

BYLAWS
OF
The Lincolnville Historical Preservation and Restoration Society
A Florida Corporation Not for Profit

ARTICLE I
NAME, LOCATION AND PURPOSE

The name of the corporation is **THE LINCOLNVILLE HISTORICAL PRESERVATION AND RESTORATION SOCIETY, INC.**, a Florida corporation not for profit. Here after referred as the "Corporation" or "LHPRS". The principle office of the LHPRS shall be 8 Lovett Street, St. Augustine, Florida 32084, but meetings of members may be held at such places as maybe directed by the Board of Trustees. The service area is Historic Lincolnville.

The purpose of the Corporation is to stimulate preservation, and community activism in Lincolnville Historic District, while maintaining the integrity of its structures and history.

The mission of the Corporation is to provide leadership to the residents of Historic Lincolnville to revitalize, preserve and restore the community through its diverse programs for preservation of residential and business real property, and to educate the Lincolnville residents and the community at large of Federal, State and Local government initiatives that may affect the historic legacy of the first African American settlement. This organization makes distributions which qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. The specific objectives and purpose of the LHPRS:

- Support and a diverse population living in the Lincolnville Community
- Provide guidance and assistance to those residents who are at risk losing their property through tax abatement or other land grab strategies
- Ensure that real properties constructed, renovated, or remodeled comply with the approved designs set forth by the Historic nature of the community and the National Register
- Housing
- Preserving, restoring and teaching others about the history of the African American Legacy in St. Augustine, Florida's Lincolnville Community.

ARTICLE II

NONPARTISAN ACTIVITIES

The Corporation has been formed under the Corporations Not for Profit Law of the State of Florida for the charitable and educational purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to charitable and educational purposes with tax-exempt status under Internal Revenue Code Section 501(C)(3).

ARTICLE IV

MEMBERSHIP

Section 1. MEMBERSHIP. The membership of the Corporation is open to all persons over the age of 18 years that supports the purpose statement in Article I. Membership is granted after completion and receipt of a membership application and annual dues (\$10). All memberships shall be granted upon a majority vote of the Board. Lists of members shall be kept in the Corporation's office, solely for use by the organization and will not be released to non-participating parties.

Section 2. REMOVAL OF MEMBERS. The Corporation may revoke membership privileges from any member for cause by a majority vote of the Board and the return of the

member's current annual dues. Members must conform to the Code of Ethics included in the Bylaws.

Section 3. RIGHTS AND RESPONSIBILITIES OF MEMBERS. Each member of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except to the extent that the voting rights are limited or denied by the Articles of Incorporation. Members are expected to provide periodic feedback via surveys and to be involved in revitalization activities and volunteer service to the community.

ARTICLE V

MEETING OF MEMBERS

Section 1. REGULAR MEETINGS. Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

Section 2. ANNUAL MEETINGS. An annual meeting of the members shall be held in December, the specific date, and time will be designated by the chair. At the annual meeting the members shall elect officers, receive reports on the activities of the society, and determine the direction of the society for the coming year.

Section 2. SPECIAL MEETINGS. Special meetings of the members shall be called at any time by the Officers or fifteen percent (15%) of the members.

Section 3. NOTICE OF MEETINGS. Printed notice of each meeting shall be given to each voting member, by mail, email, text or messenger not less than one week prior to the meeting.

Section 4. QUORUM. A quorum for a meeting shall consist of at least fifteen percent (15%) of the active membership.

Section 5. VOTING. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. NUMBER, TENURE, REQUIREMENTS AND QUALIFICATIONS. The Board shall consist of at least five (5) and no more than nine (9) members including the following officers: the Chairperson, the Co-Chair-person, the Secretary, and the Treasurer. All members of the Board of Directors must be approved by a majority vote of the members present and voting.

No two members related by blood or marriage may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall contribute at least \$25 to the organization monthly.

SECTION 3. COMPENSATION. Members of the LHPRS shall not receive any compensation for their services as Directors. However, any member may be reimbursed for actual expenses incurred in the performance of corporate duties and may receive compensation for services rendered as an employee of the LHPRS.

SECTION 4. CONFIDENTIALITY. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation.

SECTION 5. PARLIAMENTARY PROCEDURE. Any question concerning parliamentary procedure at meetings shall be determined by the Chairperson by reference to Robert's Rules of Order.

SECTION 6. REMOVAL. Any member may be removed from the Board, with or without cause, by a two-thirds(2/3) vote to the members of the LHPRS entitled to vote. In the event of death, resignation or removal of a member, the member's successor shall be selected by the remaining board members and shall serve for the unexpired term of the member's predecessor.

