

Organizational By-Laws

BY-LAWS OF THE SEBRING HISTORICAL SOCIETY INC.

These By-Laws shall replace all previous sets of By-Laws not known and others that may be in existence.

ARTICLE I Name

The name of this non-profit corporation shall be The Sebring Historical Society, Incorporated (Hereinafter the "Society"). Located at 321 West Center Avenue, Sebring, Highlands County, Florida 33870

ARTICLE II Purpose

Section 1. To bring together those people interested in history, and especially in the history of Sebring and Highlands County, Florida. Understanding the history of our community is basic to our democratic way of life, gives a better understanding of our state and nation, and promotes a better appreciation of our American heritage.

Section 2. The major function will be to discover and collect any material which may help establish or illustrate the history of the area; its exploration, settlement, development, and activities in peace and war; its progress in population, wealth, education, arts, science, agriculture, manufacturing, trade and transportation. It will collect printed material such as directories, newspapers, pamphlets, catalogs, circulars, handbills, programs, books, articles, and posters; manuscript material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life, conditions, events, and activities of the past and present.

Section 3. The Society will provide for the preservation of such materials and for their accessibility as far as may be feasible, to all who wish to examine and study them, to cooperate with officials in insuring the preservation and accessibility of the records and archives of the city and its institutions.

Section 4. The Society will disseminate historical information and arouse interest in the past by publishing historical material in the newspapers and otherwise; by holding meetings, with pageants, addresses, lectures, discussion, and by using the media or radio and television to awaken public interest.

Section 5. The Society will cooperate with other organizations having similar interests in promoting interest and understanding of local history. It will, on suitable occasions, promote and sponsor gatherings and/or reunions of residents (both former and present) and of such groups as school alumni and service clubs.

Section 6. If the Society becomes inactive, it shall be the duty of the last Board of Directors to turn over all records, materials and funds to a suitable public body such as the Sebring City Council for safe keeping until a proper reorganization of a Historical Society can be established.

ARTICLE III Membership

Section 1. Any person interested in the history of Sebring and Highlands County who applies for membership and who tenders the designated dues, shall hereby become a member.

Section 2. The annual dues shall be set by the Board of Directors.

ARTICLE IV Meetings

Section 1. Regular meetings of the Society shall be held quarterly at the time and place selected by the Board of Directors. Special meetings may be called by the President or a majority of the Board of Directors. At any time, upon written request of any person authorized to call a meeting, it shall be the duty of the Secretary to fix the date of the meeting and to give due notice thereof with a minimum of three days' notice.

Section 2. A quorum for the annual meeting shall consist of all registered members in attendance at the meeting.

Section 3. The Annual meeting shall be held in the month of October of each and every year.

ARTICLE V Board of Directors

Section 1.

The management of the Society shall be vested in a Board of Directors composed of a minimum of eight (8) and a maximum of thirteen (13) members who serve without remuneration except for expenses authorized by the Board for legitimate Society business. Board members shall be elected by the Society membership with the exception of one (1) unelected position that shall be filled by the immediate past president of the Society. The directors shall elect officers from within the Board. Officers shall be President, Vice President, Secretary and Treasurer. The Vice President or Secretary may also serve as Treasurer when approved by a majority of the Board. Directors may be removed by a majority vote of the Board for just cause. Society members may also be removed from membership for just cause by a majority vote of the Board. "Just cause" in either case may include activities or public statements deemed by the Board to be injurious to the reputation or smooth operation of the Society.

Each Director shall serve a three (3) year term and may be reelected for one (1) additional successive three year term. At least four (4) directors shall be elected at each annual meeting.

Section 2. After the Annual Meeting following the election of the Board members and after adjournment of the regular meeting of the membership the Board of Directors shall elect officers of the Society to serve one (1) year terms. Continuous service in their selected position may be extended by the Board for no more than five (5) successive terms (for a total of six (6) one year terms). The officers shall be a President, Vice-President, Recording Secretary, and Treasurer.

Section 3. The Board of Directors shall transact all business of the Society and shall approve the expenditure of all sums of monies from the funds of the Society.

Section 4. Subject to ARTICLE VI, Section 4, The Board of Directors may authorize any Officer of the Society to enter any contract or execute any instrument in the name of and on behalf of the Society and such authority shall be general or convened to specific instances. Unless so authorized by the Board of Directors, no Officer, agent, or other persons shall have the power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5. A quorum to transact business at any meeting shall be 40% of the membership of the Board of Directors.

Section 5A. Consent in lieu of meetings. Any minor action required to be taken on an urgent basis by The Board may be taken without a formal meeting, without prior notice, and without a vote if approved orally and/or electronically by a majority of The Board.

Section 5B. The Board of Directors may email vote and discuss issues that are not urgent enough to call a special or emergency meeting, but need to be dealt with before the next scheduled Board Meeting. If there are Board Members that do not have email they will be telephoned by the President.

Section 5C. The President shall be responsible to document the vote tally of events covered by Sections 5A and 5B above and to submit the results to the Secretary for inclusion in the Society's records.

Section 6. The regular meetings of the Board of Directors shall be held monthly in a timely and orderly manner at a time and date decided by the Board of Directors. All meetings shall be held at the Historical Society building or at a place designated by the Executive Committee. Notice of special meetings shall be sent to all Directors approximately two (2) days before said meeting. Meetings of the Board of Directors may be called by the President of the Society or any two (2) Directors.

