

**Bylaws
of
Punta Gorda Historical Society**

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**Bylaws of
Punta Gorda Historical Society**

**ARTICLE I
Name and Offices**

Section 1. Name. The name of this corporate entity does business as the PUNTA GORDA HISTORICAL SOCIETY, (the “Historical Society.”) It is incorporated under the name of the Old Punta Gorda, Inc.

Section 2. Registered Office. The registered office of PUNTA GORDA HISTORICAL SOCIETY in the State of Florida shall be as stated in the Articles of Incorporation of the Corporation (the “Articles”), or such other place within the State as the Board of Directors may designate from time to time.

Section 3. Principal Office. The principal office of the Corporation shall be at 118 Sullivan Street, Punta Gorda, Florida 33950, or at such other place as the Board of Directors shall designate from time to time. The business of the Corporation shall be transacted from the principal office, and the records of the Corporation shall be kept there.

Section 4. Other Offices. The Corporation may have such other offices within and outside the State of Florida as the Board of Directors may determine.

**ARTICLE II
Mission**

The Historical Society is dedicated to maintaining the heritage of Punta Gorda and its environs through restoration, preservation and education.

**ARTICLE III
Purposes**

The purposes, for which the Corporation is formed, are set forth in its Articles of Incorporation. They are designed to promote and foster in Southwest Florida the education of all of its residents and visitors through the establishment of a historical museum and the promotion of local, state and national history. The purposes are to be promoted through historical programs, including a living museum consisting of restored buildings and replicas of historic Punta Gorda structures and institutions and such other activities and projects as the officers and directors with approval of the membership shall deem appropriate.

The Corporation is not formed for pecuniary or financial gain. No part of its

assets, income or profit shall be distributable to or inure to the benefit of its directors, officers or membership, except as provided by law. The Corporation shall not participate in any political campaign on behalf of any candidate for public office.

ARTICLE IV **Policies**

The Historical Society shall be non-commercial, not-sectarian and non-partisan. It may engage in legitimate fund-raising activities, including the leasing and sub-leasing to commercial interests of property owned or controlled by it.

Neither the Historical Society nor its corporate name, or the names of any members in their official capacities shall be used in connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation

The Historical Society shall cooperate with schools, libraries and other institutions, including private businesses in the furtherance and promotion of its purpose.

The Historical Society does not discriminate on the ground of race, color, religion, sex, marital status, handicap, national origin, or height and weight in the hiring, retention or promotion of employees, nor in determining their rank or the compensation or fringe benefits paid them.

The Historical Society prohibits harassment against any applicant or employee because he/she (1) files an internal complaint or with a federal or local agency, (2) assists or participates in an investigation, or (3) opposes any practice made illegal by applicable federal, state, or local equal employment laws.

The Historical Society has adopted a Communication Policy, which prohibits the disclosure of personal information regarding Historical Society officers, directors or members; and the dissemination of statements that are misleading, false or likely to injure a person's reputation. Directors and officers are subject to removal for disseminating inappropriate and unauthorized communication or disseminating content or comments that harass, offend, intimidate or humiliate a member.

ARTICLE V **Membership and Dues**

Any individual who subscribes to the purposes and basic policies of the Historical Society may become a member of the Historical Society, subject to compliance with provisions of the By Laws. Membership shall be available without regard to race, color, religion, sex, marital status, handicap, national origin, height, or weight.

The Historical Society shall conduct an annual enrollment of members, but persons may be admitted to membership at any time. Dues shall be set from time to time by the Board of Directors. Dues are based on a calendar year. New dues paid after October 1 shall be credited to the following year.

ARTICLE VI **Officers**

Section 1. Officers. The officers of the Historical Society shall consist of a

President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Controller.

Section 2. President. The President shall preside at all meetings of the Historical Society at which he is present; shall perform such other duties as may be prescribed in the Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation. The President shall perform the customary duties of the chief executive officer of the Corporation, and shall present an annual report in writing at the Annual Meeting.

Section 3. Vice-President. The Vice President shall act as an aide to the President and shall perform the duties of the President during the absence of the President.

Section 4. Recording Secretary. The Recording Secretary shall record the minutes of all meetings of the membership and of the Board of Directors and shall perform such other duties as may be assigned.

Section 5. Corresponding Secretary. The Corresponding Secretary shall take care of all correspondence of the Historical Society under the direction of the President.

Section 6. Treasurer. The Treasurer shall maintain the financial records of the Corporation; shall keep a full and accurate account of receipts and expenditures. The Treasurer shall present a financial statement at every meeting of the Board of Directors. The Treasurer shall be responsible for maintenance of such books of account and records in conformance to the requirements of the Bylaws. The Treasurer's accounts shall be examined annually by an auditor who is a professional accountant authorized to practice in Florida or by an auditing committee of not less than three members of the Corporation. The auditor or auditing committee shall be appointed by the Board of Directors.

