

Historic Preservation Association of Coral Gables

Bylaws

**HISTORIC PRESERVATION ASSOCIATION OF CORAL GABLES
BYLAWS**

Effective date 21 August 1991
First Revision 28 October 1992
Second Revision 20 September 1997
Third Revision 26 April 2001
Fourth Revision 27 April 2004
Fifth Revision 22 January 2008
Sixth Revision 08 June 2010
Seventh Revision 14 September 2011
Eighth Revision 16 November 2012

1. NAME

The name of the Association is known as Historic Preservation Association of Coral Gables, formerly known as the Historic Home Owners Association of Coral Gables.

2. MISSION STATEMENT

The Historic Preservation Association of Coral Gables is a non-profit Florida corporation founded in 1991. The mission of the Association is to support an environment in which its members and all community citizens can understand, appreciate, exchange information and live with Coral Gables history. The Association promotes the understanding of the importance of historic resources and their preservation.

3. MEMBERSHIP

A. Membership with full voting privileges is available to any person with an interest in preserving the distinctive architecture and historic sites of Coral Gables.

B. Membership is contingent upon the payment of all dues assessed by the Board of Directors.

C. Advisory Board. An advisory board shall be created, composed of citizens that have made material and intellectual contributions to the field of historic preservation and whose stellar record of accomplishment has served as inspiration to many. The Advisory Committee does not vote or hold office. Suggestions for the naming of an advisory board member shall first be vetted by the Association's Board of Directors, by a simple majority.

4. BOARD OF DIRECTORS

A. The Nominating Committee will review the list of nominees and prepare a single slate for the Board of Directors to ratify or reject at the annual meeting. Nominations can be made by mail, fax or electronic mail directed to the Nominating Chair. Directors shall be elected by a simple majority through a show of hands by the members in attendance at the designated annual meeting.

B. The Nominating Committee will also be responsible for preparing a slate of the Executive Officers (President, Vice President, Secretary, and Treasurer) to present to the Board of Directors to ratify or reject at the annual meeting. The Officers will be selected from among all continuing and incoming Board of Directors. The Officers are elected for one-year terms and may be re-elected at the discretion of the Board of Directors.

C. There shall be a Board of Directors composed of at least seven and as many as twenty members. The President shall appoint committee Chairs.

D. All Board of Directors serve two-year terms that run from the date of the annual meeting at which they were elected. In the event of a vacancy occurring on the Board of Directors, the Board may appoint a qualified person to serve temporarily until the position can be filled at the next general membership meeting.

E. The Board of Directors will provide the overall direction of the Association's activities and create an operating budget. The fiscal year shall run from January 1 through December 31.

F. The Board of Directors shall meet at least quarterly each year. Board members shall be required to attend a minimum of three Board meetings per year and participate in at least one committee. Should a Board member fail to meet this requirement, they shall lose their Board position. Exceptions shall be made for extenuating circumstances. A quorum will be a simple majority of the entire Board.

5. OFFICERS' DUTIES

A. President

Duties: Conduct all meetings, appoint committee chairpersons, act as the spokesperson for the Association, and suggest and develop educational and social events dealing with historic preservation for participation by the Association's members.

B. Vice President

Duties: Assist the President in all duties; assume the President's responsibilities when the President is not available; insure the harmonious and productive operations of all operating committees

C. Secretary

Duties: Prepare minutes of all meetings, serve as the custodian for all committee reports and any other records generated by the administration of the Association and maintain records of attendance of members at all meetings.

D. Treasurer

Duties: Will prepare a budget to present to the Board of Directors at the first Board meeting of the year. Receive funds, pay authorized expenses; keep complete and accurate financial records; report the status of the Association's finances at each meeting and/or in newsletter and prepare annual statements as required by the Internal Revenue Service and responsible for filings with the Florida Division of Consumer Services.

The Treasurer will also be responsible for the timely reimbursement for expenses incurred through any event, provided that such request for reimbursement is accompanied by receipts indicating how the monies were spent.

6. COMMITTEES

A. These shall be the following Standing Committees:

- Membership-- prepare and maintain the membership roster
- Development
- Communications/Marketing
- Public Relations
- Newsletter
- Website
- Crafts & Trades
- Scholarship (as financial obligations allow)

B. There may also be the following committees, which include but are not limited to:

- Education
- General Counsel
- Bylaws

7. MEETINGS

A. There shall be an annual meeting before the end of each fiscal year during which activities and plans for the ensuing year will be discussed as well as any necessary business conducted such as election of Board members or amendments to the bylaws.

B. The President, with approval of the Board of Directors, may call additional general membership meetings and/or special Board meetings during the year as necessary upon written or electronic notice to all members.

C. Parliamentary Authority

The rules contained in *ROBERT'S RULES OF ORDER, NEWLY REVISED* shall govern all meetings of the Association.

8. BYLAWS

The bylaws may be amended as suggested by the Bylaws committee or any member of the Board of Directors following discussion. Approval of any changes to the bylaws will be accomplished at the annual meeting by a simple majority of the membership indicated by a show of hands of the members in attendance. Notice of the amendments shall be made available in writing at said annual meeting or sooner as practicable.

9. DUES

Dues shall be assessed annually per home or by individual. Household membership includes two votes, on any matters requiring such vote. The Board of Directors will set the dues for each successive year. Dues will be payable on January 1 and will be in arrears on January 31. A member still in arrears by the following March 31 will be dropped from the membership rolls.

10. NOT- FOR- PROFIT CORPORATION

The Association is governed by the Not-For-Profit Corporation Act of the State of Florida or as thereafter amended.