

BYLAWS OF THE
MARJORIE KINNAN RAWLINGS SOCIETY
(Proposed revision copy 3/31/16; previously: amended 4/01, 1/08)

ARTICLE I NAME & PRINCIPAL OFFICE OF CORPORATION

Section 1.01. The name of this corporation shall be Marjorie Kinnan Rawlings Society (hereinafter referred to as the Society). Its principal office will be the Department of Special and Area Studies Collections, George A. Smathers Libraries, University of Florida, Gainesville, Florida. The Society may establish offices in other places deemed necessary or appropriate in the conduct of its business.

ARTICLE II PURPOSE & OBJECTIVES

Section 2.01. The purpose of the Society shall be: (a) to encourage study of, critical attention to, and general interest in the work, career, and legacy of Marjorie Kinnan Rawlings, (b) to participate in the conservation of the Marjorie Kinnan Rawlings Historic State Park at Cross Creek, Florida, (c) to educate through the development of programs and information on the writings of Marjorie Kinnan Rawlings, (d) to encourage students to develop writing skills, (e) to develop means by which all who are interested in Marjorie Kinnan Rawlings's writings may learn from each other, (f) to build the membership and financial resources of the Society.

Section 2.02. The Society is a 501(c)(3) not for profit corporation, with all proceeds being used to further the purpose of the Society. The Society shall not carry on any activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue code of 1954 or the corresponding provisions of any future United States Revenue Law.

ARTICLE III MEMBERSHIP

Section 3.01. MEMBERS. The members of the Society shall be such individuals, organizations, corporations as may be accepted from time to time in accordance with procedures established by the Board of Trustees. An individual member shall have the right to hold elective office or appointive position.

Section 3.02. VOTING. Each member attending the Annual Meeting or special meetings of the membership shall be entitled to one vote.

Section 3.03. TERMINATION OF MEMBERSHIP. The Board of Trustees may request the resignation of, or terminate the membership of, any member, whether an individual, organization, or corporation, for any act or omission which is deemed by the Board of Trustees to be inconsistent with the accomplishment of the purposes and objectives of the Society.

Section 3.04. RESIGNATION. Any member may resign by submitting written notice of resignation to the Secretary.

Section 3.05. DUES. Each member shall pay such annual dues as may from time to time be fixed by the Board of Trustees. The membership year is the same as the Fiscal Year of the Society.

ARTICLE IV MEMBERSHIP MEETINGS

Section 4.01. ANNUAL AND SPECIAL MEETINGS. The members of the Society shall meet annually, at a time and place to be determined by the Board of Trustees. Other meetings of the members may be held at the direction of a majority of the Board of Trustees.

Section 4.02. BUSINESS OF ANNUAL MEMBERSHIP MEETING. The business of the annual Membership Meeting shall include: (1) the election of Trustees and (2) such other business as may be laid before the members by the President, who shall preside at the annual Membership Meeting.

Section 4.03. VOTING. Each member, whether individual, organizational, or corporate, attending a Membership Meeting shall be entitled to one vote. Any person attending a Membership Meeting in the capacity of an individual member and also in the capacity of a delegate of a member organization or corporation shall be entitled to one vote on behalf of the latter and one vote on his or her own behalf as an individual member. No votes may be cast by proxy at any annual or other meeting of the membership of the Society.

Section 4.04. NOTICES. Notice of the time and place of the Annual Membership Meeting of the Society shall be sent to all members via postal mail or email not less than thirty (30) days in advance of the date of such meeting. In the same fashion, notice of the time and place of all other meetings of the members shall be sent to all members not less than fourteen (14) days in advance of the date of such meetings. Such notice may be given in a publication that goes to all members of the Society.

Section 4.05. REPORTS OF ANNUAL MEETING. A report of the Annual Membership Meeting and of the activities of the Society for the preceding year shall be distributed via postal mail or email to all members following the Annual Membership Meeting. Such a report may be given in a printed or electronic publication that goes to all members of the Society by the Executive Director.

