formal Board consideration for his/her removal from office by the affirmative vote of two-thirds (2/3rds) of the then current remaining Directors  
(This section amended December 2017)

## ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

**Section 1. Annual Meetings of the Board.** The annual meeting of the Board shall be held on the last Tuesday in January of each year at a time and place designated by the Board for the purpose of electing Directors and Officers of the Society, and for such other business as may properly come before the meeting. If the annual meeting cannot for any reason be held on the last Tuesday of January, the annual meeting of the Board shall be held as soon thereafter as possible on such other date as shall be designated by the Board

**Section 2. Regular Meetings of the Board of Directors.** Regular meetings of the Board shall be held at least six (6) times per year at a time and place designated by the Board. Business to be transacted at any regular meeting of the Board need not be limited to those matters set forth in the notice or agenda of the meeting.

**Section 3. Special Meetings of the Board.** Special meetings of the Board may be called at any time by the Chairperson. Special meetings must be called upon receipt by the Secretary or the Chairperson of the written request of any three (3) or more Directors. The business to be transacted at any special meeting of the Board shall be limited to those items of business set forth in the notice and/or agenda of the special meeting.

**Section 4. Notice of Board Meetings.** Directors shall be given notice of each meeting of the Board and such notice shall set forth the time and place of the meeting and an agenda of the matters of business to be transacted. Such notice shall be delivered to each Director personally or by mail, email, telephone, telegram, or telecopy facsimile to his residence or place of business as listed in the Society's office not less than five (5) days prior to such meeting. Notice of any meeting of the Board may be waived by the execution of a written waiver of

such notice either before or after the holding of such meeting by any Director, and such waiver shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protest at the commencement of the meeting shall be deemed to be a waiver of notice of the meeting.

**Section 5. Quorum.** A simple majority of the current Directors (not including vacancies, if any) shall constitute a quorum for the transaction of business at all Board meetings. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other at the same time. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by these Bylaws, the Articles, the Act or by Board decision. Each Director present shall have one (1) vote. Voting by proxy shall not be permitted for any purpose. If during any such meeting a Director(s) departs early leaving less than a quorum present, the Board can continue to meet but may not pass any further motions or take any further actions.

## **ARTICLE V OFFICERS AND ASSISTANT OFFICERS**

**Section 1. Titles, Term and Election.** The Officers of the Board of Directors shall be a Chairperson, Vice Chairperson, Secretary and Treasurer, as the Board of Directors shall in its discretion elect. No person shall hold more than one (1) office. The Officers must be Members in good standing of the Society and shall be elected by the Board of Directors from among the Members of the Board at its annual meeting, to hold office for a term of one (1) year or until their successors are elected and qualified, except in the event of their earlier death, resignation or removal. Additional Assistant Officers may be elected by the Board of Directors in its discretion.

**Section 2. Vacancies.** If a vacancy occurs in the office of Chairperson, the Vice Chairperson shall fill the unexpired term thereof. If a vacancy occurs in the office of the Vice Chairperson, Treasurer or Secretary, the Board of Directors shall appoint a replacement Officer. Such replacement Officers shall begin their terms immediately upon appointment and shall serve the remainder of the original Officer's term.

### **Section 3. Duties. The Officers of the Society shall have the following duties:**

**Chairperson.** The Chairperson shall preside at all meetings of the Board and of the Society. The Chairperson may sign, with the Secretary or any other proper Officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, and, in general, the Chairperson shall supervise and control the normal day-to-day business and affairs of the Society and perform all other duties incident to the office of Chairperson. The Chairperson shall, with Board consent, appoint all Committees and their Chairs in accordance with Article VI of these Bylaws. The Chairperson shall have such other duties and responsibilities as shall be delegated to him/her by these Bylaws and by the Board of Directors from time to time. The Chairperson shall serve at the pleasure of the Board of Directors.

**Vice Chairperson.** In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson and in so acting shall have all the powers and authority of the Chairperson. The Vice Chairperson shall perform such other duties as from time to time shall be assigned by the Chairperson or the Board.