Section 7. Vacancies on the Board of Directors shall be filled by majority vote by the remaining Directors. Each person so elected shall serve the remainder of the term of the Director he/she replaced.

Section 8. The Board shall review the By-Laws, Policies and procedures every two years. Updated and current policies and procedures shall be contained in a manual for convenient accessibility.

ARTICLE VI Duties of Officers

Section 1.

The president shall be the chief executive officer of the Society; he/she shall preside at all meetings of the membership and the Board of Directors and have both general and active management of the business of the Society. He/she shall be

an ex-officio member of all committees along with membership on the Board of Directors. The President shall appoint members of all committees, designate a chairperson for each committee and insure that the legal requirements for maintaining the Society's non-profit status are accomplished.

Section 2. The Vice President shall, in the absence of the president, officiate at all meetings of the membership and The Board, and conduct the business of the Society in all matters otherwise reserved for the president.

Section 3. The Recording Secretary shall attend all sessions of The Board and all meetings of the Society and act as clerk thereof, and record all votes as well as the minutes of meetings. He/she shall give notice of all corporate meetings and Board meetings and shall perform such other duties as may be prescribed by the President or Board, under whose supervision he/she will be. The secretary shall keep the corporate seal in safe custody and will affix the seal to any instrument requiring it.

Section 4. The Treasurer shall be responsible for handling all income and disbursements of the Society. The Treasurer shall present at each annual meeting a complete statement of the business and affairs of the corporation for the preceding year. The contents of the financial review need not be verified by a certified public accountant. The President, Vice-President, and the Treasurer shall be signers on all accounts, certificates of deposit, loans, or legal documents of the Society. Any two (2) of these signatures shall be required on the above.

Section 5. The Immediate Past-President shall serve in an advisory capacity, assisting the President and the Executive Committee.

ARTICLE VII Committees

Section 1. An Executive Committee shall consist of the President, Vice-President, Recording Secretary, Treasurer and Immediate Past-President. This committee shall make recommendations to the Board of Directors.

Section 2. A Nominating Committee of three (3) members shall be appointed by the President at least one (1) month prior to the annual meeting to submit a slate of Directors at said meeting. Nominations for Directors also may be made from the floor at the annual meeting.

Section 3. The President may appoint the following committees, along with the chairs of said committees, as well as any other committees which may be needed to conduct the business of the Society.

1. Finance and Budget
2. Bylaws and Policies
3. Hostess
4. Program
5. Membership
6. Calendar
7. Volunteers
8. Collections
9. Memorials
10. Events
11. Publicity

ARTICLE VIII Rights and Liabilities of Directors

Section 1. No Director of the Society shall have any right, title, or interest in or to, any property or assets of the Society.

Section 2. Private property of the Directors shall be exempt from liability for any debts of the Society and the Directors shall not be liable for any debt or liability of the Society. The Society will provide Directors and Officers and other appropriate liability insurance for protection of the Directors.

ARTICLE IX Fiscal Year

The Fiscal year of the Society shall be from January 1 to December 31.

ARTICLE X Amendments

These By-Laws may be amended at any regular or special membership meeting by a majority of the members present and voting provided written notice was presented prior to the regular or special meeting stating the proposed changes, provided seven (7) days' notice is provided to each member.

ARTICLE XI Governing Rules

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern all official Society proceedings where appropriate unless they are inconsistent with these By-Laws.

Sebring Historical Society Inc. By-Laws - Addendum 1

Preamble:

The Senior Advisory Committee (SAC) was established by the Board of Directors on July 6th, 2017. The SAC was initially intended to assist the Board in identifying and recruiting new Board members and general Society members. Over time additional thoughts evolved as to how the SAC could assist the Board and the Mission of the Sebring Historical Society.

1. Purpose

The overall purpose of the SAC is to provide advice and assistance to the SHS Board of Directors on topics of strategic importance. These topics include: identification and recruiting of new Board members; providing review and advice regarding changes to the SHS By Laws; advising and assisting in development and implementation of marketing plans and funding campaigns; and serving as liaisons between the Board and commercial and public entities. From time to time, other topics may be identified by the Board and submitted to the SAC for action.

2. Type of Committee

The SAC is a cross between a special committee and a standing committee that meets on an as needed basis at the request of the President of the Board or upon request by any SAC member. It is anticipated that the SAC will meet quarterly as a minimum

3. Membership

The SAC shall be comprised of a maximum of five (5) members each of which shall be a member of the Sebring Historical Society and an influential community member. Two additional ex officio members shall be comprised of the SHS President and the Overseer of the Archives. The initial committee membership shall be appointed by the President of the SHS Board based on recommendations from members of the Board.

The term of each member shall be for two (2) years from their date of appointment. They may be reappointed for one additional term of two years. Members may be eliminated for cause, or for failure to attend at least three meetings in a row or fifty percent (50%) of the scheduled meetings during a one year time period.

4. Chairperson

The Chairperson and a Vice-Chairperson will be selected by the committee to serve a period of one year. The Chairperson and Vice-Chairperson may serve unlimited terms during their time on the SAC. The SAC Chairperson shall be the primary liaison between the SAC and the SHS Board of Directors.

5. Activities, Duties, and Responsibilities

The SHS Board shall determine the topics to be considered by the SAC and provide it with a written list of projects and goals for each project and reporting timelines. The SAC will retain the option to decline individual projects, at which time the Board may consider other options. The SAC may recommend projects to the SHS Board for its consideration, approval, and action.