BY-LAWS of the

HAVANA HISTORY & HERITAGE SOCIETY

As Amended: October 4, 2018

ARTICLE 1: NAME

The name of the organization is the Havana History & Heritage Society, Inc., hereinafter (“HHHS” or “the Society”).

ARTICLE 2: PURPOSES and RESPONSIBILITIES

The purpose of the HHHS is to support charitable, scientific, educational, and literary programs and projects that benefit the residents living in and the public visiting the Havana, Florida area. A primary purpose of the HHHS is to educate visitors to and members of the Havana area community about the history and heritage of this area and to increase appreciation of the area’s current social and civic activities, volunteer groups, businesses, and resources. In all cases, HHHS shall conduct programs and activities that meet the requirements of a not-for-profit corporation in the State of Florida that qualifies for determination by the U.S. Internal Revenue Service under Internal Revenue Code of 1986, as amended (“Code”) Section 501(c)(3).

All programs and activities of HHHS shall be provided without endorsement of commercial or political interests. HHHS shall not advocate, promote, endorse, contribute to, work for, or otherwise support or oppose any elected official or candidate for public office.

An annual report and a periodic newsletter will be distributed by HHHS to all members of record and to the community at large, reflecting major accomplishments, significant events and issues, major operational activities and ongoing projects, and the fiscal status of the Society. These reports will be posted on the Society’s website. Quarterly updates will be provided to the Town of Havana. An annual budget will be proposed for Board of Directors consideration at least one month prior to the end of the current fiscal year. The fiscal year shall run concurrent with the calendar year. The Board will review and recommend revisions to the fiscal activities and budget at least twice during the year.

The Society shall not be responsible for any indebtedness incurred by any member, officer or director without approval by the Board.

ARTICLE 3: MISSION

The mission of the HHHS is to preserve and highlight the historical assets and events that have made Havana, Florida and the surrounding area an exceptional community in which to live, have a business, and visit.

This mission will be realized by:

* Collecting, archiving, publishing, and displaying items such as books, equipment, artifacts, religious, athletic, educational, and artistic influences;
* Offering exhibits, presentations, and events for the citizens of the local and surrounding area to better appreciate Havana’s history and heritage; and
* Engaging and energizing members of the Havana and surrounding communities by encouraging visits to this area in order to further enhance the understanding of Havana as it was in the past and all it has to offer now.

For example, the primary initial emphasis is the creation of a Shade Tobacco Museum to be located within the existing Planters Exchange building in Havana, Florida. Funding for this mission is expected from the sales of books, pictures, art works, video and audio recordings about historical and current residents and notable resources in the area, and through grants and donations.

ARTICLE 4: OFFICES

1. Principal Office: The principal office of HHHS shall be located at Havana, Gadsden County, Florida, or at such other place as may be designated from time to time by the Board of Directors
2. Registered Office: The registered office of HHHS required by law to be maintained in the state of Florida may be, but need not be, identical with the principal office.
3. Other Offices: HHHS may have offices at other places, either within or without the state of Florida, as the Board of Directors may designate or as the affairs of HHHS may require.

ARTICLE 5: MEMBERS

Membership HHHS is open to all interested individuals and organizations. It is intended that the membership be representative of the overall Havana community.

There will be two classes of membership.

Associate Members are individuals or organizations who are interested in the mission of HHHS and wish to be included on the Society’s electronic mailing list. Associate members receive electronic copies of the Society’s Annual Report and periodic newsletters and announcements. Associate members must fill out an Associate Member Registration form provided by HHHS. Associate members do not pay dues and are not eligible to vote on Society matters. Associate members may at any time become Regular Members by filling out a Regular Member Application form provided by HHHS and complying with the requirements of Regular Membership.

Regular Members are individuals or organizations who wish to support the mission, programs, projects, and activities of HHHS by giving freely of their time, talents, and/or treasure.

A Regular Member must: (a) pay annual dues established by the Board of Directors; or (b) provide twenty (20) hours of documented service to the Society in the previous 12 months; or (c) have been designated by the Board of Directors as (1) a Founding Member of the Society; or (2) a Benefactor of the Society as indicated on the membership rolls of the Society.

