

BYLAWS of Historic St. Andrews Waterfront Partnership

INTRODUCTION

These bylaws constitute the code of rules adopted by the Historic St. Andrews Waterfront Partnership for the regulation and management of its affairs.

Article I – Name

The name of the corporation shall be the HISTORIC ST. ANDREWS WATERFRONT PARTNERSHIP, hereinafter referred to as the HSAWP, existing under the laws of the State of Florida, as a not-for-profit 501 C3 corporation.

Article II – Geographical Area

The HSAWP located at 1134 Beck Avenue will aid in the support of programs, events, businesses and enhancements in the historic St. Andrews area in order to support development of the primary area as described as follows: The area bounded on the east by Frankford Avenue from St Andrews Bay, north to Highway 98, then west to the eastern end of Hathaway bridge then follow water's edge east to the point of beginning. The area shall include all the area of the current St. Andrews Community Redevelopment Plan.

Article III – Purpose

The HSAWP advocates for public and private partnerships, and promotes economic revitalization while preserving the historic character, and identity of the area. In doing so, the HSAWP operates and maintains the Panama City Publishing Company Museum and Visitor Center, coordinates the St Andrews Farmer's Market and serves as the Advisory Committee for the St Andrews CRA.

Article IV – Mission Statement

The HSAWP is a cooperative effort between the City of Panama City, private citizens, private business, and local industry to preserve and revitalize the St. Andrews area. Furthermore, this not-for-profit corporation oversees the activities, building and operations of the Panama City Publishing Museum and St Andrews Welcome Center located at 1134 Beck Avenue for the community's use. It serves as a central place of information and resources to aid in activities of historic preservation, economic revitalization, encouraging beautification and recreational enhancement projects, and encouraging business and government investment in the area.

Article V – Directors

Directors: Any individual 18 years of age or older who resides, owns a business or owns property within the service area is eligible to be a Director of the Corporation. The directors of the HSAWP, as designated by the City of Panama City, are eleven (11) directors plus the Ward 4 Commissioner for St.

Andrews who is a non-voting director.

Definition of Board of Directors: The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.

Rights of Directors: Each Director of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the Directors, except to the extent that the voting rights are limited or denied by the Articles of Incorporation. No Director shall be entitled to any dividend or any part of the income of the corporation or to share in the distribution of the corporate assets upon dissolution.

How the Board of Directors can Legally Act: The Board of Directors may act only at a properly called meeting of the Board where a quorum is present. At such a meeting, a vote of a majority of the Directors in attendance shall be an act of the Board.

Enrollment of Directors: The board of directors shall adopt an application form. The application form shall require the name, address, and telephone number of each applicant. All persons wishing to become a director shall fill out an application form.

Powers of the Board: The Board of Directors shall have and exercise all of the powers conferred by the Articles of Incorporation.

Election and Term: The new directors shall be elected at the December meeting of the HSAWP. Directors shall serve a three-year term as determined by the Nominating Committee. Each Term will commence on the day of installation. Terms shall expire at the end of the calendar year (Dec. 31st). Directors shall be eligible for re-election to one additional three-year term, after which they shall not be eligible for re-election until one year following the expiration of their second term of service. Term limits do not apply to an officer. The Ward 4 Commissioner will serve a four-year term set by the Panama City election cycle.

Filling Vacancies: Vacancies which reduce the number of directors to less than nine (9) shall be filled by a special election at the next regularly scheduled board meeting of the HSAWP. Persons receiving interim appointments by vote, shall serve until the December Board Meeting when they can be nominated to serve a full term of office of three years. Such interim service shall not affect tenure eligibility should the person subsequently serve as a generally elected director.

Removal of Directors: Directors may be removed for the following reasons: (1) Identification of a conflict of interest which, in the opinion of the Board of Directors compromises the Board, the HSAWP, or the individual Director; (2) Malfeasance, misfeasance, neglect of duty, abuse of office, or other action which implicates, compromises, or is adverse to the HSAWP; (3) Directors who miss three board meetings per year without prior notification and approval by a member of the Executive Committee. Approval of such prior notification shall be duly recorded in the minutes. The Executive Committee shall review all cases brought to its attention of possible violations and shall recommend to the Board of Directors appropriate action. Removal of a Director shall be by a majority vote of those present at a duly constituted regular or special meeting at which a quorum has been certified.

