

**BY-LAWS OF THE
TALLAHASSEE TRUST FOR HISTORIC PRESERVATION, INC.
(A Florida Not For Profit Corporation)**

Preamble: The Tallahassee Trust for Historic Preservation, Inc., is a not for profit citizen support organization to advance historic preservation in the region; to provide preservation services to the City of Tallahassee, to Leon County, and to outlying communities; to develop a membership committed to historic preservation; and to provide educational services to the community.

**ARTICLE I
PLACE OF BUSINESS**

The principal office of the corporation shall be at 423 East Virginia Street, Tallahassee, Florida 32301.

**ARTICLE II
BOARD OF DIRECTORS**

1. Board of Directors. The property, affairs, and business of the corporation shall be managed and controlled and all corporate powers exercised by, or under the authority of, its Board of Directors.

2. Membership. The Board of Directors shall consist of at least nine members and as many as twenty-one members, who shall be elected from the membership of the corporation for a term of four years. The Board may seat as ex-officio members one person appointed by each of the following entities: The Florida Department of State, the Leon County Board of County Commissioners, and the Tallahassee City Commission.

3. Regular Meetings. The Board shall typically meet monthly, and will elect officers at its meeting in October.

4. Special Meetings. Special meetings of the Board may be called upon instruction from the chairman or a majority of the Board of Directors. The Board will also hold an annual meeting that includes the members of the corporation. Notices of special meetings shall state the purpose or purposes of the proposed meeting.

5. Place of Meetings. Meeting shall be at the principal office of the corporation or at such other location as may be designated in the notice.

6. Notice of Meetings. Notice of meetings except the annual meeting shall be provided to all Board members via written or oral communication. Written notice of the annual meeting shall be mailed at least two weeks before the event.

7. Meeting Attendance. Absence from three regularly scheduled meetings without excuse during the calendar year shall be deemed as resignation by a Board member.

8. Quorum. A quorum to transact business shall be a simple majority of directors. The act of a majority of directors present at a meeting at which there is a quorum shall be the act of the Board of Directors except in instances in which the Board amends these by-laws or the articles of incorporation of the organization, which shall require a vote of two-thirds of the directors present.

9. Vacancies. A vacancy among the directors shall be filled by appointment of the Board of Directors.

**ARTICLE III
OFFICERS**

1. Officers. The officers of the corporation shall be a chairman, vice-chairman, treasurer, secretary, and immediate past chairman. Each officer other than the immediate past chairman shall be elected by the Board to hold office for a period of one year. At least one officer shall have been a member of the Board for no fewer than five years.

2. Chairman. The chairman shall preside at all meetings of the Board of Directors and the membership at which the chairman is present, make all committee appointments, and perform all other duties incident to the office of chairman and which may be assigned by the Board.

3. Vice-Chairman. The vice-chairman shall perform the duties of the chairman in the chairman's absence and when so acting shall have all the powers of and be subject to the restrictions placed upon the chairman. The vice-chairman shall perform such other duties as may be delegated from time to time by the chairman.

4. Treasurer. The treasurer shall be the custodian of all funds and securities of the corporation and shall keep a record of the accounts of the corporation. The treasurer shall prepare and file such financial reports and returns as may be required by governmental agencies and shall maintain and render to the Board of Directors an accounting of all corporate transactions made during the fiscal year.

5. Secretary. The secretary shall keep the minutes of the meetings of the Board and of the Executive Committee in a book or books provided for that purpose and shall see that all notices are duly given in accordance with these by-laws and as required by law. The secretary shall be the custodian of the corporate records and of the seal of the corporation, and shall perform such other duties as may be delegated from time to time by the chairman.

6. Immediate Past Chairman. The immediate past chairman shall perform duties assigned by the chairman or the executive committee.

**ARTICLE IV
STANDING COMMITTEES**

1. Executive Committee. The executive committee shall consist of the officers of the corporation and the executive director, who shall be a member ex officio. The chairman of the Board shall serve as chairman of the executive committee. While the Board is not in meeting assembled, the executive committee shall exercise all powers as may be conferred upon and vested in it by specific action of the Board. All actions taken by the executive committee shall be with the unanimous consent of all voting members of the committee, and a record of such actions shall be made and presented at the next meeting of the Board.

2. Finance Committee. The finance committee shall consist of the treasurer, who shall be chairman of the committee, the vice-chairman of the Board, and three other directors appointed by the chairman of the Board. The finance committee shall make recommendations to the Board on fiscal policy as may be appropriate from time to time and shall review and submit an annual budget for approval by the Board.

3. Nominating Committee. The nominating committee shall consist of the chairman of the Board, who shall appoint the chairman of the committee, the vice-chairman of the Board, the immediate past chairman of the Board and two other directors appointed by the chairman of the Board. Appointments to the nominating committee shall be made at the first meeting of the Board following the election of officers.

4. Special Committees. The chairman of the Board may appoint special committees to perform such work as may be required from time to time for the orderly operation and to further the purposes of the corporation.

**ARTICLE V
COMPENSATION**

No director of the Board or officer of the corporation may receive any compensation for service to, or on behalf of, the corporation. Any director or officer may be reimbursed for expenses incurred in connection with the activities of the corporation. The corporation may employ agents, representatives, and employees as may from time to time be deemed necessary to properly carry out the objects and purposes of the corporation.

