

# **BYLAWS OF THE PENSACOLA HISTORICAL SOCIETY**

## **ARTICLE I - NAME**

The name of this Society shall be the PENSACOLA HISTORICAL SOCIETY, INC., a nonprofit corporation organized under the laws of the State of Florida.

## **ARTICLE II - OBJECTS**

The Society shall endeavor to raise the historical awareness and pride in the history of Pensacola and the Northwest Florida area. The mission of the Society is to promote and preserve Pensacola's history through publicly accessible research archives, catalogued collections, publications, and public education programs.

## **ARTICLE III - MEMBERSHIP AND DUES**

Any person or persons interested in history and the preservation of historical artifacts may become a member of the Society by completing a proper application and payment of dues for membership in one of the following categories:

Section 1. Student Membership. Any full time student enrolled in an accredited high school, college, or university shall be eligible for student membership. College or University students shall attach a copy of their student ID to the application.

Section 2. Individual Membership. Any individual shall be eligible for individual membership.

Section 3. Family Membership. All members of one family residing at the same address shall be eligible for a family membership.

Section 4. Sustaining Membership. The Board of Directors may designate additional special membership categories with additional benefits at their discretion.

Section 5. Business and Professional Membership. Any business or professional organization may become a member. Such membership shall have the same rights and privileges as an individual member.

Section 6. Honorary Memberships. The Board of Directors may designate certain "honorary memberships" at their discretion. These may include, but are not limited to, free student memberships for volunteer work and out-of-town special memberships for those interested in the Society at reduced rates.

Section 7. Dues. The Board of Directors shall set the membership dues and benefits for each category of membership on a yearly basis.

#### **ARTICLE IV - ORGINIZATION OF SOCIETY**

Section 1. General Governance. The Board of Directors and the elected officers of the Society shall act as agents of the general membership. As such, it is incumbent that these individuals keep the general membership informed of goals, directions, and activities of the Society and, in general, act in accordance with the wishes of the general membership. All Board meetings except where confidentiality is required by law shall be open to the general membership.

Section 2. Board of Directors. The purpose of the Board of Directors is to provide general oversight and governance for the Society. As such, they shall set goals, approve yearly budgets, and give overall direction to the Society. The Board shall not undertake any activities, which are contrary to the wishes of the general membership.

Section 3. President. The President shall provide general leadership and supervision for the Society including directing publicity and fund raising activities.

Section 4. Other Elected Officers. Other elected officers shall assist the President in the daily operation of the Society in addition to other duties defined herein. The Secretary shall have the prime responsibility of keeping the membership informed of all activities of the Board of Directors including future plans and goals for the Society. The Treasurer shall have primary responsibility for disbursement of all funds with proper approvals and shall keep the membership informed of the financial status of the Society.

Section 5. Executive Director. There shall be a full time employee of the Society who shall be responsible for all day-to-day activities of the Society. The duties and requirements for the Executive Director shall be defined in writing by the Board of Directors including all remuneration. The President, with the approval of the Board of Directors, shall hire the Executive Director and periodically report to the Board on the performance of the Executive Director. Failure of the Executive Director to maintain satisfactory performance as defined by the President and by the Board shall be cause for dismissal.

Section 6. Other Employees. The President and Executive Director shall designate other required employees and prepare a definition of responsibilities including remuneration for the position. As a new position becomes necessary, the Executive Director and the President shall present the requirements for the position for approval by the Board of Directors. After approval, the Executive Director and the President shall be responsible for hiring of individuals to fill the position.

Section 7. Meetings. The Board shall set the normal time and place for general membership meetings. For the conduct of business at the general membership meeting, a quorum shall consist of a minimum of twenty-five (25) members in good standing in attendance. Board meetings shall

be held a minimum of four (4) times per year. At a Board meeting, there shall be a majority of all Board members which must include at least two (2) officers present in order to constitute a quorum.