Regular members may vote on Society matters as provided herein. An individual who may qualify for membership under more than one of the above criteria is only entitled to one vote on Society matters.

Individuals wishing to become Regular Members must fill out a Regular Membership Application provided by the HHHS. Regular Members are expected to participate on one or more of the committees, task forces or advisory committees of HHHS during the year. A list of Society Regular members will be posted to the Society website. Regular Members are entitled to a discount at the Museum store and advanced notice of special events.

ARTICLE 6: ANNUAL MEETING OF THE HAVANA HISTORY AND HISTORICAL SOCIETY

All meetings shall be held at the principal office of the Society or at such other place convenient to the members as designated by the Board of Directors.

An annual meeting of the members shall be held on the second Wednesday of February each year if not a legal holiday, then on the next secular day following, at which eligible Regular members shall elect by plurality vote, members to the Board of Directors, each Regular member shall have one vote per nominee. Cumulative voting is prohibited. The Regular members may transact such other business as may be properly brought before the meeting.

Written notice of the Annual Meeting shall be transmitted electronically or mailed to each Regular member entitled to vote, at such address as appears on the books of the Society, at least thirty (30) days prior to the meeting. Such notice shall state the time and the place of the meeting.

Special meetings of the members, for any purpose, unless otherwise prescribed by statute, or by the Articles of Incorporation, may be called by the Co-Chairpersons or Secretary, or at the request in writing by a majority of the Board of Directors, or at the request in writing signed by Regular members having at least twenty-five percent (25%) of the total number of votes of all Regular members of the Society. Such request shall state the purposes of the proposed meeting.

Written notice of a special meeting of members, stating the time, place, and purpose of such meeting and the specific action to be taken thereat, shall be transmitted electronically or mailed to each member entitled to vote thereat at such address as appears on the books of the Society, at least twenty (20) days prior to such meeting.

The quorum required for any action at any meeting governed by these By-laws shall be as follows, unless otherwise provided. The presence of eligible Regular members or of their proxies entitled to cast thirty percent (30%) of the total vote of the Society shall constitute a quorum. If the required quorum is not forthcoming at any meeting, the Board may call as many meetings as necessary, subject to the giving of proper notice, to obtain the quorum needed to conduct business.

When a quorum is present at any meeting, the vote of the majority of the members present in person or represented by their proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes, or Articles of Incorporation, or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision in question.

At any meeting of the members, every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member. All proxies must be filed with the Secretary. No proxy shall extend beyond a period of ninety (90) days and every proxy shall expire upon the resignation of the member.

ARTICLE 7: BOARD OF DIRECTORS

1. General Powers: The business and affairs of HHHS shall be managed by its Board of Directors. The Board of Directors shall have the authority to exercise or authorize the powers provided in Section 617.0302 Fla. Stat. as amended from time to time or any corresponding section of any future Fla. Stat.
2. Number of Elected Directors: The HHHS Board of Directors initially shall consist of the individuals named in the Articles of Incorporation. Thereafter, the HHHS Board of Directors shall consist of at least five (5) and not more than twenty (20) elected directors, as determined from time to time by the Board of Directors.
3. Term of Office for Elected Directors: Each elected director shall be elected to a three-year term of office and shall hold office for the three-year term until his or her successor is qualified and elected or until his or her death, resignation, retirement, removal, or disqualification. At the end of a three-year term, any elected director may be elected to serve another successive three-year term.
4. Ex-officio Directors: Key association and institutional liaison representatives will be formally identified and approved by the Board of Directors in order to ensure communication and feedback from these respective groups with the goal of encouraging involvement and input from the entire community. One representative of each approved organization will serve as an ex-officio member of the HHHS Board of Directors, without vote.
5. Residency: Directors need not be residents of the state of Florida.
6. Election of Directors: Directors shall be elected by the affirmative vote of the Regular members of the Society as provided in Article 6.
7. Initial Election: For the initial election, approximately one-third of the elected directors shall be elected for three-year terms, approximately one-third of the elected directors shall be elected for two-year terms, and approximately one-third of the elected directors shall be elected for one-year terms.
8. Removal: Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.
9. Vacancies: Any vacancy occurring on the Board of Directors may be filled by appointment by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director, or in the case of no Directors remaining by HHHS’s registered agent. A Director appointed to fill a vacancy shall be appointed only for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the authorized number of directors shall be filled by election in the manner prescribed in Article 6.
10. .Compensation: Elected directors shall not receive compensation for their services.

