

**BYLAWS
OF
ENTERPRISE PRESERVATION SOCIETY, INC.**

Revised April, 2003

Article I.

Name

The name of this organization shall be the, Enterprise Preservation Society, Inc.

Article II.

General Purposes

This society is organized exclusively for civic purposes including, but not limited to: charitable, educational, historical, and environmental preservation, and for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III.

Membership

Section 1. Members.

The membership of this corporation shall include the board of directors and may additionally be comprised of persons who are interested in promoting the objectives of this corporation.

Section 2. Qualifications.

Any person interested in the purposes of this organization that is of legal voting age ~~and living or owning property within the Enterprise Preservation Society (E.P.S.) recognized non-incorporated boundaries of Volusia County, Florida known as Enterprise, shall be~~

~~qualified for membership. All members shall be approved by the board of directors after review of official application.~~

Section 2. Qualifications.

Any person interested in the purposes of this organization that is of legal voting age **whom will actively promote and/or support the history, environment and rural culture of Enterprise, Florida, shall be qualified for membership.**

Section 3. Rights of Membership

Shall include: a) Right to vote on society issues.
b) Right to make and/or second motions.
c) Right to seek nomination to and hold office as a duly elected director.

Section 4. Associate Members

Any person interested in the purposes of this organization may become an Associate Member upon payment of a contribution of at least five dollars (\$5.00) or an in kind contribution of equal or greater value per annum. Associate Members shall not be members of the corporation for any legal purpose and shall not be entitled to vote, hold office or otherwise participate in the business of the corporation.

Section 5. Honorary Members

Honorary memberships may be bestowed on any individual who shall distinguish ~~himself~~ as a friend to this organization through a benevolent act.

Section 5. Honorary Members

Honorary memberships may be bestowed on any individual **or organization** who shall distinguish **themselves** as a friend to this organization through a benevolent act.

Section 6 Responsibilities of Membership

Annual dues of twelve dollars (\$12.00) or any In Kind contribution of equal or greater value paid upon induction to the organization, prorated to the date of the next annual meeting.

Section 7. Annual Meeting.

The annual meeting of the members of this corporation shall be held ~~on the 1st Monday of February~~ each year at the principal office of this corporation, or at any other time or at any other place determined by the board of directors. Annual meetings at any other date, time or place shall be noticed by sending a copy of the notice of the date, time, and place of said meeting to each member at his or her last mailing address reasonably prior to said meeting.

Section 7. Annual Meeting.

The annual meeting of the members of this corporation shall be held **during the month of May** each year at the principal office of this corporation, or at any other time or at any other place determined by the board of directors. **Exact date, place and time of the Annual meeting shall be provided to the membership no less than thirty days prior to said meeting.** Annual meetings at any other date, time or place shall be noticed by sending a copy of the notice of the date, time, and place of said meeting to each member at his or her last mailing address reasonably prior to said meeting.

Section 8. Special Meetings.

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the chairman of the corporation or by any director. Written notice of the date, time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

Section 9. Waiver and Consent.

If a quorum is present, the transactions of any meeting of the members of this corporation however called and noticed, shall be as valid as though it had been at a meeting held after regular call and notice, provided that either before or after the meeting each of the members not present signs a written waiver of notice, or a consent to holding the meeting. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 10. Quorum.

A quorum for any meeting of the members shall be ten percent (10%) of the voting membership.

Section 7. Liabilities of Members.

No person who is now, or who later becomes an officer, director or member of this corporation shall be personally liable for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE IV

Board of Directors

Section 1. Number of Directors.

The affairs and business of this corporation shall be managed by a board of directors consisting of five or more members. The number of directors may be increased or decreased by the board of directors except that at no time shall the board be comprised of less than three members.

Section 2. Quorum.

A majority of the directors shall constitute a quorum for the transaction of business.

Section 3. Powers of Directors.

Subject to the limitations of the articles of incorporation, other sections of the bylaws, and of the laws of the State of Florida, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. The board of directors shall have all powers permitted by the laws of the State of Florida unless restricted by the Articles of Incorporation or these Bylaws.

Section 4. Election, Qualifications, and Term of Office.

The term of office of each director shall be one year and until his successor shall

have been elected and qualified or until his earlier resignation, removal from office, or death. Elections of the directors shall be held at the annual meeting of the members of this corporation. Method of election shall be by written ballot. ~~A quorum must be present.~~

~~Nomination of officers shall take place at the November regular meeting, with a quorum present.~~ All nominees shall be members in good standing. All nominees shall subscribe to the purposes of the corporation.

