

BY-LAWS OF FRUITLAND PENINSULA HISTORICAL SOCIETY, INC.

Article I Membership

Section 1. ELIGIBILITY. Any person who has an interest in historical affairs of any kind shall be eligible for membership in the Fruitland Peninsula Historical Society, Inc.

Section 2. REGISTRY. A Registry of active members shall be maintained by the Secretary of the Society.

Article II Classes of Membership and Dues

Section 1. MEMBERSHIP CLASSES. The membership shall consist of:

- Student Membership
- Individual Membership
- Family Membership
- Sponsor Membership
- Patron Membership
- Life Membership

Section 2. ANNUAL DUES

- A. Dues shall be determined by the Board of Directors.
- B. Annual dues shall be payable by January 1st to maintain membership in good standing.
- C. Any member who fails to pay dues by March 1st in any year shall be dropped from the roster and the mailing list.
- D. The membership year shall be January 1 through December 31.
- E. Any new member joining during the fourth quarter shall receive a courtesy extension of their membership through December 31 of the following year.

Article III Meetings

Section 1. ANNUAL MEETING. The annual Business meeting of the Fruitland Peninsula Historical Society, Inc. shall be the November meeting.

Section 2. MEETINGS. All other meetings shall be set by the Board of Directors.

Article IV

Elections

Section 1. NOMINATING COMMITTEE. Two months prior to the annual meeting, the President shall appoint three (3) members to a nominating committee which shall present a slate of officers and directors for election at the annual meeting. The nominating committee will select those candidates, who in its judgement will best serve the interests of the Corporation and its membership.

Section 2. ELECTIVE OFFICE. No member who is a candidate for President or Vice-President shall be a candidate for any other office in the Corporation.

Section 3. VOTING. Each member will have one vote. A majority of votes shall elect. In the event of a tie for any office, the Board of Directors shall, by secret ballot, determine the winner.

Article V

Officers

Section 1. OFFICERS. The officers of this Corporation shall consist of a President, Vice-President, Secretary, Treasurer, and the immediate Past President. All officers must be members in good standing.

Section 2. TERM. The officers of the Corporation, with the exception of the immediate Past President, shall hold office for the term of one year. The immediate Past President shall serve as long as he or she is the immediate Past President. All officers elected at the annual meeting shall take office at the January meeting, or the beginning of the fiscal year.

Section 3. TERM OF OFFICE. An officer may be eligible for more than one term in the same or another office.

Section 4. DUTIES OF THE OFFICERS.

- A. The **President** shall have general supervision over all affairs of the corporation. His or her duties shall include, but not limited to:
- (1) Preside at all meetings of the Corporation.
 - (2) Present or have presented at each annual meeting of the members and directors, a report on the condition of the business of the Corporation.
 - (3) Call regular and special meetings of the members and directors in accordance with these By-Laws.
 - (4) Fill any vacancy in an elective office, by temporary appointment until such appointment is approved by the Board of Directors.

- (5) Sign, along with the Treasurer, or another authorized member of the board, all notes, drafts, or bills of exchange, warrants, or other orders for the payment of money duly drawn by the treasurer.
- (6) Appoint committees to serve at his or her pleasure.
- (7) Serve ex-officio as a member of all committees. The President is exempt from the meeting of the nominating committee.
- (8) Enforce these By-Laws and perform all the duties incidental to the position and office, and which are required by law.

B. The **Vice-President** shall:

- (1) Assist the President in the discharge of his or her duties.
- (2) Preside during the absence or inability of the President to render or perform his or her duties or exercise his or her powers, as set forth in these By-Laws or in the acts under which this corporation is organized. When so acting, he or she will have all the powers and be subject to all the responsibilities hereby to or imposed upon the President.
- (3) Succeed to the office of President for the remainder of the elected term should the presidency become vacant.