11.General Duties: Board members are expected to advance the reputation of the Society, be considerate in their actions in terms of the impact to the Society’s mission, goals, and projects, and show support for the Society by giving freely of their time, talent, and treasure.

ARTICLE 8: MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly at the Shade Tobacco Museum in Havana, Florida or at such other frequency, time and place as may be designated from time to time by the Board of Directors. These meetings are open to all interested parties.
2. Annual Organizational Meeting: At its first meeting in February each year, immediately following the Annual Meeting of the HHHS, the Board of Directors shall conduct its annual organizational meeting at which time officers shall be elected and Board member Committee assignments for the year will be made. New Board members and officers shall take office at the adjournment of the meeting at which they are elected.
3. Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the Co-Chairpersons or any three directors. Special meetings shall only be held in Havana, Florida unless some other location either within or without the state of Florida, is unanimously agreed to by the Directors.
4. Quorum: A thirty percent (30%) of the number of the Director positions filled on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Directors may be considered present if attending a meeting in person or via electronic or telecommunications media. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to another time without further notice. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of one or more Directors results in representation of less than a quorum.
5. Manner of Acting: Except as otherwise provided in these By-laws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors and each individual director. Each director present in person or via electronic or telecommunications media shall be entitled to one vote. In the event that a Director may have a duality or conflict of interest in a matter being considered by the Board of Directors, that Director shall excuse him- or herself from both the discussion and the vote on that matter as provided for in the Society’s Conflict of Interest Policy. The Board of Directors shall adopt procedural rules, such as Roberts.
6. Conflict of Interest: The Board shall adopt and annually review a Conflict of Interest Policy to protect the Society’s interests when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employees, affiliates, or member of a committee of the Board with Board-delegated powers. The Board will complete and file an Annual Certificate of Compliance regarding the conflict of interest policy pursuant to FL. Stat. 496.4055(2), as amended from time to time or any corresponding section of any future Fl. Stat.
7. Informal Action by Directors: Action taken by a majority of the Directors without a meeting is nevertheless an action of the Board of Directors if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action is taken. This written consent may be confirmed via email, facsimile, or other electronic media provided that written consent is obtained.