Change of Residence or Business ownership: In the event a Director, including any officer, changes their place of residence or ownership in a business, then such director/officer must immediately tender their resignation from office.

Qualifications: Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

Article VI – Officers

President: The President’s duties shall include general guidance and leadership to the HSAWP, presiding over all meetings of the Board of Directors and the preparation of an agenda for each meeting. The President shall represent the Board in all transactions with any Project Director. The President shall be an ex officio member of all committees. The President may counter sign checks. The President shall serve a term of two (2) years.

Vice-President: The Vice-President, in the absence of the President, shall serve as the leader of the Board of Directors and perform all duties of the President. The Vice-President may counter sign checks. Subject to election by the Board of Directors, it is expected that the Vice-President will succeed to the President at the end of their term.

Secretary: The Secretary shall attend all meetings of the Board of Directors, and the Executive Committee, record all votes and minutes of all proceedings, give or cause to be given notice of all meetings, prepare and have available for each meeting copies of the minutes of the immediate prior meeting, draft and mail HSAWP correspondence and perform such other duties as the President or Board of Directors shall prescribe. The Secretary may counter sign checks. Staff may perform the secretarial duties. Subject to election by the Board of Directors, it is expected that the Secretary will succeed to the Vice-President the following year.

Treasurer: The Treasurer shall be responsible for preparing and presenting a written financial report to the Board of Directors at each scheduled Board meeting of the HSAWP, shall sign all checks from accounts as authorized by the Corporation and shall make certain an annual audit of the financial records is performed. The Treasurer shall chair the Finance & Budget Committee. The Treasurer may counter sign checks.

Resignations: Any Director can resign at any time by delivering a written resignation to the President of the board or to the Secretary of the Corporation.

Article VII – Committees

Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. Volunteers are encouraged to be included in the committees.

Executive Committee: This committee shall consist of the elected officers, the immediate past President of the Board and any other as appointed by the Board of Directors. This committee shall be chaired by the presiding President. This committee shall be empowered to transact routine business between regular board meetings. Minutes shall be kept of the meetings and actions of the Executive Committee shall be reported to the Board at the following board meeting. The Executive Committee shall also serve as the Personnel Committee with the responsibility of handling recruitment of

employees. Decisions made by the Executive Committee are subject to approval by the Board as a whole.

Finance & Budget Committee: This committee shall be composed of the Treasurer of the Board as Chairperson and at least two additional Board Members as appointed by the President of the Board. It shall be the duty of the Finance & Budget Committee to review the budget, provide budget oversight and make recommendations to the HSAWP regarding proposed budgets for programs originated by other committees. It shall be the duty of this Committee to make recommendations to the Board concerning all financial matters including local, state, and federal funding for grants. This committee is responsible to verify that all government reports and filings are made on a timely basis.

Events & Promotions Committee: This committee shall be composed of a Chairperson and at least one other Board Member as appointed by the President of the Board and three members as selected from the St. Andrews community. It shall be the duty of this committee to develop and maintain an area calendar of events and work with the local businesses of St. Andrews to sponsor promotional events. The committee also is responsible for supporting the St Andrews Farmer's Market functions.

Project & Planning Committee: This committee shall be composed of a Chairperson and at least one other Board Member as appointed by the President of the Board and three members as selected from the St. Andrews community. It shall be the duty of this committee monitor the area and propose enhancement projects to the board for consideration.

Museum Operations and Procedures Committee: This committee shall be composed of a Chairperson from the Board membership as appointed by the President of the Board and at least one other member as selected from the St. Andrews community. It shall be the responsibility of the Museum Operations & Procedures Committee to present the HSAWP Board with recommendations for the sustainability and operations of the Museum, maintaining a structure of accountability for Museum artifacts, and perpetuating a stewardship of the site, the building and its history.

Nominating and Recruitment Committee: This committee shall be composed of a Chairperson and two Board Members as appointed by the President of the Board. The Nominating Committee will prepare a slate of nominations for Board Members and Officers to be presented to the full Board in November of each year. Elections of Board Members and officers will take place in December and all new officers and Board Members shall be installed at the January meeting. The Nominating Committee shall also have the responsibility for recommending new Board Members for approval when a vacancy may occur.

