

TOWN OF WINDERMERE HISTORIC PRESERVATION BOARD BYLAWS

Article 1: Name

The name of the Committee shall be the Town of Windermere Historic Preservation Board hereinafter referred to as "The Board".

Article 2: Authority

The Board derives its authority from the Town of Windermere Town Council and Town of Windermere Ordinances and Regulations. Nothing in these bylaws is intended to conflict with either of the aforementioned authorities.

Article 3: Place of Business

The principal place of business of The Board shall be at the Town of Windermere hereinafter referred to as "Town". The mailing address of The Board shall be the same as the Town currently; 614 Main St. Windermere, FL 34786.

Article 4: Purpose and Mission:

The Board shall act as advisors to Town Council and Staff on such matters of the Town as may be brought to the Board. The mission of the Board is to heighten the awareness and ensure the preservation of Windermere's historic buildings, natural history, and cultural heritage.

Article 5: Duties and Functions Relative to Purpose and Mission.

The board is comprised of volunteer residents from the Town of Windermere who share an interest in protecting and preserving the historic resources under the auspices of the Town. The Board's objectives are educating others on the history of the Town, oversee the responsible maintenance and restoration of the Town's historic buildings; preserve and protect Windermere's historic documents and artifacts; and help the community stay connected to and involved with the on-going history of Windermere.

Article 6: Real Property Interests

The Board is not authorized to hold real property in the name of the Town, whether by gift or purchase.

Article 7: Finances

Section 1: The Board may locate local funding sources such as grants to offset the use of public monies received from the Town to fund the Board's operational, special project, and event expenses;

Section 2: The Board will follow the Town's purchasing policies and coordinate with the Town's Finance Department for Committee Expenditures approved by Council.

Article 8: Membership

Section 1: Membership to The Board will be restricted to no more than 7 members or otherwise established by The Board with Town Council approval.

Section 2: All Members shall be current residents and have resided within the Town limits of Windermere for a minimum of 2 years to be eligible to sit on the Board.

Section 3: All applications will be reviewed by The Board when there is a vacancy and shall vote on the application. If the application receives a majority vote, The Board will recommend the appointment to the Town Council. Town Council shall have the final approval of The Board members.

Section 4: Any member may resign from membership in The Board upon giving written notice to The Board Chairperson.

Section 5: Each Board Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6: Given the voluntary status of The Board, no term limits will apply to general membership until such a time The Board finds it prudent to amend this section and adopt term limits.

Section 7: Any member who has three consecutive absences shall be considered as having resigned from The Board. Said members may reapply by submitting a new application.

Section 8: One member of the Town Council shall be appointed by the Town Council to act as The Board Liaison. The Liaison shall act as an ex parte member with no voting authority but shall be included in all discussions and have the ability to add agenda items to meetings for discussion.

Article 9: Membership Meetings

Section 1: Meetings should be scheduled once a month for regularly scheduled meetings and at any time and place as may be designated in the notice of said meeting, upon the call of the Chairman, or by at least 4 active members of the Board. Meetings may be cancelled at the direction of the Town Manager or the Board Chairman and notice of the cancelation shall be emailed to the members and posted on the Town's website. There is no requirement for a minimum number of meetings in a year.

Section 2: Notice and agendas of regularly scheduled meetings shall be provided to the Town staff and posted on the Towns website one week prior to the meeting date. All Board members will be noticed of the meetings.

Section 3: Notice and agendas of special called meetings shall be provided to the Town staff and posted on the Towns website a minimum of 72 hours prior to the meeting.

Section 4: A majority of the voting members shall constitute a quorum for the transaction of business at all meetings of the membership. If a quorum is not present or represented at any meeting of the membership, no normal business may be transacted and the meeting shall be for informational purpose only and may be adjourned until a later date. If the adjournment is for more than 30 days, a notice of the adjournment shall be given to each member.

Section 5: All meetings shall be open to the public and accessible.

Article 10: Voting

When a quorum is present at any meeting, the vote of a majority of active members present in person shall decide any questions brought before such meetings.

Article 11: Conduct of Meetings

Section 1: All membership meetings shall be held in accordance with Roberts Rules of Order.

Section 2: All agenda items shall be identified by title or subject matter both on the written notice of each meeting and prior consideration at any meeting. All requests for items to be included on the agenda shall be filed with the Chairman on or before 5 p.m. the day prior to the Chairman submitting the agenda to Town staff for posting. Anything received after the deadline will be placed upon the next available meeting of the Board.

Section 3: In all cases, opportunity for public comment shall be made for each agenda item and prior to all votes by the Board. Public comment shall be limited to a time limit as prescribed by the Board.

Article 12: Conflict of Interest

No member of the Board shall introduce, speak on, or vote on any actionable item in which that member has a personal or pecuniary interest, direct or indirect. All such members may recuse themselves from the vote and speak to the item as a nonvoting member of the public.

Article 13: Subcommittees

Section 1: The Board may designate or appoint one or more ad hoc or standing subcommittees. The designation and appointment of any such subcommittees and the delegation thereto of authority shall

not operate to relieve the Board of any responsibility imposed upon them by these bylaws or regulations of the Town.

Section 2: Each subcommittee chairperson shall be appointed annually by the Chairman.

Article 14: Officers

Section 1: The officers of the Board shall be elected annually at the first meeting of each year from and by the members of the Board and shall consist of a Chairman, Vice Chairman, Secretary, and such other officers as may be deemed necessary.

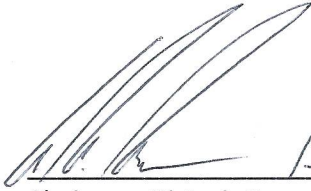
Section 2: Except as hereinafter provided, the officers of the Board shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the membership or the Town Council.

- A. Chairman: The Chairman shall preside over all meetings. In the event the Chairman is not present, the Vice Chairman will preside over the meeting. The term of the Chairman shall be for one year.
- B. Vice Chairman: The Vice Chairman shall have such duties and responsibilities as the Chairman when the Chairman is absent or unable to perform his/her duties. The term of the Vice Chairman shall be for one year.
- C. Secretary: The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Board. The term of the Secretary shall be for one year.
- D. Temporary Officers: In case of the absence or disability of any officer of the Board and of any person authorized to act in their place during such periods of absence or disability, the Chairman may from time to time delegate the powers and duties of such officer to any other officer or any other member.

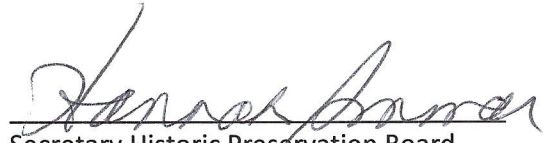
Article 15: Amendments

The membership of the Board shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by vote of two thirds of the full membership at any duly called meeting. Notice of intent to amend the bylaws shall be required prior to vote.

Hereby voted and adopted by two-thirds vote of the full membership this 27 day of 06, 2018.


Andrew D. McChase
Chairman Historic Preservation Board

Attest:


Jennifer Banner
Secretary Historic Preservation Board


Amanda Black
Vice-Chair Historic Preservation Board