ARTICLE 9: OFFICERS

1. Officers of HHHS: The officers of HHHS shall consist of Co-Chairpersons, a Secretary, and a Treasurer, and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action by two or more officers is required.
2. Election and Term: The officers of HHHS shall be elected annually by the Board of Directors at its organizational meeting and each officer shall hold office until his or her death, resignation, retirement, removal or disqualification, or until his or her successor is elected and qualified.
3. Compensation of Officers: Officers of HHHS shall serve without compensation.
4. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed with or without cause by the Board of Directors by majority vote whenever in its judgment the best interests of HHHS would be served.
5. Co-Chairpersons: Co-Chairpersons shall be the chief elected officers of HHHS and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is appointed by the Board of Directors. Subject to the control of the Board of Directors, the Co-Chairpersons shall supervise all of the business and affairs of HHHS, including those duties delegated to a staff executive officer for administrative actions. The Co-Chairpersons, individually, shall be authorized to sign, with the Secretary or any other officer of HHHS authorized by the Board of Directors, any deed, promissory note, mortgage, deed of trust, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except in cases where such signing and execution is expressly delegated by the Board of Directors by these By-laws to some other officer or agent of HHHS, or is required by law to be otherwise signed or executed. The Co-Chairpersons shall perform all duties incident to their office and other duties as may be prescribed by the Board of Directors from time to time. They shall have the authority to disburse funds provided annually in HHHS’s operating budget and may disburse surplus funds designated for miscellaneous purposes without prior approval of the Board of Directors.
6. Secretary: The Secretary shall keep or cause to have kept the minutes of the meetings of the Board of Directors and of all executive committees; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of HHHS records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of HHHS under its seal is duly authorized; and perform all duties incident to the office of Secretary, including, without limitation, maintaining a current Regular Member roster and other duties as from time to time may be assigned by the Co-Chairpersons or the Board of Directors.
7. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of HHHS, give receipts for the money due and payable to HHHS from any source whatsoever, and deposit all money in the name of HHHS in depositories selected in accordance with the provisions of these By-laws; prepare, or cause to be prepared a true statement of HHHS’s assets and liabilities as of the close of each fiscal year, which statements shall be filed at HHHS’s registered office or principal place of business in Gadsden County, Florida within four months after the end of each fiscal year and kept available for a period of at least 10 years; and perform all of the duties incident to the office of Treasurer and other duties as from time to time may be assigned by the Co-Chairpersons or by the Board of Directors.
8. Officer Reorganization: If in the opinion of the Board of Directors, as reflected by an affirmative vote of sixty-six percent (66%) of the Board members present at a duly called meeting of the Board where a quorum is present, a reorganization of officer responsibilities is required in the best interests of the Society, the Board may act as follows: (1) the duties and responsibilities of the existing Co-Chairpersons, as provided in paragraph 5 of this article shall be vested in a Chairperson; (2) a Vice-Chairperson position shall be established who in the absence of the Chairperson or in the event of the Chairperson’s death, or inability or refusal to act, shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the office of the Chairperson. Her or she shall perform other duties as from time to time may be assigned by the Chairperson or the Board of Directors, and (3) the offices of Secretary and Treasurer as provided by paragraphs 6 and 7 of this Article, respectively, shall remain unchanged.
9. In the absence or disability of any officer of the Society, or for any other reason deemed sufficient by the Board of Directors, the Board may delegate the powers or duties of such officer to any other officer or any other Director for the time being.

ARTICLE 10: COMMITTEES

1. Executive Committee: The Board of Directors may designate an Executive Committee consisting of the four officers of the Board and one additional Board member as designated by the Co-Chairpersons and may delegate to such Executive Committee the powers and authority of the Board of Directors in the management of the business and affairs of HHHS to the extent permitted by these By-laws or by law. By a majority vote, the Board of Directors may at any time revoke or modify any or all of the Executive Committee authority so delegated, or increase or decrease, but not below three, the number of members of the Executive Committee. The Executive Committee shall keep regular minutes and cause them to be filed with HHHS records and report the same to the Board of Directors as the Board of Directors may request.
2. Nominating Committee: The Nominating Committee shall consist of at least three members of the Board of Directors appointed by the Co-Chairpersons. The Nominating Committee shall research and nominate potential new Board members who together are representative of the entire Havana community and possess skills in areas of expertise necessary for the essential functions of the Society. The names of the nominees will be announced during the fourth quarter of the year and the voting for such new Board members will take place during the annual meeting of the Society in February. The Nominating Committee shall also be charged with providing proposed slate of Officers at the Board of Directors first meeting in February each year.
3. Other Standing Committees of the Board: The Board of Directors may establish additional Standing Committees as it determines will benefit HHHS. For each committee so established, a member of the Board appointed by the Co-Chairpersons shall serve as the Board liaison to such committee. The Committee Chair, who may or may not be a Director, shall provide regular updates to the Board, including any new policy and project proposals. The membership, authority, budget, and duration of each such committee shall be specified by the Board of Directors. The Co-Chairpersons, or their designee, shall be an ex officio member of each such committee and shall receive both notices and minutes of each meeting.
4. Task Forces and Advisory Committees: The Board of Directors may establish such task forces and advisory committees as it determines will benefit HHHS. The membership, authority, budget and duration of each such task force and advisory committee shall be specified by the Board of Directors. The Co-Chairpersons, or their designee, shall be an ex officio member of each such committee and shall receive both notices and minutes of each meeting.