Article VIII – Meetings

Regular Board Meetings: The HSAWP'S Board of Directors shall meet regularly, at least ten (10) times each year. Regular Board Meetings shall be held on the first Tuesday of each month at a time and place agreed upon by the Board at a previously duly constituted meeting or by the President of the Board.

Annual Meeting and Special Meetings: The Annual meeting of the Board shall be in January whereupon all new officers and Board members shall be installed. Special meetings may be called by the President upon five (5) calendar days written notice or by a request of twenty-five percent of the Board.

Annual Workshop: The HSAWP'S Board of Directors and invited committee members shall hold an Annual Workshop each year to evaluate direction and progress of the HSAWP, work on the Special Area Master Plan for future growth, and prioritize projects.

Quorum: – HSAWP business can be conducted by the Board of Directors only if more than fifty percent of the Board membership is present.

Voting: No Director of the HSAWP shall cast a vote on the provision of services by that Director (or any organization which that Director's directly represents) or vote on any matter which would provide direct financial benefit to that Director.

Parliamentary Authority: The HSAWP shall be governed by the most recently published edition of Robert's Rules of Order; however, these rules may be preempted in such cases in which they are not consistent with these By-Laws and any special rules of order the Board of Directors may adopt.

Article IX – Employment

The Board may fill position(s) as needed, when funds are available. The Board shall write the job description(s) as needed and voted on by the Board. Employee(s) shall be considered a non-voting member(s), and shall serve at the pleasure of the Board.

Article X – Miscellaneous Provisions

Financial Matters: No loans shall be contracted on behalf of the HSAWP, and no evidence of indebtedness shall be issued in its name. All purchases or expenditures for supplies, equipment, or services for the benefit of the HSAWP, whether by contract or not, shall follow and adhere to laws, policies and standards governing purchases and expenditures as specified by the corporation, city ordinances, grants and/or grant recipient. No officer, employee, or agent of the HSAWP shall have any interest, financial or otherwise, direct or indirect, or any contractual relationship in the purchase or sale of goods or services, by the HSAWP.

Waiver of Notice: Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of directors, specify the general nature of the business to be transacted.

Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of either the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.

Self Dealing: No director shall use confidential information gained by reason of being a director for personal gain to the detriment of the corporation.

Article XI – Amendments

The By-laws of the HSAWP may be amended by a two-thirds vote of directors present when a quorum has been declared, provided that the proposed amendment(s) have been submitted in writing and are read at the preceding regular meeting of the Board of Directors. By-laws amendments become effective immediately upon their approval by the Board of Directors or at such later time as that Board may choose.

Article XII – Operations

Fiscal Year: The fiscal year for this Corporation will be calendar year.

Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

Loans to Management: This Corporation will make no loans to any of its Directors or Officers.

Execution of Documents: Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by at least two persons who have previously been designated by a Resolution of the board of directors. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by a person who has been authorized and directed to do so by the board of directors.

Bylaws: The Bylaws are to be reviewed every even numbered year.

Article XIII – Public Statements

Authority to make Statements. No person, except for the President or the President/Executive Director (if one has been appointed by the Board of Directors) 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 of Directors.

Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by 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.

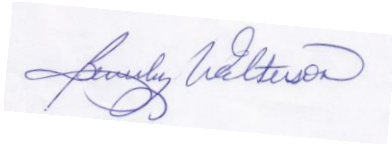
Article XIV – Indemnification

Any person (and the 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 or she 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 him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, 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 duties. Such right of indemnification shall not be deemed exclusive of any other rights

to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the Historic St. Andrews Waterfront Partnership at their meeting held on February 6, 2018.



President

Rev 1 6/28/17

-Changed eleven (11) to nine (9) in Filling Vacancies paragraph—VJ

Rev 2 1/17/18

-Revised Mission statement to replace “building with “...oversees the activities, building and operations of the Panama City Publishing Museum and St Andrews Welcome Center located...”—VJ

-Removed Economic Development Committee--VJ

-Revised History Committee to Museum Operations and Procedures Committee—VJ

-Removed Ad Hoc Committee as it was a duplication of Appointment of Committees—VJ

-Corrected miscellaneous typos—VJ

-Revised definition of Director—VJ

-Revised number of Directors from nine (9) to eleven (11)—VJ

-Added-Review of Bylaws every even numbered year.—VJ