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**ST. PETERSBURG PRESERVATION INC.
By-Laws (As Amended March 2008)**

ARTICLE I. - MEMBERSHIP

Section 1. Any person or business with an interest in the preservation, rehabilitation, restoration or maintenance of the important natural, scenic, historic, including archaeological, and architectural resources of St. Petersburg may apply for membership in the corporation by completing an Application for Membership.

Section 2. The Board of Directors shall have the power to accept or reject any application for membership.

Section 3. Each member shall have the right to attend any membership meetings of the Corporation and to receive any newsletter that the Board of Directors may cause to be published.

Section 4. The Board of Directors shall have the power to create classes of membership, including honorary members, and to establish differing levels of membership dues including but not limited to individual, family, student, business and life.

Section 5. An Honorary Membership may be conferred upon any person or business in recognition of their contribution to preserving, rehabilitating, restoring or maintaining St. Petersburg's important natural, scenic, historic, including archaeological, or architectural resources. An honorary membership shall be approved by two-thirds vote of the Board of Directors present at any regularly scheduled meeting. Honorary Membership bears all the rights and privileges of an individual membership without the payment of dues.

Section 6. The Board of Directors shall set levels of dues for each membership category it establishes. Dues are payable at the time of application for membership in the Corporation and shall be renewed at the start of each calendar year unless the membership became active after October 1 in which case the membership shall be valid through the following calendar year.

Section 7. A member shall no longer be in good standing if dues are not paid on or before March 1 of each calendar year in which payment of dues become due. A member whose dues are in arrears may be restored to good standing upon payment of dues.

Section 8. A membership may be withdrawn by the Corporation for due cause after investigation by the Board of Directors and a two-thirds majority vote of the Board of Directors at a noticed meeting. Due cause shall mean use of membership in the Corporation to work for purposes flagrantly inconsistent with the purposes of the Corporation or unethical or dishonest practices.

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ARTICLE 2. - BOARD OF DIRECTORS

Section 1. The powers of the Corporation shall be exclusively vested in the Board of Directors and said Board shall have the full authority and control to manage the affairs, funds and properties of the Corporation, including the authority to acquire, sell or transfer historic properties.

Section 2. The Board of Directors shall have the authority to create committees to further the work and purposes of the Corporation and to present recommendations for action by the Board of Directors. These committees may include a Publications Committee to oversee the publication of a newsletter and such other publications as may be approved by the Board; a Finance Committee to oversee the financial matters of the Corporation; a Membership Committee to solicit and maintain members in the Corporation; a Nominating Committee to solicit persons for membership on the Board; an Awards Committee to recognize from within St. Petersburg outstanding examples of important natural, scenic, historic, including archaeological, or architectural preservation, rehabilitation, restoration or maintenance; and such other committee(s) as may be approved by the Board of Directors.

Section 3. The Board of Directors shall each year appoint a Resident Agent to serve as its official representative in dealing with forms and reports necessary to the continuance of the Corporation as a not for profit, tax-exempt organization if such duties are not undertaken by the Treasurer.

Section 4. The Board of Directors shall each year establish a date for an annual meeting of the Corporation, At such meeting the election for the Officers and the Directors shall occur, said meeting to take place no less than 60 days after the date determined by the Board of Directors.

Section 5. The Board of Directors shall consist of a minimum of five (5) members and not exceed fifteen (15) members and the Board of Directors shall determine the specific number of Directors for the following year prior to the annual meeting at which elections are held. The officers of the Corporation shall become members of the Board of Directors upon their election to office.

Section 6. A quorum shall consist of a minimum of four (4) Directors if the Board has seven (7) or fewer members. If the Board consists of more than seven (7) members then a quorum shall consist of one-half of the number of Board members. Unless otherwise set forth in these by-laws or within the articles of incorporation, action by the Board of Directors may be approved by a majority vote of the Directors present at any meeting and so long as a quorum of the Board of Directors is present.

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ARTICLE 3. – OFFICERS

Section 1. The Officers of the Corporation shall be a President, Vice President, Secretary and a Treasurer. No Officer or Director shall receive compensation for his or her duties.