Section 4. Election, Qualifications, and Term of Office.

The term of office of each director shall be one year and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death. Elections of the directors shall be held at the annual meeting of the members of this corporation. Method of election shall be by written ballot **mailed to each member eligible to vote 30 days prior to the annual meeting. Members may return there ballots via mail or bring them to the annual meeting. Ballots will remain sealed until such time after the voting is concluded at the annual meeting when all votes will be tabulated. A quorum need not be present in order to elect a new board of directors, do to the method of election.**

All nominees shall be members in good standing. All nominees shall subscribe to the purposes of the corporation.

Section 5. Vacancies.

Vacancies in the board of directors shall be filled by a majority of the remaining directors then in office even though less than a quorum. A successor director so elected shall serve for the unexpired term of his predecessor.

Section 6. Principal Place of Business and Depository of Corporate Records.

The principal place of business shall be at 440 North Road, Enterprise, Florida, and all records of the corporation shall be maintained with the officer in charge thereof. The directors may from time to time designate a different principal place of business or depository of the records of the corporation by majority vote of the directors.

Section 7. Place of Meeting.

Regular meetings of the board of directors shall be held at any place, within or without the state, which has been designated from time to time by resolution of the board of directors or by written consent of all members of the board of directors. In the absence of this designation regular meetings shall be held at the principal office of the corporation. Special meetings of the board of directors may be held either at a place designated or at the principal office.

Section 8. Organizational Meeting.

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purposes of organization, induction of officers elect, and the transaction of other business. No notice of such organizational meeting need be given.

Section 9. Special Meetings.

Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman or by a majority of the directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to said person at said address as it is shown on the records or if it is not so shown on the records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. The notice shall be mailed reasonably prior to the time of the holding of the meeting.

Section 10. Waiver and Consent.

If a quorum is present, the transaction of any meeting of the board of directors, however called and noticed and wherever held, shall be as valid as though it had been at a meeting held after regular call and notice, provided that either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to hold the

meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Action Without a Meeting.

Any action by the board of directors may be taken without a meeting if all members of the board of directors individually or collectively consent to this action. Such consents if not in writing shall be reduced to writing and all consents shall be filed with the minutes of the proceedings of the board of directors.

Section 12. Compensation.

The directors shall receive no compensation for their services as directors.

Section 13. Removal.

A director may be removed from office, for cause, by the vote of a majority of the remaining directors.

ARTICLE V

Officers

Section 1. Officers.

The officers of this corporation shall be a Chairman, vice-Chairman, Secretary, and Treasurer, and such other officers as the board of directors may appoint. One person may hold two or more offices, except the offices of chairman and secretary. All officers shall be members of the board of directors unless a specific individual is excluded from this requirement by an affirmative vote of a majority of the board of directors.

Section 2. Election.

See Article IV Section 4 of these Bylaws.

Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the board of directors. Refer to Article IV Section 5.

Section 4. Chairman.

Subject to the control of the board of directors, the chairman shall have general supervision, direction, and control of the business and affairs of the corporation. The chairman shall preside at all meetings of the members and directors, and shall have such other powers and duties as may be prescribed from time to time by the board of directors.

Section 5. Vice-Chairman.

In the absence or disability of the chairman, the vice-chairman shall perform all the duties of the chairman and in so acting shall have all the powers of the chairman. The vice-chairman shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 6. Secretary.

The secretary shall keep a full and complete record of the proceedings of the board of directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the board of directors.

Section 7. Treasurer.

The treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the board of directors. Those funds shall be paid out only on checks of the corporation signed by any two officers, one being the treasurer, or by such officers as may be designated by the board of directors as authorized to sign them. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Article VI.

Parliamentary Authority

The rules contained in the Newly Revised Robert's Rules of Order 1990 Edition, 9th Edition shall govern the Society in all cases where they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

Article VII.

Amendment of Bylaws

These bylaws may be amended or repealed and new bylaws adopted at any regular or special meeting of the Society by a two-thirds vote, provided that previous notice of the amendment was given to all members at the previous regular meeting.

CERTIFICATION

The undersigned, Chairman of Enterprise Preservation Society, Inc., does hereby certify that the within and foregoing is a true and correct copy of the original bylaws as

they appear on file in the office records of said corporation, and that the within and foregoing bylaws were adopted by the Directors of Enterprise Preservation Society, Inc. at a meeting on Tuesday the 22nd of August, 2000.

Mark A. Matzinger, Chairman

(CORPORATE SEAL)