Section 7. Controller. The Controller shall make the disbursements of the Historical Society, in accordance with the approved budget, and in conformance with the bylaws of the Historical Society.

Section 8. Election. Officers shall be elected by ballot at the annual meeting of the Historical Society to be held in the month of January.

Section 9. Terms of Officers. Officers shall assume their official duties following the close of the annual meeting and shall serve for a term of two years and thereafter until the election and qualifications of their successors. No officer shall be eligible to serve more than three full consecutive terms in the same office.

Section 10. Qualifications. Members must have paid their dues by December 31 of the year prior to the Annual Meeting, to seek an elective position and to vote at the annual meeting. Any elected officer of the Punta Gorda Historical Society must reside in Charlotte County.

Section 11. General Duties. All officers shall perform duties assigned to them from time to time, in addition to those outlined in these Bylaws; and deliver to their successors all official books, records and other materials not more than ten days following the election and qualification of their successors.

Section 12. Attendance. An officer must attend no less than nine (9) board of directors meetings per year.

ARTICLE VII
Board of Directors

Section 1. General Powers. The business and affairs of the Historical Society shall be managed by or under the direction of a Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Historical Society and perform all acts which are not prohibited to it by law, by the Articles or by these Bylaws, all as may be amended. The activities of this Corporation shall be limited to those which further its exempt purposes.

Section 2. Board of Directors. The Board of Directors shall consist of the officers of the Corporation and up to thirteen elected Directors. Nomination and election of Directors shall be conducted in the same manner and at the same time as the nominations and election of officers, as provided in these bylaws.

Section 3. Duties. Duties of the Board of Directors shall be:

- (a) To approve the plans and work of the standing committees;
- (b) To appoint an Auditor or an Auditing Committee;
- (c) To consider and approve or reject bills;
- (d) To transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it.
- (e) A member of one standing committee.

Section 4. Meetings. Meetings of the Board of Directors shall be held monthly, or as required by the President or by a majority of the members of the Board. The presence of a majority of the then current members of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5. Attendance. An officer must attend no less than nine (9) board of directors meetings per year.

Section 6. Vacancy. If the office of any elected Director becomes vacant for any reason, the Board of Directors may choose a successor by the election of a Director by the remaining Directors of the Corporation, or the Board of Directors may leave such position vacant so long as the number of Directors does not fall below the minimum number of Directors required to reach a quorum. A Director elected to fill a vacancy shall hold office for the remainder of the term of the Director that is replaced.

Section 7. Removal of Directors. A Director of the Corporation may be removed, at any time, with or without cause, upon the affirmative vote of not less than two-thirds (2/3) of all Directors of the Corporation then in office, excluding the Director proposed for removal. Such removal shall be effective upon delivery, unless a later date is specified in the notice.

Section 8. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

Section 9. Compensation. Directors shall not receive compensation from the Corporation for services as a Director. Notwithstanding the foregoing, Directors shall be entitled to reasonable compensation for services rendered to the Corporation in any other capacity. No part of the compensation of an employee of the Corporation who also is a Director of the Corporation shall be compensation for services as a Director. The Corporation shall be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

Section 10. Confidentiality. From time to time, confidentiality at meetings of the Board of Directors of the Corporation may be vital to promoting free and candid discussions, deliberations, records and other information generated in connection with the activities of the Board. The Chair of the Board, or the Corporation's legal counsel may designate certain agenda items or topics as confidential. Members of the Board of Directors shall make no disclosure with regard to these confidential items or topics except as authorized by the Chair of the Board, or by the Corporation's legal counsel. For all other agenda items or topics, Directors shall exercise prudent judgment with regard to whether the information should be disclosed to others.

ARTICLE VIII **Election of Officers. Board of Directors**

Section 1. Nominating Process. The President shall appoint a Nominating Committee - a Chairperson and four people selected from the membership - at the September board of directors meeting. It shall be composed of five members. The appointments are subject to approval by the Board.

The Nominating Committee shall nominate an eligible person or persons for each office to be filled and report its nominees to the Directors and membership by the date of December 31, prior to the annual meeting. At the time of election, additional nominations may be made from the floor, of persons who were Historical Society members on December 31 prior to the annual meeting.

The Nominating Committee, after its appointment, shall make a report of its activities at each subsequent board of directors meeting.

Section 2. Qualifications. Members must have paid their dues by December 31 of the year prior to the Annual Meeting to seek an elective position, and to vote in the annual meeting.