## **ARTICLE V - ELECTED OFFICERS AND DIRECTORS**

Section 1. Officers. The elected officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected to terms of two (2) years or until their successors are elected and take office. During even numbered years, the President and the Vice-President shall be elected while during odd numbered years, the Secretary and the Treasurer shall be elected. These officers shall perform the duties described in these Bylaws and by the parliamentary authority adopted by the Society.

Section 2. Directors. There shall be twelve (12) elected directors of the Society who shall serve three (3) year terms. Each year, four (4) directors shall be elected. Unless removed from office for cause, Directors shall serve until their successors take office. Directors shall hold no other elected office of the Society.

Section 3. Compensation of Directors and Officers. Directors and Officers of the Society shall serve without compensation, monetary or otherwise, for their services as officers and directors during their period of tenure.

Section 4. Code of Conduct. The officers and directors of the Society shall maintain the highest standards in their conduct of Society business and in their public persona. Within six (6) months of the adoption of these by-laws, the Board of Directors shall prepare a written code of ethics and conduct which shall be reviewed by each nominee prior to their acceptance of nomination. Acceptance of the nomination shall imply consent on the part of the nominee to adhere to the code of ethics and conduct while in office. The Board of Directors shall periodically review such code of ethics and conduct as necessary.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. Constitution. The Board of Directors shall consist of the following individuals:

Twelve (12) Elected Members elected at large by the Society

AND

Officers of the Society - specifically the President, the Vice President, the Secretary, and the Treasurer.

AND

The Past President as an advisor with no voting privileges for a period of one year after their tenure is complete.

Section 2. Purpose of the Board. The Board shall set general policy and direction for the Society. This shall include all paid staff levels.

Section 3. Limitations. The Board of Directors shall be subject to the directions and orders

of the Society and none of the acts of Board shall conflict with the orders of the Society as a whole.

Section 4. Meetings. The Board of Directors shall hold a minimum of four (4) meetings per year. Additional meetings may be regularly scheduled as necessary to conduct Society business. The President of the Society may convene special meetings besides the regularly scheduled meetings as necessary to deal with specific issues that may arise between regularly scheduled meetings. All Board meetings except where confidentiality is required by law shall be open to the general membership.

Section 5. Communications of Actions. After each Board Meeting, whether regularly scheduled or special meeting, the Secretary of the Society shall prepare a brief statement of actions taken. Such statement shall be written and shall be transmitted to all Society members either as an inclusion in the Newsletter or as a separate document.

Section 6. Vacancies. If a vacancy on the Board results for any reason, the President of the Society may appoint a temporary replacement. If the vacancy occurs within six (6) months of the normally scheduled elections, then no special election is required and the temporary appointee will serve until replaced at the next election. Otherwise, a special election may be held within ninety (90) days of the vacancy to elect a replacement member. Such election shall follow all of the requirements for a normal election.

Section 7. Quorum. A Quorum for any Board meeting shall be defined as a majority of the serving Board members which must include at least two elected officers. No actions may be taken by the Board if a Quorum is not present.

Section 8. Attendance Requirements. Any Director who misses four (4) consecutive board meetings without sufficient cause shall automatically be removed from office. Section 6 of this Article shall apply for replacement of any removed Director.

## **ARTICLE VII - REMOVAL FROM OFFICE OF DIRECTORS OR OFFICERS**

Section 1. Removal from Office. Any Director or Officer may be removed from office during their tenure for cause. Valid causes include but are not limited to malfeasance in office, failure to carry out the duties of the office, and conduct detrimental to the Society.

Section 2. Methods of Removal Initiation. A removal action may be initiated either by the Society or by the Board of Directors. With either method, the cause must be clearly stated in the initiation action and each action may involve only one (1) director or officer.

Section 2A. Action of the Society. A petition signed by a minimum of fifteen (15) active members of the Society may be presented at a business meeting to the presiding officer at the meeting. The petition shall name the officer or director whose removal is requested. Multiple petitions may be submitted to remove more than one officer or director.