Section 2. The President shall preside at all meetings of the Corporation and of the Board of Directors; shall appoint members to any committee established by the Board of Directors, including designating the committee chair; shall speak on behalf of the Corporation; and shall generally perform such other duties as necessary to further the purposes of the Corporation or at the direction of the Board of Directors.

Section 3. The Vice President shall assist the President in furthering the purposes of the Corporation and in the absence of the President shall assume all the duties and privileges of the President.

Section 4. The Secretary shall record and maintain the minutes of all membership meetings of the Corporation and of the Board of Directors; shall maintain a record of all actions taken by the members of the Corporation or of the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation; shall prepare the correspondence of the Corporation as directed by the President or by the Board of Directors; shall maintain the files of the Corporation, including authenticating the records of the Corporation; and, shall perform such other duties as the President or the Board of Directors may direct in furtherance of the purposes of the Corporation.

Section 5. The Treasurer shall be the custodian of the funds of the Corporation and shall maintain any banking or financial accounts on behalf of the Corporation, shall disburse the funds of the Corporation as directed by the Board of Directors or pursuant to a budget approved by the Board of Directors; shall be responsible for maintaining financial reports of the Corporation and for regularly reporting the same to the President and to the Board of Directors; shall maintain a record of the members of the Corporation in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members; and shall perform such other duties as directed by the President or the Board of Directors in furtherance of the purposes of the Corporation.

Section 6. In the absence of the Secretary or of the Treasurer, the President or the Vice President shall temporarily assume the duties of the absent officer or else the President may appoint an Assistant Secretary or Assistant Treasurer on an interim basis.

Section 7. The offices of President, Vice President, Secretary, Treasurer and the Directors of the Corporation shall be elected by a majority vote of the Board of Directors. All officers and directors shall assume office immediately after their election.

Section 8. All Officers and Directors shall hold office for one (1) year or until their successors have been elected. In the event that an office becomes vacant, the Board of Director may appoint an interim officer to fill out the unexpired term, except that of the President. If the office of the President becomes vacant, the Vice President shall become the President.

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ARTICLE 4 - NOMINATIONS, VOTING AND ELECTIONS

Section 1. There shall be a Nominating Committee each year that shall be responsible for preparing a prospective slate of members to fill each position for Officer and Director. Said Committee shall consist of three (3) persons. The Nominating Committee shall be appointed at least sixty (60) days in advance of the annual meeting at which the election is to be held

Section 2. The Chairperson of the Nominating Committee shall cause to have sent to the Board of Directors the prospective slate of Officers and Directors prepared by the Committee at least twenty (20) days prior to the annual meeting at which the election is to occur. Each person on the prospective slate shall be a member of the Corporation in good standing. Additional nominations for Officers or Directors, each who shall also be a member of the Corporation in good standing, may be made by any Director at the annual meeting at which the election is to occur.

Section 3. Each member of the Board of Directors shall have the right to cast one (1) vote for each Officer and each Director subject to election.

Section 4. At the annual meeting at which the election occurs the results of the election shall be made known and the vote counted in the presence of the Board of Directors. For each position for Officer the individual with the highest number of votes cast shall be declared elected. For the positions of Director, those persons with the highest number of votes will be declared elected [e.g., if ten Directors will be elected then the ten persons with the highest vote totals will be elected as the Directors].

ARTICLE 5. - CONDUCT OF MEETINGS

Section 1. All meetings of the Corporation shall be conducted according to Roberts Rules of Order, current revision unless otherwise determined by a majority vote of the Board of Directors.

ARTICLE 6. - AMENDMENT OF BYLAWS

Section 1. The By-Laws may be amended by a two-thirds vote of the Board of Directors at a regularly scheduled meeting of the Board of Directors no less than sixty (60) days after the proposed amendments have been provided to the Board of Directors.

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ARTICLE 7. - CORPORATE DISSOLUTION

Section 1. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

Section 2. Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

Section 3. Notwithstanding any other provision of these articles, the Corporate purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Revenue Law.