Section 4.06. RULES. Robert's Rules of Order as revised shall govern the conduct of the membership meetings.

ARTICLE V TRUSTEES

Section 5.01. AUTHORITY. The affairs of the Society shall be under the general direction of a Board of Trustees, the sole policy-making body of the Society.

Section 5.02. NUMBER AND COMPOSITION. The Board of Trustees shall be comprised of the officers of the Society and additional persons elected by the membership. There shall be three classes of membership on the Board of Trustees, consisting of twelve members in each class. A maximum of thirty- six Trustees may serve at any one time.

Section 5.03. ELECTION. The Trustees shall be elected by members of the Society at the Annual Membership Meeting.

Section 5.04. TRUSTEES NOMINATION. Trustees shall be nominated by a Nominating Committee consisting of the three most recent Past Presidents or the Immediate Past President and two other members of the Society appointed by the Executive Director.

Section 5.05. VACANCIES. Any vacancies occurring in the Board of Trustees (other than a vacancy resulting from the normal expiration of the term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5.06. TERM OF OFFICE. The term of office for a Trustee shall be three years, or, in the case of completing an unexpired term, until a successor has been elected. Trustees may succeed themselves. Twelve Trustees shall be elected at each of the annual Membership Meetings.

Section 5.07. RESIGNATION. Any Trustee may resign by submitting written notice of resignation to the Secretary.

Section 5.08. MEETINGS. The Board of Trustees shall meet at least three (3) times a year on dates prescribed by the President or the Executive Director. One of those meetings, which will be the annual meeting of the Board, shall be held at the time and place of the annual meeting of the membership. Special meetings may be called at any time by the Secretary upon the order of the President or at the written request of six members of the Board. Trustees are expected to attend Board meetings.

Section 5.09. QUORUM. At the meetings of the Board, a third of the Trustees shall constitute a quorum. Any lawful action on which a majority of the entire Board of Trustees shall concur in writing or by email shall be binding and valid although not authorized or approved at any regular or special meeting of the Board, but such action shall be reported to the next meeting of the Board of Trustees.

Section 5.10. NOTICES. Written notice of the time and place of all meetings of the Board of Trustees shall be by first-class mail, telephone, fax, or email to all Trustees not less than 14 days in advance of the meeting, subject to waiver of notice as provided in Florida Statute 607.0823 (1991).

Section 5.11. RULES. Robert's Rules of Order as revised shall govern the conduct of the Board meetings.

Section 5.12. STANDARD OF CONDUCT. Florida Statutes Section 617.0832 (1991) specifies that an officer or trustee of a not for profit corporation are precluded from making any secret profit or deriving any personal advantage at the expense of the corporation. On occasions when a vote of the Board of Trustees is required on a matter, any trustee knowing or believing that he or she may have a conflict of interest shall reveal that fact to the other Board members, and will on that issue abstain from voting. A Trustee having or believing he or she may have a conflict may be counted for purpose of determining the presence of a quorum.

Section 5.13. TRUSTEES EMERITI. In addition to members of the Board of Trustees, there may be Trustees Emeriti. A Trustee Emeritus shall have the right to participate, without vote, in all meetings and activities of the Board of Trustees. To be eligible for the designation Trustee Emeritus, a person must have served as a member of the Board of Trustees for two complete terms or such other period of time as may in a given instance be designated by the Board of Trustees. A Trustee Emeritus serves at the pleasure of the Board of Trustees. Trustees Emeriti shall not be counted when considering the size of the Board, which is limited to thirty-six persons.

Section 5.14. HONORARY LIFE TRUSTEES. Honorary Life Trustees may be elected by the Board of Trustees at any time for extraordinary gifts or for extraordinary and outstanding service to the Society and shall hold such position at the pleasure of the Board of Trustees. Honorary Life Trustees may attend meetings of the Board of Trustees, but shall not be entitled to vote and shall have no duties, liabilities or responsibilities of any kind, and shall not be subject to dues. Honorary Life Trustees shall not be counted when considering the size of the Board, which is limited to thirty-six persons.