Section 2B. Action of the Board of Directors. Any member of the Board of Directors may present a motion at a Board Meeting to remove a director or officer. Voting on the motion shall be by ballot and will require a two-thirds majority of the serving Board Members in order to be approved. The Board shall present a resolution at the next regularly scheduled general membership meeting of the Society informing the membership of its action and such resolution shall be treated the same as a petition from the membership.

Section 3. Communication of Petition. Upon presentation, the resolution shall become a motion and shall immediately be tabled so that the following actions may occur.

A. If by petition, the Secretary shall verify that all signatures on the petition are by paid members of the Society. Such verification shall occur within two (2) weeks of the presentation.

B. The party of the petition shall be notified in writing of the action.

C. The general membership shall be notified of the pending action at the next meeting by inclusion of the petition or Board action in the Newsletter.

Section 4. Resolution of Petition. At the next regularly scheduled general meeting of the Society, the first order of business shall be the resolution of the petition. The presiding officer shall first verify that a quorum is present at the meeting. If a Quorum is not present, the discussion and voting shall be automatically postponed until the next regularly scheduled business meeting of the society. The petitioners may present evidence to support their charges and the party of the petition may present evidence to refute the charges. Each of the petitioners and the party of the petition shall be allocated fifteen (15) minutes for their presentation. After the petitioners and the accused presentations, there shall be a general discussion period allowed which shall not exceed fifteen (15) minutes.

Section 5. Voting. After discussion, the members present shall vote. Approval of the petition by a simple majority vote will result in the immediate removal from office of the party of the petition.

Section 6. Replacement. If the officer or director is removed for cause, Article VI, Section 6 "Vacancies", shall govern the replacement process.

## **ARTICLE VIII - NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee. At the October Board of Directors meeting, the Board shall appoint a Nominating Committee. The Nominating Committee shall consist of three (3) Directors who are not up for reelection from the Board of Directors and three (3) members at large from the Society. The Nominating Committee shall select a chairperson as its first order of business.

Section 2. Nominations. The Nominating Committee shall present a slate of one (1) person for each elected office and of four (4) Directors to the General Membership of the Society at the

February general membership meeting. The February Newsletter shall include the full list of all nominees for offices and for Directors. Prior to publication, the Committee shall obtain the consent from each nominated individual.

Section 3. Floor Nominations. At the February general meeting, the presiding officer shall first accept the report of the Nominating Committee and shall then call for nominations from the floor for each elected office and for the Director's positions. Any member may nominate someone for office but such nomination shall require a second and shall require the consent of the nominated party prior to acceptance by the presiding officer. If there are any floor nominations, the March Newsletter of the Society shall contain a listing of all nominees for each office and for each Director's position.

Section 4. Ballots. After all nominations are accepted, the Secretary of the Society shall prepare a written ballot for use at the next meeting of the Society when elections shall be held. Such ballots shall include all results of the Nominating Committee and all Nominations from the floor. These ballots shall be utilized for voting. If there is only one candidate for each position, the ballot preparation may be ignored.

Section 5. Voting. The first order of business at the March general meeting of the Society shall be the election of officers and directors. If there is only one (1) nominee for each office, voting may be vocal. If, however, there is more than one (1) nominee for any office or director, then ballots shall be used. The presiding officer shall appoint a vote counting committee of a minimum of three (3) members at large and a maximum of five (5) members at large. The purpose of the counting committee shall be to count the ballots and announce the results of the election. The Secretary shall determine and prepare a means of identifying each fully paid member that shall be affixed to the written ballot. Voting shall be by ballot as defined in Section 4 above. Votes shall be allocated as follows:

Individual Membership:	One Vote
Family Membership:	Two Votes
Student Membership:	One Vote
Business Memberships:	One Vote
Sustaining Membership(s):	Same as Individual or Family as Applicable

There are still some remaining "Lifetime Members" from a time when such memberships were available. For voting purposes, all lifetime members shall have the same voting privileges as an individual member.

Ballots with verification attached shall be collected by the Secretary and submitted to the counting committee. The committee shall retire to an area removed from the general meeting and count and verify all ballots and prepare a result of the elections for submission to the membership.