**Secretary.** The Secretary shall keep or cause to be kept all of the records of the Society, except the financial records, shall record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out notices of meetings, attest to the seal of the Society, where necessary or required, and perform such other duties as may be prescribed by the Chairperson or the Board. The Secretary shall also keep or cause to be kept a register of the names and addresses of each Director.

**Treasurer.** The Treasurer shall have custody of the funds of the Society, shall maintain all Society financial records in accordance with generally acceptable accounting procedures, shall keep full and accurate accounts of receipts and disbursements, shall insure that all checks issued by the Society bear two (2) signatures of Officers, shall render appropriate financial reports at all meetings of the Board of Directors for review and Board

approval, shall annually provide a comprehensive year end financial report at the Annual Meeting for review and Board approval; shall prepare and provide a comprehensive annual fiscal budget for the upcoming year for Board review and approval prior to December of each year, shall ensure that all appropriate financial reports are filed with the State of Florida and the Internal Revenue Service, and shall perform such other duties as may be prescribed by the Chairperson or the Board.

**Section 4. Service and Compensation.** All Officers and Assistant Officers shall serve at the pleasure of the Board of Directors. Officers and Assistant Officers of the Society shall receive no compensation for their services, except as specified in Article III, Section 4 herein.

## **ARTICLE VI COMMITTEES**

**Section 1. Appointment to Committees.** At the Annual Meeting of the Board, the Chairperson shall, with Board consent, appoint Directors as the Chairs and Members of such Standing Committees of the Board as are provided for in these Bylaws and such Ad Hoc Committees as are created by the Board. The Chairperson shall also fill vacancies on such Standing and Ad Hoc Committees. The Chairperson may remove Members or Chairs of Committees at any time. The Chairperson shall name replacement Members or Chairs of Committees as soon as practical after a vacancy occurs.

**Section 2. Terms.** Members and Chairs of all Committees shall serve for one (1) year or until replaced by subsequent appointments of new Members and Chairs by the Chairperson of the Board.

**Section 3. Standing Committees.** The Standing Committees shall be those named in Sections 4 and 5 herein. The Standing Committees shall have and may exercise all of the powers provided by these Bylaws. Members of Standing Committees shall become thoroughly informed of their duties, shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Board of Directors.

### **Section 4. Finance Committee.**

**A. Composition.** The Finance Committee shall have at least two (2) Members but no more than three (3) members which shall include the Treasurer as Chair.

**B. Duties.** The Finance Committee shall have the responsibility to:

- 1, Review and oversee the financial statements of the Society and report to the Board of Directors.
2. Review and recommend all budgets to the Board.
3. Review and recommend to the Board any major financial action which requires the Board's approval.
4. Consider annually the selection of an independent external auditor of the Society's financial operations. The Finance Committee shall further review and evaluate reports of the external independent auditors and, based thereon, make recommendations to the Board of Directors concerning the financial operation of the Society.

### **Section 5. Collections Committee.**

**A. Composition.** The Collections Committee shall be composed of the Chairperson and at least two (2) other Members of the Society who need not be members of the Board of Directors and shall serve a term of one (1) year and may serve unlimited successive terms.

**B. Duties.** The Collection Committee shall have the responsibility to:

1. Assist in locating and acquiring appropriate documents, artifacts and photographs consistent with the Society's collection, mission and policy.

2. Recommend to the Board the expenditure of funds over One Thousand Dollars (\$1,000.00) for the acquisition of such artifacts.

3. Review items for inclusion in the collection when the items in question are outside the usual scope of the collection policy. This applies only to those unique or unusual items that would not normally meet the conditions of the policy.

**C. Meetings, Reports and Recommendations.** The Collections Committee shall meet as frequently as deemed necessary by the Chairperson.