Section 3. Election. Officers and Directors shall be elected by ballot at the Annual Meeting, to be held in the month of January.

Section 4. Assumption of Duties. Officers and Directors shall assume their official duties following the close of the annual meeting in the month of January and shall serve until the election and qualifications of their successors.

ARTICLE IX
Meetings of the Board of Directors

Section 1. Place and Time of Meetings. The Board of Directors may hold its regular and special meetings at such places, within or outside this state, as determined by the Chair of the Board of the Corporation or his or her designee unless the Board of Directors determines otherwise. The Board of Directors may determine that one or more meetings of the Board of Directors shall be held solely by means of remote communication. Such authorization may be general or confined to specific instances.

Section 2. Regular Meetings. The Board of Directors shall hold regular monthly meetings. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by: (a) the President, or (b) upon written request of the majority of the Directors of the Corporation. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

Section 4. Notice of Meeting. Not less than five (5) days' written notice of a regular meeting and three (3) days' written notice of a special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Bylaws will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity

of the meeting or any action taken at such meeting.

Notwithstanding the foregoing, no written notice of any meeting of the Board of Directors is required if the date, time and place of the meeting was announced at a previous meeting of the Board. Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 6. Quorum and Voting. The presence of a majority of the then current members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. Participation in a meeting by remote communication pursuant to Section 9 below constitutes presence at a meeting. At any meeting of the Board of Directors, except as otherwise provided in the Articles or these Bylaws, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, shall be sufficient to transact any business.

Proxy voting shall not be permitted.

Section 7. Rules of Procedure. The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or Florida law. In the absence of Board action the chair of the Board may establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or Florida law. Unless otherwise provided, Robert's Rules of Order (latest edition) shall govern the conduct of all meetings of this Corporation. The President or the Board of Directors may appoint a parliamentarian who shall be responsible for procedural rulings.

Section 8. Action without Meeting. An action required or permitted to be taken at a Board Meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action

has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Corporation can reasonably conclude that the communication was actually sent by the purported sender.

Section 9. Remote Communications for Board Meetings. One or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or, if authorized by the Board of Directors, by another means of remote communication, in each case through which that Director, other Directors so participating, and all Directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Board of Directors, any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. For these purposes, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE X **Membership Meetings**

Section 1. Notice. Meetings of the membership may be called by the President or by the Board of Directors, provided that notice thereof shall be given as is herein provided for the annual meeting.

Section 2. Annual Meeting. The Annual Meeting shall be in the month of January. Notice of the annual meeting shall be given by regular U. S. Mail or by publication one time in a newspaper of general circulation in Charlotte County, Florida, or through electronic communication not more than thirty days nor less than fifteen days prior to the meeting. Written reports, as called for by the President, shall be submitted.

Section 3. Quorum. Twenty members in good standing shall constitute a quorum for the transaction of business at any membership meeting.

Section 4. Robert's Rules of Order. The current edition of *Robert's Rules of Order, Newly Revised* shall be the guide for conduct of all meetings in matters not covered by provisions of these Bylaws.

ARTICLE XI **Committees**

Section 1. Committees. The President may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a majority of the Directors in office. Such committees shall have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in resolutions

approved by a majority of the Directors currently holding office. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members must be natural persons. The term of each chairman, who shall be appointed by the President or the Board and approved by the Board shall be one year and until selection and qualification of his successor. The Chairman of each standing committee shall present a plan of work to the Board of Directors for approval.

Section 2. Special Committees. Special Committees (Ad Hoc) may be formed and their membership designated by the President or the Board and approved by the Board. The Chairman of each Special Committee shall present a plan of work for approval to the Board of Directors.

Section 3. Standing Committees. The following committees shall be formed by the President and Board of Directors: 1) Finance Committee. 2) Membership Committee. 3) Volunteer Committee. 4) Strategic Planning Committee. 5) Nominating Committee. 6) Fund-raising Committee. 7) Audit Committee. 8) Communications/Public Outreach Committee.

Section 4. Committee Procedures. The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 5. Executive Committee. The Executive Committee shall consist of the all officers of the Corporation. The Executive Committee shall act during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Corporation, subject to such limitations as the Board of Directors may impose. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

ARTICLE XII **Fiscal Matters**

Section 1. Accounting Year. The accounting year of the Corporation shall be the calendar year beginning January 1 and ending December 31.

Section 2. Contracts. The Board of Directors may authorize such 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 either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of the President or pursuant to a delegation by the President, the Vice President or by such other officer designated to act in the place of or in the absence of the

President, without specific Board of Directors authorization.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the Corporation. Such authorization and approval may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money issued in the name of the Corporation over \$500.00 shall be signed by two of the officers designated in Article VI of the Corporation.