**ARTICLE VI
CONTRACTS, LOANS, CHECKS, DRAFTS, AND ACCOUNTS**

1. Delegation of Authority. The Board may authorize any officer or officers, agent or agents, of the corporation to enter into any contract or execute or deliver any instrument in the name of the corporation, and such authority may be general or limited to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have the power to bind the corporation by any contract or engagement or to pledge the credit of the corporation or render it liable pecuniarily for any purpose or to any amount.

2. Borrowing Authority. No loan shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name unless authorized by the Board. When so authorized, any officer or agent of the corporation may effect loans and advances at any time for the corporation from any financial institution or from any firm, corporation, or individual, and for such loans and advances may make, execute, and deliver promissory notes or other evidences of indebtedness of the corporation, and when authorized as aforesaid, as security for the payment of any such loans, advances, indebtedness or other liabilities of the corporation may mortgage, pledge, hypothecate, or transfer any real or personal property of the corporation, and to that end, may execute instruments of mortgage or pledge or otherwise encumber or transfer said property or any interest therein. Such authority may be general or limited to specific instances.

3. Signatures on Checks. Unless otherwise directed by the Board, all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation in excess of \$1,000.00 shall be signed by the treasurer or another director designated as signatory on corporate accounts and the executive director or other designated signatory so that two authorized signatures are obtained. Checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation for \$1,000.00 or less may be signed by the executive director alone or other designated representative.

4. Deposit of Funds. The executive committee or the Board shall designate depositories in financial institutions and shall direct the conditions for the deposit of all funds of the corporation to the credit of the corporation. On at least an annual basis, the finance committee shall make recommendations to the Board concerning the designation and disposition of corporate accounts. The Board may delegate the power to endorse, assign, and deliver checks, drafts, and other orders for the payment of money which are payable to the corporation for the purpose of making deposits to the credit of the corporation.

5. Appointment of Agents. Unless otherwise provided by the Board, the chairman may from time to time appoint an attorney or attorneys or agent or agents of the corporation in the name of the corporation and on behalf of the corporation to cast the vote which the corporation may be entitled to cast as a stockholder, or otherwise, in any other corporation any of whose stock or other securities are held by the corporation, at meetings of the holders of stock or other securities of such other corporation. Unless otherwise provided by the Board, the chairman may instruct the person or persons so appointed as to the manner of casting such vote or giving consent, and may execute or cause to be executed in the name and on behalf of the corporation, and under its seal, such written proxies or other instruments as may be deemed necessary and proper in the premises.

6. Annual Accounting. Not more than three months after the end of each fiscal year the corporation shall prepare or cause to be prepared a balance sheet showing in reasonable detail the financial condition of the corporation as of the end of the fiscal year. An annual report shall be prepared within such three-month period, which shall further show the results of the operation of the corporation during its fiscal year. The balance sheets shall be filed at the registered office of the corporation and shall be kept on file at least five years.

**ARTICLE VII
FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1st day of October and end on the 30th day of September.

**ARTICLE VIII
MEMBERSHIP IN THE CORPORATION, DUES**

Membership in the corporation shall be open to any individual, family, or organization interested in the purposes of the corporation and upon payment of dues in categories and amounts as established from time to time by the Board.

All members of the corporation shall be entitled to one vote on each matter submitted to the membership of the corporation for a vote. Members of the Board of Directors are automatic members of the corporation.

**ARTICLE IX
SEAL**

The Board of Directors shall provide a suitable seal which shall be in the form of a circle with such designs as the Board shall approve and shall bear the words and figures as follows: Tallahassee Trust for Historic Preservation, Inc. – Not For Profit Corporation - SEAL - FLORIDA.

**ARTICLE X
LIMITATION OF LIABILITY**

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the corporation in good faith, if such person exercised or used the same degree of care and skill as a prudent man or woman would have exercised or used under the circumstances in the conduct of his own affairs, or took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers, agents, or employees of the corporation which he or she had reasonable grounds to believe. In case any action, suit, or proceeding to which any person may be made a party on account of action taken or omitted to be taken by him or her as a director or officer of the corporation, shall result in the entry of final judgment in his or her favor, or be dismissed as to him or her, the corporation shall reimburse or indemnify him or her for or against all costs and expenses, reasonably incurred by him or her in connection therewith, including reasonable attorney's fees. In case any such action, suit, or proceeding shall result in a settlement and, if in the judgment of a disinterested majority of the Board, or any disinterested committee of group of persons to whom the questions may be referred by the Board, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him or her or indemnify him or her for or against all costs and expenses, including attorney's fees reasonably incurred by him or her in connection therewith other than any sums paid to the corporation. These provisions shall be in addition to and not in limitation of any other rights, indemnities, or limitations of liability.

**ARTICLE XI
FINANCIALLY INTERESTED PARTIES**

No contract or other transaction between this corporation and one or more of its directors, or any foundation, firm, association, or entity in which one or more of the directors are trustees or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes such contract or transaction or because his, her, or their votes are counted for such purpose if:

1. The fact of such relationship or interest is disclosed or known to the Board or committee which authorizes the contract or transaction and
2. The authorization is by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes such contract or transaction.

**ARTICLE XII
AMENDMENT**

These by-laws may be amended or repealed, or new by-laws be made, at any meeting of the Board at which there is a quorum by the affirmative vote of two-thirds of the directors present.

**ARTICLE XIII
EFFECTIVE DATE**

These By-Laws shall take effect upon adoption by the Board of Directors:

ADOPTED AND APPROVED AS AMENDED this 16th day of June 2005, by vote of the Board of Directors of the Tallahassee Trust for Historic Preservation, Inc.

Amendment Notes

This copy includes all revisions to the bylaws as of June 16, 2005.