ARTICLE 11: EXECUTIVE DIRECTOR

The Board of Directors may designate an employee, independent contractor or other person Executive Director in which case the Board of Directors shall specify the powers and authority of him or her for daily operations of HHHS, including the hiring, supervision and dismissal of any other staff members. In this case, the Executive Director shall be an ex officio member of the Board of Directors, without vote, and shall receive notices of and be expected to attend all meetings of the Board of Directors and any Executive Committee. The Executive Director shall be responsible to and evaluated by the Board of Directors, with general supervision provided by the Co-Chairpersons unless the Board of Directors designates another individual to provide this supervision.

ARTICLE 12: CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS

1. Contracts: The Board of Directors shall authorize any officer or officers of HHHS to enter into any contract or execute and deliver any instrument in the name of and on behalf of HHHS, which authority may be general or confined to specific instances.
2. Loans: No loans shall be contracted on behalf of HHHS and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
3. Checks and Drafting: All checks, drafts, or other orders for the payment of money, issued in the name of HHHS, shall be signed by the designated officer or officers of HHHS in a manner determined by the resolution of the Board of Directors
4. Deposits: All funds of HHHS not otherwise employed shall be deposited to the credit of HHHS in depositories selected by the Board of Directors.
5. Gifts: The Board of Directors may accept on behalf of HHHS any contribution, gift, bequest, or devise for any purpose of HHHS.

ARTICLE 13: FISCAL YEAR and OPERATING BUDGET

Fiscal Year: The HHHS fiscal year shall be from January 1 through December 31 unless the Board of Directors adopts a different fiscal year from time to time.

Operating Budget: The Board of Directors shall adopt a complete operating budget for each succeeding fiscal year, a copy of which shall be maintained at HHHS’s principal office in Havana, Gadsden County, Florida.

ARTICLE 14: INDEMNIFICATION

Any person who at any time serves or has served as a director, officer, employee, or agent of HHHS, or in the capacity at the request of HHHS for any other association, partnership, joint venture, trust, or other enterprise, shall have a right to be indemnified by HHHS to the fullest extent permitted by law against reasonable expenses, including attorneys’ fees, actually and necessarily incurred by him or her in connection with any threatened pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of HHHS seeking to hold him or her liable by reason of the fact that he or she is or was acting in that capacity; and reasonable payments made him or her in satisfaction of any judgment, money decree, fine, penalty or suit or proceeding. The Board of Directors of HHHS shall take all action as may be necessary and appropriate to authorize HHHS to pay the indemnification required by this bylaw, including to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the amount of indemnity reasonably due him or her. Any person who at any time after the adoption of this bylaw serves or has served in any of the above capacities for or on behalf of HHHS shall be deemed to be doing so or to have done do in reliance upon, and consideration of, the right of indemnification provided in this Article. That right shall inure to the benefit of the legal representatives of that person and shall not be exclusive of any other right to which that person may be entitled apart from the provisions of this By-law.

Article 15: EXEMPT ACTIVITIES LIMITATIONS

Notwithstanding any other provision of these By-laws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)3 as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as it exists or may be amended.

ARTICLE 16: DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of HHHS, after paying or making provision for the payment of all liabilities of HHHS, its remaining assets, if any, shall be distributed to a not-for-profit organization, organized and operating for carrying out the purposes of HHHS as expressed in its Articles of Incorporation and By-laws. If no such organization exists, assets shall be distributed by the Board of Directors of HHHS to another not-for-profit organization which in the opinion of the Board of Directors of HHHS will best accomplish the general purposes for which HHHS was organized. If no such organization can be identified the remaining assets shall be distributed to the Town of Havana for public purpose. Any such assets not so disposed shall be disposed by a court of competent jurisdiction in the county where the principal office of the Society is located exclusively for such purposes.

ARTICLE 17: SEVERABILITY

Each provision of these bylaws is independent of and severable from every other provision. If a court of competent jurisdiction holds any provision herein to be invalid or unenforceable, all remaining provisions shall continue unimpaired and in full force and effect.

ARTICLE 18: AMENDMENTS

These By-laws may be amended or repealed, and new By-laws may be adopted by the affirmative vote of a two-thirds (66%) of the eligible Regular Members at any Annual or special meeting of the Regular Membership at which a quorum is present.