Section 6. Results of Election. After normal business at the March general membership meeting, the counting committee shall present the results of the election to the membership.

Section 7. Installation of New Officers and Directors. The newly elected Officers and Directors shall assume their respective duties at the start of the April general membership meeting.

## **ARTICLE IX - FISCAL PROVISIONS**

Section 1. Fiscal Year. The Society's fiscal year shall begin October 1 of each year and conclude on September 30 of the following year.

Section 2. Expenditures. Payments for taxes, salaries, utilities, and other normally incurred operating expenses shall be paid by the Executive Director from the operating funds and budget of the Society. Non-recurring expenses must be approved and shall require the following approvals:

1. Up to \$5,000, the expenditure may be approved by the President and the Executive Director.
2. From \$5,001 to \$10,000, the expenditure will require the approval of the Board of Directors.
3. Any expenditure greater than \$10,000 will require the approval of the general membership.
4. Any expenditure for a new venture shall require the approval of the general membership.

Section 3. Accounts. The Board of Directors shall open such financial accounts (checking, savings, and other accounts) as it deems necessary to properly control and manage the funds of the Society. The Board of Directors shall prepare a list of such accounts for the Treasurer and the Board of Directors shall jointly determine signature requirements for each account for disbursement of funds from that account. The Board shall further prepare a signature list for expenditures that, at a minimum, shall include:

Recurring Operating Expenses  
Non-Recurring Operating Expenses  
Non-Recurring One Time Expenditures  
Emergency Expenditures

Section 4. Reporting. The Treasurer of the Society shall prepare a monthly statement of finances, budget, and expenses of the Society and present such report in writing to the general membership of the Society at each general meeting. A detailed yearly report shall be prepared and presented by the Treasurer of the Society to the Board of Directors at the November Board of Directors meeting.

Section 5. Annual Financial Review. The Board of Directors shall examine various "outside financial reviews" and select a review based on expense and other considerations on a yearly basis. After determining the required review, the Board shall direct the Executive Director

to solicit proposals from qualified outside firms for the requested review of the assets, liabilities, expenditures, and accounts of the Society. At the September Board meeting, these proposals shall be presented to the Board of Directors and they shall select an outside firm for the yearly financial review. The outside firm shall prepare the financial review and present such outside review to the Board of Directors no later than the December Board Meeting. The review shall be available to the general membership beginning with the February general membership meeting of the Society.

Section 6. Annual Financial Report. The Treasurer of the Society shall prepare an annual report for the previous fiscal year which shall be complete and presented to the Board of Directors at the November Board meeting. This report shall then be presented to the membership of the Society at the regular membership meeting in February.

Section 7. Endowment Trust. The Society relies upon the proceeds of an endowment trust established by the society in a trust instrument dated March 14, 1979 for a portion of their operating expenses. Said trust is administered by the Trustees.

Section 8. Agents and Representatives. The President of the Society shall be the designated representative of the Society in the conduct of his respective duties. The Executive Director shall be the named Agent of the Society for reporting to the State board(s) overseeing corporations. The Board may appoint such other agents and representatives on a temporary basis as they see fit and as authorized by these by-laws and to the extent permitted by law. All agents and representatives shall follow all dictates of the Board in exercising their duties and no action shall violate any tenant of these by-laws or directions of the Society.

## **ARTICLE X - DUTIES OF OFFICERS**

All elected officers shall perform the duties prescribed in these by-laws and by the parliamentary authority adopted by the Society.

Section 1. President. The President shall:

- a. Preside at all meetings of the Society and all meetings of the Board of Directors;
- b. Exercise general and active management of the Society;
- c. Coordinate the work of the officers and the committees in order that the objectives may be promoted;
- d. Appoint Chairman of each committee and all committee members, or the President may appoint a committee chairman for each committee and allow the chairman to select other members of that committee;
- e. Appoint a Parliamentarian to resolve parliamentary procedures. The Parliamentarian shall be regarded as an officer of the Society but shall serve at the pleasure of the

President. Although an officer of the Society, the Parliamentarian shall not be a voting member of the Board of Directors. It shall be permissible to appoint a Board Member as the Parliamentarian;

- f. Serve ex-officio on all committees except the Nominating Committee; and
- g. Execute all contracts of the Society along with the Secretary with the approval of the Board of Directors.