ARTICLE VII

OFFICERS

The officers of the LHPRS shall be an Chairperson, Co-Chairperson, Secretary and a Treasurer who shall at all times be members of the Board of Directors.

SECTION 1. CHAIRPERSON. The Chairperson shall preside at all meetings of the membership and the Board of Directors. The chairperson shall see that order and resolutions of the Board are carried out; the Chairperson shall have authority to sign all leases,

mortgages deeds and other written instruments on behalf of the LHPRS.

SECTION 2. CO-CHAIRPERSON. The Co-chairperson shall act in the place of the Chairperson in the event of the Chairperson absence or request.

SECTION 3. SECRETARY. The Secretary shall record and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the LHPRS and affix the seal on all necessary papers; serve notice of meetings of the Board and of the members of the LHPRS together with their addresses.

SECTION 4. TREASURER. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the LHPRS and shall reimburse such funds as directed by resolution of the Board of Director, unless otherwise delegated by the Board; shall sign all checks and promissory notes of the LHPRS, unless otherwise delegated by the Board; keep proper books of accounts; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Board of Directors.

ARTICLE VIII

COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate to carry out the purposes and objectives of the LHPRS.

ARTICLE IX

CODE OF ETHICS/CONFLICT OF INTEREST

It is imperative to the success of the Corporation that there be a fully informed, responsive, and reasonable Board. To accomplish this, the Board members shall conduct themselves at all times in the best interest of the Corporation. In this regard each Board member shall abide by the following "Code of Ethics." No code or set of rules can be framed which will particularize all the duties of a Board member. The following code of ethics is adopted by the Board of Trustees as a general guide.

1. Board members shall put forth their best effort to attend meetings and constructively participate in the same.
2. Board members shall be responsible for insuring that adequate and correct information is presented to their particular constituents.

3. Board members shall neither by commission or omission foster false or misleading rumors within the community about the Corporation.

4. Board members shall exercise good judgement in the control and use of confidential information that may from time to time come into their possession.

5. Each Board Member shall serve as a public relations agent for the Corporation and therefore shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.

6. Conflict of interest and Nepotism. Board Members shall fully disclose at a meeting of the entire Board any and all family and/or financial relationship in regard to "any matter" which is recommended to the Board that the Board must vote upon. "Any matter" includes but is not limited to (a) the purchase or rental of goods; (b) provide direct or indirect financial assistance through investments, grants, loans or loan guarantees; "Financial relationship" but is not limited to: any direct or indirect financial interest in the specific sale or transaction, including a commission or fee, or share of the proceeds, the prospect of promotion, a profit, repayment of funds owed the individual by an assisted business, or any other form of financial reward.

7. Hiring of personnel. It shall be the policy of the Corporation that members of an immediate family or household or business shall not serve as staff concurrently. "Family relationship" means immediate family.

The Board of Director shall be charged with the responsibility of reviewing any allegations of Board Members violating this code or acting in any way that is detrimental to the success of the Corporation. After full investigation, they will make recommendations to the full Board for final action.

ARTICLE X

PUBLIC STATEMENTS

SECTION 1. AUTHORITY TO MAKE STATEMENTS. No person except the President or an appointee shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board.

SECTION 2. LIMITATION ON STATEMENTS. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. He or she shall not at the same time present any statement

purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

SECTION 3. PERSONAL EXPRESSION. Individual Board Members may express their personal opinions at public meetings, if they make it clear they are not speaking for the Corporation.

ARTICLE XI

IDEMNIFICATION

Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by such Director (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceedings, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled under Florida law apart from this Article.

ARTICLE XII

BOOKS AND RECORDS

The books, records, and papers of the LHPRS including those records to be maintained pursuant to Section 617.303(4), Florida Statutes, shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the LHPRS shall be available for inspection by any member at the principal office of the LHPRS.

ARTICLE XIII

AMENDMENTS

SECTION 1. ARTICLES OF INCORPORATION. The articles may be amended in any

manner at any regular meeting or special meeting of the Board of Directors.

SECTION 2. BYLAWS. The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 3rd day of June, 2017.

 SIGNED COPY ON FILE WITH THE LHPRS

CERTIFICATION

I hereby certify that I am the acting Secretary of the Lincolnvillle Historical Preservation and Restoration Society, Inc., and the above Bylaws, consisting of 11 pages are the Bylaws of this Corporation as adopted by the Board of Directors at their meeting held on the 3rd day of June, 2017 and that they have not been amended or modified since that date.