**Section 6. Ad Hoc Committees.** Ad Hoc Committees shall be created as needed by the Board. The purpose, duties, number of Members and reporting requirements of each Ad Hoc Committee shall be specified at the time of creation. Any such Ad Hoc Committee shall dissolve upon the earlier to occur of the following: (1) a specific Board action or (2) upon the holding of the next Annual Meeting of the Board of Directors.

**Section 7. Meetings.** Meetings of any Committee may be called by the Chair of such Committee and shall be called by the Chairperson of such Committee on the written request of one-third (1/3) of the Committee Members. Notice of any meeting shall set forth its time and place and shall be delivered personally or by email. Unless otherwise provided in these Bylaws. A quorum of any Committee shall be a simple majority of the Members of that Committee, and a quorum shall be necessary for the transaction of business.

**Section 8. Resignation or Removal of Committee Members.** A Member of any Committee may resign at any time by tendering his/her resignation in writing to the Chairperson or the Secretary on behalf of the Board of Directors. Resignation or removal as a Director shall also constitute resignation as a Member of any Committee of the Board if it is required by these Bylaws that the Committee Member also be a Director. The Chairperson may remove with or without cause any Member of a Committee except a Member of the Committee whose membership is defined by virtue of office as established in these Bylaws.

## **ARTICLE VII INDEMNIFICATION**

**Section 1. Indemnification.** To the full extent authorized by the laws of the State of Florida, the Society shall indemnify any Director, Officer, Assistant Officer, Committee Member or Agent of the Society who is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director, Officer, Assistant Officer, Committee Member or Agent of the Society. The Society shall indemnify and hold harmless its Officers, Directors, Assistant Officers and Committee Members except for any action taken that is contrary to the provisions of these Bylaws, the Articles of the Society and/or any federal, state, county or local laws. Indemnification shall inure to the benefit of the heirs and personal representatives of such persons.

**Section 2. Insurance.** The Society shall purchase and maintain adequate and continuous insurance coverage on behalf of any persons who have served as a Director, Officer, Assistant Officer, Committee Member or Agent of the Society to indemnify them, their heirs and personal representatives, against the expenses, including attorney's fees, incurred in connection with the defense of action, suit or proceedings arising out of their service in such capacity.

## **ARTICLE VIII AMENDMENTS TO THE BYLAWS**

These Bylaws may be altered, amended or repealed in the manner provided by law, except as provided herein. Additionally, each and every such amendment(s) shall be approved in advance by the Board of Directors at any meeting called for that purpose (in addition to other business) by at least a two-thirds (2/3) majority of the current sitting members of the Board of Directors, unless, however, all of the current sitting members of the Board of Directors sign a written statement unanimously manifesting their intention that a certain amendment(s) of these Bylaws be made.

**ARTICLE IX  
FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31st of each year.

**ARTICLE X  
CORPORATE SEAL**

The corporate seal of the Society, if any, shall be in such form as shall be approved from time to time as by the Board of Directors.

**ARTICLE XI  
CONFLICT AND POLICIES OF THE BOARD**

In the event that any portion of these Bylaws conflicts with the Articles or any federal, state, county or local law, that portion shall be subordinated to said law while giving full force and effect to the intent of the portion held invalid or inoperative, and the remainder of said Bylaws remain valid and operative. In the event of a conflict between the Articles and the Bylaws, the Articles shall govern. The Board of Directors may, from time to time, establish policies regarding the management and operation of the Society, conflicts of interest, Board development, self evaluation of Board Members, requirements for insurance, investments of corporate funds and assets, accessions, permanent or temporary and such other policies as the Board deems necessary or appropriate, so long as any such policies do not conflict with the then current Bylaws, Articles and the laws of the State of Florida.

**ARTICLE XII  
RULES OF ORDER**

**Robert's Rules of Order.** The rules contained in Robert's Rules of Order, as may be revised from time to time, shall govern in a reasonable manner at all meetings of the Board of Directors, Members and Committees provided, however, that they do not conflict with these Bylaws, the Articles or the laws of the State of Florida.