

# CPS BYLAWS 2014

## **ARTICLE 1: OFFICES**

The principal office of the corporation shall be located at 812 Southard Street, Room 29. Key West, Florida 33040, or at the address designated in the most recent annual report filed with the State of Florida Secretary of State. The Board of Directors shall have the power and authority to establish and maintain branch or subordinate offices at any other location either within this state or in any other state or country.

## **ARTICLE 2: MEMBERSHIP**

Section 1. The annual meeting of the membership shall be held on the second Monday of December of each year, at the hour of 12 p m (noon) for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The time and date of the meeting are subject to change with written notice to all members no less than one week and no more than five weeks before the newly set date. If the election of directors is not held on the day designated herein for any annual meeting of the members, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient. Membership dues shall be from January 1 through December 31. Any members' dues not paid by the last day of February shall be a termination of membership for that member.

Section 2: There shall be two classes of CPS Members:

a. Participation Class- Members with voting eligibility. A Participation Class CPS Member shall be eligible to vote at the Annual Membership meeting if he/she has paid their dues during the current calendar year. CPS Members who are active participants of the "Sunset Celebration" will be the only persons allowed to vote for the election of Directors, By-Law changes and Standard Operating procedures.

\*Participant definition: A person who has been juried by committee and approved, and actually works at the Sunset Celebration and is a dues paying Member of CPS.

b. Friends of Sunset Class- Members of the community or otherwise who wish to support Sunset Celebration with donations, special events participation and or professional expertise.

Section 3. Special Meetings. Special meetings of the membership, for any purpose or purposes unless otherwise prescribed by statute may be called by the president or by the board of directors or shall be called by the president at the request of not less than 50% of all the members.

Section 4. The board of directors may designate any place within the state of incorporation or within any other state or county as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, the place of meeting shall be the principal office of the corporation as designated pursuant to Article 1.

Section 5. Notice of Meeting. Written or printed notice stating the agenda, place, date and hour of the meeting and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than one week and not more than four weeks before the date of the meeting either personally, or by mail, or at the direction of the president or the secretary, or the officer or persons calling the meeting to each member entitled to vote at such meeting. If mailed such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as listed in the corporate records.

5a Written notice of actions taken and rules created or changed and decisions made shall be posted at the kiosk on the Friday following the said meetings

Section 6. "Quorum Requirements" Twenty percent of the members eligible to vote represented in person shall constitute a Quorum at a membership meeting.

## **ARTICLE 3: BOARD OF DIRECTORS**

Section 1. Powers and duties; The business and affairs of the corporation shall be managed by the board of directors.

Section 2. Qualifications; The number of directors of the corporation shall be seven. Directors shall be elected at the annual membership meeting and the term of office of each director shall be until the next annual membership meeting or the election and qualification of his successor. Directors shall be members in good standing.

Section 3. Election: At the first regular meeting of the board of directors in October, a nominating committee of four members shall be elected by the board of directors. The current president may not be a member of this committee. It shall be the duty of this committee to identify and recruit prospective directors of the corporation and to present a list of nominees to the board of directors at their first regular meeting in November. The list of nominees shall be mailed or given in person to each member no less than one week and no more than five weeks before the annual meeting. After the nominating committee's report is presented at the annual meeting, the chair must call for further nominations from the floor prior to voting for the offices.

3a. In the event that a member of the board of directors should resign or otherwise fail to fulfill their obligations to the organization, a replacement shall be selected from the first two (2) runners up in the general elections and should there be additional vacancies, or should the runners up decline such appointment, that any and all additional directors be nominated by the CPS members in good standing and such nominees be voted on by the acting board of directors.

Section 4. Regular meetings: A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as, the annual membership meeting. Thereafter a meeting of the board of directors shall be held on the first and third Wednesday, following the first Monday, of each month. All meetings shall be held at the principal office of the corporation unless directors are otherwise notified by the secretary.

Section 5. Special meetings: Special meetings of the board of directors may be called by or at the request of the president or any two directors and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 6. Notice of any special meeting shall be given at least seventy-two hours before the time fixed for the meeting by the secretary, by written notice delivered personally or mailed to each director at his home address. If mailed such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum: A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Board of Director Decisions: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

#### **ARTICLE 4: OFFICERS**

Section 1. Number and vacancies: The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Any vacancy shall be filled by the board of directors for the un-expired portion of the term.

Section 2. Qualification: Each officer shall be a duly elected director of the corporation. Re-election to the board of directors shall not constitute re-election to any particular office.

Section 3. Powers and duties: The powers and duties of the several officers shall be as provided from time to time. In the absence of such provisions the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like offices of the corporations similar in organizations and business purposes to this corporation.

Section 4. Attendance Requirements: Any director who is absent from two consecutive regular meetings without notifying the board in advance shall be subject to removal by a majority vote of the board of directors.

## **ARTICLE 5: CONDUCT OF BUSINESS**

Section 1. Contracts: The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation, and such authority may be general or confined to specific instances.

Section 2. Check Drafts or Orders: All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 3. Deposits: All funds of the corporation not otherwise employed shall be deposited by the Pier Manager to the credit of the corporation in such banks trust companies, or other depositories that the board of directors may select. As of October 1, 1985, \$2,000.00 of corporate funds presently on hand is set aside for legal expenses as provided in the Articles of Incorporation.

Section 4. No directors shall hold any salaried position in this organization, except for in a time of emergency as declared by the board of directors.

Section 5. No one individual shall hold more than one position in this organization concurrently, except for in a time of emergency as declared by the board of directors.

## **ARTICLE 6: FISCAL YEAR**

The fiscal year of the corporation shall be October 1 to September 30.

## **ARTICLE 7: WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 8 AMENDMENTS**

These by-laws may be amended at the regular membership meeting by, an affirmative vote of a two thirds majority of the members at the regular meeting voting in person or by absentee ballot. Written notice of the proposed amendment shall be given at least one week and not more than five weeks before the date of the meeting. Notice may be delivered personally or mailed to each member at the address in the corporate records.

## **ARTICLE 9: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules Of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules of order the corporation may adopt.

## **ARTICLE 10: MEMBERSHIP REVOCATION (added 01-31-02)**

All CPS members are required to conduct themselves in a civil manner whenever participating in the meetings and functions of The Cultural Preservation Society. Loud and aggressive behavior will not be tolerated at CPS meetings or functions. An ongoing pattern of disruptive behavior, such as abusive, discourteous or drunken behavior towards other CPS members or the general public at CPS meetings or CPS sponsored events shall be grounds for the revocation of his or her membership in the CPS and participation of CPS events.