Section 2. Vice-president. The Vice-president shall act as an aide to the President and shall perform the duties of the President in his absence or if the President is unable of perform his duties. Other duties and responsibilities may be delegated to the Vice President by the President on an individual basis:

Section 3. Secretary. The Secretary shall:

- a. Faithfully record the minutes of all meetings of the Society and of the Board of Directors;
- b. Make minutes of Board of Director meetings available for review by any member and prepare a written summary of the Board of Directors minutes for inclusion in each Newsletter;
- c. Make minutes of all general membership meetings and make said minutes available to all members at the succeeding general membership meeting;
- d. Shall prepare and distribute notices of all meetings of the Society and of the Board of Directors;
- e. Have custody of the seal of the Society;
- f. Execute all contracts of the Society along with the President with the approval of the Board of Directors;
- g. Prepare written ballots for all elections as described in these bylaws and conduct verification of membership for elections as described herein; and
- h. Perform such other duties as may be delegated to the Secretary.

Section 4. Treasurer. The Treasurer shall:

- a. Have custody of all funds of the Society;
- b. Keep full and accurate account of receipts and expenditures of the Society;

- c. Make disbursements of funds in accordance with the approved budget, the President, the Board of Directors, and the Society subject to limitations imposed herein;
- d. Prepare and present monthly financial reports to the Board of Directors and make such reports available to the general membership;
- e. Sign all checks, drafts, and orders for payment of monies in the name of the Society which must also be countersigned by the President where stated herein or the Executive Director where stated herein; and
- f. Make disbursements according to accompanying voucher as approved and signed by the President or the Executive Director which shall be limited by sections of these by-laws.

The records of the Treasurer shall be reviewed by a firm hired by the Board of Directors expressly for that purpose. Such reviews could involve simple accuracy reviews up to and including a complete audit of all records. The Treasurer shall make all records available to the outside review firm in a timely fashion and assist to the extent of presenting all records and other information as requested.

Section 5. Other Duties. All officers shall:

- a. Perform the duties prescribed in the parliamentary authority adopted by the Society in addition to those duties outlined herein and those duties delegated to the officer from time to time; and
- b. Deliver to their successors all official material upon installation of their successors.

## **ARTICLE XI - COMMITTEES**

Section 1. Standing Committees. To aid in the governance of the Society, there shall be several standing executive committees. These bylaws define the standing committees, the members of the committees, and the function of each standing committee under Section 4 of this Article.

Section 2. Special Committees. The President may from time to time create special committees with specific functions as deemed necessary to promote the objects of the Society. At the time of creation of these special committees, the President shall define the lifetime of the special committee and the charge of that committee.

Section 3. Coordinating Committee. Each Chairperson of a standing committee along with the President shall be a member of the Coordinating Committee. The Coordinating Committee shall be responsible for and shall have the authority to act for the Society in resolving operational conflicts and shall coordinate efforts among all committees, both standing committees and special committees when necessary. Certain policy issues or conflicts may be reviewed by the Coordinating Committee but will require action by the entire Board of Directors for resolution.

#### Section 4. Executive Committees.

a. Operating Committee. The Operating Committee shall be responsible for and shall have authority to act for the Society in managing and resolving issues of day-to-day operations of the Society, the Museum, production of publications, management of finances in conjunction with the Treasurer, communications, operation of the Library, and insuring proper Society records are maintained. The Executive Director shall serve as the Chairperson of the Committee and the Treasurer shall be a designated member of the Committee. In addition, the president shall appoint four (4) Directors to serve as members of the Committee. The Operating Committee shall meet monthly prior to the any Board meeting and shall prepare a report for submission to the Board at its meeting. Said report or a summary of the report shall also be available to the general membership at the general membership meeting on a request basis. The Operating Committee shall prepare a yearly operational budget for presentation to the Board at least two months prior to the start of the new fiscal year.