ARTICLE VI OFFICERS

Section 6.01. OFFICERS. The Officers of the Society shall be President, Vice-President, Secretary, Treasurer, and Executive Director. The Officers shall be elected by the Board of Trustees at their annual meeting in odd calendar years for two year terms. Officers shall be elected from the Board of Trustees. Any Trustee, elected to an office and whose three-year Trusteeship is ending at the time of election, shall automatically be elected to another three-year term as Trustee.

Section 6.02. NOMINATION OF OFFICERS. Officers shall be nominated by members of the Nominating Committee and elected by the Board of Trustees.

Section 6.03. PRESIDENT. The President shall have general and active management of the affairs of the Society subject to the directions of the Board of Trustees, and shall preside at all meetings of the Society and the Board of Trustees. Except for the Nominating Committee, appointments to which are governed by Section 5.04 of these bylaws, the President shall appoint the members of all standing and special committees.

Section 6.04. VICE-PRESIDENT. The Vice-President shall perform the duties of the President in the absence or incapacity of the President. In the absence or incapacity of the President and the Vice-President, the Immediate Past President shall perform such duties.

Section 6.05. SECRETARY. The Secretary shall have custody of and maintain society records, except the financial records, shall record the minutes of all meetings of the Society and Board of Trustees, and perform such other duties as may be prescribed by the Board of Trustees or President.

Section 6.06. TREASURER. The Treasurer shall have custody of all society funds and financial records, shall keep accurate accounts of receipts and reimbursements made in accordance with the directions of the Board of Trustees, and render account thereof at each Board of Trustees Meeting, the Annual Meeting of the Society and whenever else required by the Board of Trustees or President, and, in addition, shall perform such other duties as may be prescribed by the Board of Trustees or President.

Section 6.07. EXECUTIVE DIRECTOR. The duties of the Executive Director are (1) oversee the day-to-day operation of the Society; (2) arrange the program and logistics for the annual meeting; (3) negotiate contractual agreements relating to publication of the Journal; (4) oversee publicity for the Society including the Website. The Executive Director may delegate the foregoing duties, with the advice and consent of the Board of Trustees.

Section 6.10. VACANCIES. Vacancies occurring in any office for any cause shall be filled by the Board of Trustees for the remainder of the term.

ARTICLE VII COMMITTEES

Section 7.01. STANDING COMMITTEES. The Standing Committees of the Society shall be:

- a. Budget and Finance
- b. Membership Processing
- c. Nominating- See Section 5.04.
- d. Journal Editorial
- e. Archivist
- f. Monuments and Markers
- g. Newsletter
- h. Conference

Section 7.01. APPOINTMENTS TO STANDING COMMITTEES. Except for the Nominating Committee, appointments to which are governed by Section 5.04 of these bylaws, the President of the Society shall appoint all Standing Committees subject to the approval of the Board of Trustees. Membership on Standing Committees shall not be limited to the Board of Trustees.

ARTICLE VIII BUDGET & FISCAL YEAR

Section 8.01. BUDGET AND FISCAL YEAR. The Fiscal Year for the Society shall be July 1 through June 30. This Amendment shall become effective July 1, 2008. The Board of Trustees shall adopt a yearly budget at its first regularly scheduled meeting following the Annual Membership Meeting.

ARTICLE IX AMENDMENTS

Section 9.01. AMENDMENTS. These bylaws may be amended or repealed and new bylaws may be adopted by the Board of Trustees by an affirmative vote of not less than two-thirds of the members in attendance at any meeting of the Board of Trustees. Notice of the proposed action shall be given in writing at least fourteen (14) days in advance of such meeting. No such action shall be taken if it would in any way adversely affect the Society's qualification under Section 501(c)(3) of the Internal Revenue Code (or any successor provision).