C. The **Secretary** shall:

- (1) Keep the minutes of the meetings of the Board of Directors and general membership in appropriate books.
- (2) Receive all applications for membership and renewals; furnish each paid member with a membership card; furnish information as to changes to the membership caused by resignation, deaths, and those dropped because of failure to renew membership; and make regular revisions of the mailing list.
- (3) Give and serve all notices of the Corporation.
- (4) Be the custodian of the records and of the Seal and affix the latter when required.
- (5) Present to the Board of Directors at their meetings, all communications addressed to him or her officially by the President or any officer or any member of the corporation.
- (6) Perform all duties incident to the office of the Secretary.
- (7) Attend to all correspondence.

D. The **Treasurer** shall:

- (1) Ensure that all books, reports, statements, and certificates required by the statutes are properly kept, made, and filed according to law.
- (2) Have the care and custody of and be responsible for all funds and securities of the Corporation; deposit such funds in the name of the Corporation in such banks, trust company or trust companies, or safe deposit vault as the Board of Directors may designate.
- (3) Sign, make and endorse, in the name of the Corporation, all checks, drafts, warrants, and orders for the payment of money, pay out, dispose of same, and receipt thereof, under the direction of the President and the Board of Directors.
- (4) Render a statement of the condition of the finances of the Corporation at each meeting of the Board of Directors, and at such other times as shall be required and a full financial report presented at the Annual meeting of the members.
- (5) Exhibit at all reasonable times his or her books and accounts to any officers or member of the Corporation upon application during business meetings of the members.
- (6) Perform all duties pertaining to the office of the Treasurer.

E. The **immediate Past President** shall:

- (1) Serve as long as he or she is the immediate Past President, performing duties in accordance with the By-Laws.

Article VI **Board of Directors**

Section 1. BOARD OF DIRECTORS. The affairs and business of the Corporation shall be managed by a Board of Directors, whose members shall consist of the Officers of the Corporation and five (5) elected members to serve staggered terms as follows: Three (3) directors will be elected in odd years for a term of two (2) years. Two (2) directors will be elected in even years for a term of two (2) years. New directors will be elected as the previous term expires. *(This section was revised by Resolution 2023-04 which reversed Resolution I to eliminate the fifth Director on March 22, 2021.)*

Section 2. BOARD MEMBERS. Officers of the Corporation shall be members of the Board of Directors for their term of office.

Section 3. DUTIES. The Board of Directors shall have control and management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened by a majority, and they may adopt such rules and regulations for the

conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Florida.

Section 4. ELECTION OF BOARD OFFICERS. The President and Secretary shall serve as Chairperson and Secretary of the Board of Directors.

Section 5. BOARD MEETINGS. Regular meetings of the Board of Directors shall be held at the discretion of the President.

Section 6. SPECIAL MEETINGS. The President may call special meetings of the Board of Directors at his or her discretion.

Section 7. BOARD VACANCIES. The Board of Directors shall approve appointments to fill vacancies on the Board of Directors between regular elections.

Section 8. QUORUM. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business.

Section 9. VOTING. Each director has one vote at all meetings of the Board of Directors.

Article VII

Finances

Section 1. ADMINISTRATION. The Board of Directors may authorize the President, or a designated Director, to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of, the Corporation, and such authority shall be general or confined to specific instances.

Section 2. PAYMENT. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer, and countersigned by the President or Secretary of the Corporation.

Section 3. SECURITY OF FUNDS. All funds of the Corporation shall be deposited to the credit of the Corporation in any Federally insured bank of Putnam County, Florida.

Section 4. CONTRIBUTIONS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose, of the Corporation.

Article VIII
AMENDMENT TO THE BY-LAWS

Section 1. AMENDING BY-LAWS. These By-Laws may be altered, amended, repealed, or added to by vote of the Board of Directors of this Corporation at any regular meeting of said Board, or at a special meeting of the Directors called for the purpose, provided that a quorum of Directors is present at such regular or special meeting. These By-Laws and any amendments thereto and/or new By-Law added by the Directors, may be altered, amended, rescinded, or replaced at any meeting of the members, by a two-thirds vote of the members present and voting at such a meeting.

Article IX
RULES OF ORDER

Section 1. AUTHORITY. The authority on parliamentary procedures for this Corporation shall be *Robert's Rules of Order, Newly Revised*.

By-Laws amended and approved on _____

By the Fruitland Peninsula Historical Society, Inc.

Cherie Register, President