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Historical Society in such banks, trust companies or other depositories as the Board of Directors or the President or Treasurer upon delegation by the Board of Directors may select.

Section 6. Maintenance of Records. The Historical Society shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, membership lists voting agreements, and minutes of meetings of the Board of Directors, and committees having any of the authority of the Board of Directors for the last seven (7) years. All such other records shall be open to inspection upon the demand of any member of the Board of Directors of the Corporation.

Section 7. Corporate Seal. The Corporation may have a corporate seal as approved by the Board of Directors.

ARTICLE XIII **Indemnification**

The Corporation shall indemnify its officers, Directors, committee members, and employees against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Corporation. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Corporation. The Corporation shall maintain officer and director liability insurance in such amounts and providing such coverage as is determined from time to time by the Board of Directors.

ARTICLE XIV
Director Conflict of Interest

Section 1. Policy. It shall be the policy of the Corporation that all officers, Directors, and committee members thereof shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Corporation in any and all actions taken by them on behalf of the Corporation in their representative capacities. Officers, Directors, and committee members shall comply with all governmental statutes, ordinances and regulations, including, but not limited to compliance with Florida law governing conflicts of interest.

Section 2. Definitions. The following are considered a “direct or indirect interest or a relationship” which would trigger this Conflict of Interest Policy. As a result, the requirements of Section 3 below must be met if the Corporation is contemplating a transaction with any of the following:

a. an officer, Director, or person in a position to exercise substantial influence over the affairs of the Corporation, or a member of the family of such person (a member of the family is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister);

b. an organization in which an officer, Director or person in a position to exercise substantial influence over the affairs of the Corporation, or a member of the family of such person, is a Director, officer, or legal representative; or

c. an organization in which an officer, Director, or person in a position to exercise substantial influence over the affairs of the Corporation, or a member of the family of such person, has a material financial interest.

Section 3. Procedures. The Corporation may enter into a transaction involving a Conflict of Interest if any of the following are true:

- a. **Fairness and Reasonableness:** The contract or transaction was fair and reasonable to the Corporation. Whether a contract or transaction is fair and reasonable to the Corporation will be determined by looking to the time the contract or transaction was authorized, approved or ratified. The party asserting the validity of the contract or transaction has the burden of establishing the contract or transaction’s fairness and reasonableness to the Corporation.
- b. **Disclosure of Material Facts to Board:** The material facts about both the contract or transaction and a Director’s interest in the contract or transaction are either fully disclosed or known to the board or a committee of Corporation. In such cases, the contract or transaction must be authorized, ratified, or

approved in good faith by a majority of the board or committee. The vote of any interested Director does not count for purpose of determining what constitutes a majority vote, and the presence of any interested Director at a meeting at which such a vote is taken does not count in determining the presence of a quorum.

If this Section 3 is satisfied, a Director of the Corporation may be a party to the contract or transaction and may be present at the meeting at which the contract or transaction was authorized, approved, or ratified, but may not vote on approving such transaction.

Section 4. Compensation. A voting member of the Board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. When establishing the compensation of any officer, Director or other individual in a position to exercise substantial influence over the affairs of Corporation, the Board shall approve such compensation in advance of its payment, obtain and rely on appropriate data as to comparability (such as compensation surveys) prior to making its decision, document in writing the date and terms of the approved compensation arrangement, record in writing the decision made by each individual Director who voted on the compensation arrangement, and document the basis for such decision.

Section 5. Publication of Policy. A copy of this statement shall be furnished to each officer, Director, or committee member who is presently serving the Corporation or who may hereafter become associated with the Corporation. This policy shall be called to the attention of the Board of Directors of the Corporation, at least annually at a regular meeting thereof, and such action shall be recorded in the minutes of such meeting.

ARTICLE XV **Amendments**

These Bylaws may be amended by the Board of Directors as needed. Proposed amendments shall be presented by any member in writing at the Board meeting and disseminated to all Board members for consideration and discussion at a second meeting. Those present at this second meeting shall make their recommendations. Proposed amendments shall be approved or disapproved that this second meeting. Bylaws as amended shall be published and a copy provided to any member who requests them.

CERTIFICATION

The undersigned, as Secretary of Old Punta Gorda, INC., a Florida non-profit corporation, doing business as the Punta Gorda Historical Society, hereby certifies that the foregoing Bylaws of the Punta Gorda Historical Society were adopted by resolution of the General Membership at a meeting held on the __day of _____, 2017.

, Secretary

Approved:

, President