

BY-LAWS
of the
EVERGLADES SOCIETY FOR HISTORIC PRESERVATION, INC.
A Florida not-for-profit corporation

ARTICLE I - PURPOSE

The purpose of the Everglades Society for Historic Preservation (hereinafter referred to as “the Society”) is to encourage and aid in the preservation of historic sites, structures, documents, artifacts, and memories within Everglades City, Florida, and the surrounding area. The Society may raise funds or apply for grants for such purpose. The Society is exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II - MEMBERSHIP

Section 1. Subscriptions and Classifications. Any person or group of persons 18 years or older or any corporate entity that is interested in the furtherance of the purpose of the Society may subscribe for membership. There are five (5) classifications of membership with the following annual dues: Individual (\$25), Family (\$40), Patron (\$100), Benefactor (\$500), and Business (\$100). The Board of Directors may change the classifications and dues on an annual basis by a vote passed by a majority of all Directors. The Board of Directors may grant Honorary memberships to persons who have been of benefit to the Society by a vote passed by a majority of all Directors.

Section 2. Term. Membership subscriptions are renewable annually at the beginning of the calendar year. Membership may be terminated if dues are not paid within three (3) months of the renewal date after a minimum of two (2) written renewal notices and one (1) written final notice. Membership may also be terminated by a vote passed by a majority of all Directors if a Member’s conduct is deemed to be in conflict with the purpose of the Society. A Member may resign at any time by giving written notice to the Board of Directors but no monies from the unexpired annual subscription will be returned to the member.

Section 3. Rights. Each membership of whatever classification is entitled to one (1) vote at Members’ Meetings and in elections except for Honorary members who have no voting rights.

Section 4. Meetings. An Annual Members’ Meeting shall be held in Everglades City at a date, time, and place determined by the Board of Directors and notified to each Member in writing fourteen (14) days in advance. Special Members’ Meetings may be called by the Board of Directors and notified to each member in writing or by telephone seven (7) days in advance. A quorum at Members’ Meetings shall be the presence of at least twenty (20) percent of the membership in good standing.

ARTICLE III - DIRECTORS, OFFICERS, AND COMMITTEES

Section 1. Board of Directors. The Board of Directors shall consist of a minimum of five (5) and a maximum of eleven (11) Members in good standing elected by the membership every three years at the relevant Annual Members’ Meeting. The actual number of Directors shall be determined by a vote passed by a majority of all Directors.

Section 2. Election of Directors. One ballot for the election of Directors shall be sent in writing to each membership in good standing within fourteen (14) days of the relevant Annual Members’ Meeting and may be returned in person or by post before that Annual Members’ Meeting is called to order. Members in good standing may nominate themselves or other Members in good standing to be included on the ballot by giving written notice to the Board of Directors within twenty-eight (28) of the relevant Annual Members’ Meeting.

Section 3. Term of Directors and Vacancies. Directors shall serve for three years from the Annual Members' Meeting at which they are elected. A Director may resign at any time by giving written notice to the Board of Directors. A Director's term may be terminated by a vote passed by a majority of all Directors if a Director's conduct is deemed to be in conflict with the purpose of the Society or if a Director is negligent in his/her duties. A vacancy on the Board of Directors may be filled until the next election by a vote passed by a majority of all Directors.

Section 4. Meetings and Actions without a Meeting. The Board of Directors shall hold Regular Board Meetings at least four (4) times per year at a date, time, and place determined by them and announced in writing or by telephone at least seven (7) days in advance. Special Board Meetings may be called at any time with the agreement of a majority of all Directors. A quorum at Regular or Special Board Meetings shall be the presence of at least fifty (50) percent of the Directors. Board Meetings are open to all Members in good standing. A telephone or email vote on any action may take place without a Board Meeting if all Directors are contacted and a majority of all Directors approve the action and the vote is recorded in special minutes.

Section 5. Officers. The President shall preside at Board Meetings and Members' Meetings and shall oversee the long-term goals and strategies of the Society. The Vice-President shall preside at meetings and assume executive responsibility in the absence of the President. The Secretary shall give notice of meetings, keep the minutes of meetings, and prepare any necessary corporate returns. The Treasurer shall be responsible for keeping the monies of the Society and for preparing financial reports and returns.

Section 6. Election and Term of Officers. Officers will be elected every three years by a majority of all the new Directors after the relevant Annual Members' Meeting. The President and Vice-President must be on the Board of Directors but the Secretary and Treasurer may be selected from the general membership. An Officer may resign at any time by giving written notice to the Board of Directors. An Officer may be removed by a vote passed by a majority of all Directors at a Board Meeting for which notice stating such purpose has been given in advance. A vacant office may be filled by a vote passed by a majority of all Directors.

Section 7. Committees. The Board of Directors shall establish Committees composed of Directors, Members, and non-members as necessary. A Committee shall select its own Chair who will report to the Board of Directors. Committees shall keep written records of their meetings and actions.

ARTICLE IV - FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Society shall commence each January 1 and terminate on December 31 of that year.

ARTICLE V - AMENDMENT OF THE BY-LAWS

Section 1. Amendments. These By-Laws of the Society may be amended or repealed or new By-Laws may be adopted by a vote passed by a majority of all Directors at a Board Meeting for which notice stating such purpose has been given in advance to all Members in good standing.

ARTICLE VI - STATUTORY LEGISLATION

Section 1. Other Regulations. The Society is regulated by the Florida Statutes Chapter 617 "Corporations Not For Profit" unless explicitly specified in the By-Laws and the Articles of Incorporation of the Society.