b. Public Relations Committee. The Public Relations Committee shall be responsible for informing the general public of all activities of the Society and promoting the goals and objectives of the Society to the general public, government agencies, and all appropriate parties. The Board of Directors shall appoint the Committee Chairperson and the President shall appoint three (3) other members. Appointed members may be either directors or may be general members. The Public Relations Committee shall meet on a monthly basis and the Chairperson shall prepare a report for presentation to the Board of Directors at the monthly Board meeting. The Public Relations Committee shall prepare a yearly budget for publicity activities at least two months prior to the start of the new fiscal year for presentation to the Board of Directors.

c. Membership Relations Committee. The Membership Relations Committee shall have the responsibility creating and executing drives for new members, organizing membership renewal drives, preparing programs for the general membership meetings, and preparing communications with the general membership. The Board of Directors shall appoint the committee chairperson and the President shall appoint four (4) members who may be either Directors or general members. The committee shall meet on a monthly basis and shall prepare a monthly report prior to each Board of Directors meeting for presentation to the Board. Said report or a summary shall be available to the general membership at the monthly general membership meeting on a request basis.

Section 5. Committee Member Terms. All members of the standing executive committees shall serve for a period of two (2) years or until the appointment of a successor. If a vacancy of a committee chairperson results, the Board of Directors shall fill the vacancy at the next Board meeting. If a vacancy of a committee member results, the President shall appoint a new member to that committee. Interim appointees to the either chairpersons or members shall serve until the end of the term of the person whom they were appointed to replace.

Section 6. Additional Standing Committees. The Board of Directors may occasionally determine that additional standing committees are required for the operation of the Society. The Board shall

have the power to form such committees as required and to set the number of committee members required for functioning of the committee. If any additional standing committees are formed, the Board of Directors shall appoint the chairperson and the President shall appoint the other members. Such appointees from the President may be either Directors or general members.

## **ARTICLE XII - PENSACOLA HISTORICAL MUSEUM**

The Society may operate a “Pensacola Historical Museum” as an option. The Board of Directors shall establish all criteria for Museum operation including location, employees, display policies, and artifact ownership. All policies shall be published by the Board and be available for review by the membership except where confidentiality prohibits such publication.

The Leila Abercrombie Historical Library shall be retained and operated by the Society.

## **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The operation and conduct of all meetings shall be as prescribed in the latest edition of Robert’s Rules of Order, Newly Revised. In case of conflict between Robert’s Rules of Order and these Bylaws, these Bylaws shall prevail. If there is any conflict during meetings, the Parliamentarian shall rule on the proper rule and that shall be followed in the continuing conduct of the meeting.

## **ARTICLE XIV - AMENDMENTS TO BYLAWS**

These Bylaws may be amended by the membership at any meeting in the following method.

Section 1. Preparation of Amendment. A written document containing the amendment shall be prepared by the Board of Directors or by any member and presented to the general membership at a general meeting.

Section 2. Notification to Membership. The Secretary shall prepare a notification to the membership of Bylaws Amendment. Such notification shall contain notice of the applicable section to be modified and the wording of the proposed amendment. This notification shall be included in the Newsletter mailed to all members.

Section 3. Voting. At the next general meeting of the Society after notification of all members, the Amendment shall be presented as a motion and must be seconded. After discussion, voting will occur by Division of the House rules and a two-thirds majority of those members present is required for passage of the Amendment. A Quorum must be present and must be verified by the Secretary prior to presenting the Amendment motion.

## **ARTICLE XV - DISSOLUTION**

In the event of the dissolution of the Society, all of its assets, if any, not required for of its debts and expenses shall be distributed to a non-profit organization and/or governmental agency/body. Under no circumstances shall any of the assets of this corporation be distributed upon dissolution

to any members of this corporation nor to any members of Board of Directors.