



180 South Heathwood Drive Marco Island, Florida 34145

BY-LAWS of the MARCO ISLAND HISTORICAL SOCIETY, INC.

ARTICLE I. NAME AND LOCATION

Section 1. Name: The name of this incorporated organization shall be the Marco Island Historical Society, Inc. It is also known as “MIHS” or the “Society”.

Section 2. The principal office of the Marco Island Historical Society, Inc. shall be situated at 180 South Heathwood Drive, Marco Island, FL 34145.

ARTICLE II. PURPOSE

The Marco Island Historical Society, Inc. is organized for the purpose of preserving the history and heritage of Marco Island and the surrounding areas, promoting and maintaining an awareness of our area’s history, and its importance for its members and the community. In furtherance of this purpose the Marco Island Historical Society, Inc.:

- Provides programs and promotes historical awareness in the community;
- Encourages positive interactions among the Marco Island Historical Society, Inc., its members and the residents, government and other community organizations, neighboring communities, and visitors to Marco Island;
- Supports all activities believed to be beneficial to the community and its members;
- Speaks for its membership in City, County, State, and National legislative and governmental matters;
- Operates and maintains at the Marco Island Historical Museum, the gift shop, the offices of the Society, and the Rose History Auditorium;
- Raises and provides funding for the exhibits, displays, programs of both the Society and of the Marco Island Historical Museum.

ARTICLE III. LIMITATIONS OF METHODS

The Marco Island Historical Society, Inc. shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. MANAGEMENT

The Board of Directors may, but not be required to, employ an MIHS Executive Director and through the budget and review process determines his or her compensation. The qualifications and duties shall be set out in the Executive Officer’s Job Description, as adopted by the Board. If engaged, the MIHS Executive Director is responsible to the Board of Directors for the Program of Work, organization structure and procedures, volunteers, staff, budget, income and expenditures, fundraising, and supervision of membership and donor database, employment, training and supervision of staff, interpretations of policy, maintenance of quarters, and short and long range planning. If no MIHS Executive Director is engaged, then the Board of Directors shall retain the above duties and responsibilities.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Authority:

Full control of the affairs of the Marco Island Historical Society, Inc. shall be vested in the Board of Directors.

Section 2. Size:

The Board of Directors shall consist of up to twenty-one (21) members, all of which shall have voting privilege.

1. Twenty-One (21) shall be three-year directors.
2. The Immediate-Past President shall serve at least a one-year term on the Board of Directors following the conclusion of his/her term unless more remains on his or her original term in which case he or she shall complete that term. If the term has expired, the Board of Directors may consist of twenty-two (22) for that year.
3. If employed, the MIHS Executive Director is a permanent ex-official member of the Board and Committees (non-voting).

Section 3. Responsibilities:

The Board of Directors shall serve as the legislative body of the Marco Island Historical Society, Inc., and shall:

1. Establish policies which provide the framework for its decision-making responsibility on all matters affecting the civic and economic well-being of the Marco Island Historical Society, Inc. as deemed appropriate by the Board;
2. Create such committees and specialized task forces as it may, from time to time, deem advisable for the efficient operation of the corporation;
3. Approve Rules of Procedure, other than By-laws, which shall serve to guide the organization in the pursuance of its proper duties;
4. Approve the employment of the MIHS Executive Director if one is engaged.

Section 4.

Term of Office:

A member of the Board of Directors shall serve in this capacity for two, three (3) year terms or a total of six (6) years unless the Board of Directors chooses to waive this provision and determines the need for a Director outweighs this term limitation. This provision will apply to all Director Positions filled after the date these By-laws are adopted. Upon the death, resignation, or removal; a vacancy shall be filled until the next annual election in accordance with Section 6 below.

Section 5.

Meeting and Penalties:

The Board of Directors shall, if possible, hold its meetings at least once a month, a day and hour deemed to be most convenient to all concerned. Meetings of the Board shall be called whenever necessary in order for it to fulfill its fiduciary, legislative, and policy-making responsibility. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and any such member shall be considered part of the quorum when deemed appropriate by the President and/or the Executive Committee. Any Director who misses three consecutive meetings without a good excuse or who shall not have attended at least two-thirds (2/3) of the regular and special meetings of the Board of Directors in the year and any such Director who is a member of the Executive Committee who shall not have attended at least two thirds (2/3) of the aggregate of regular and special meetings of the Board of Directors and the Executive Committee in such year shall automatically cease to be a Director upon an affirmative vote of two-thirds (2/3) of the Board of Directors and written notice to such Director. If the term for which he/she was elected shall not then expire, the Board of Directors shall fill the vacancy for the unexpired term.

Section 6.

Vacancy:

The President, with the approval of the Executive Committee shall appoint a replacement Director with majority vote of the Board of Directors. Such replacement Director shall hold office until the next annual business meeting when that position will be filled by an election of the membership as provided for below.

Section 7.

Quorum:

A majority of voting members of the Board of Directors plus one shall constitute a quorum. The majority of such quorum shall control.

Section 8.

Indemnification:

The MIHS, by resolution of the Board of Directors, shall provide for indemnification by the Marco Island Historical Society, Inc. of any and all of its Directors, MIHS Executive Director or former Directors, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding; in which they or any of them are made parties, or a party by reason of having been Directors of the Marco Island Historical Society, Inc., except in relation to matter as to which such Directors shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matter as shall

be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Marco Island Historical Society, Inc. shall maintain an officers, directors, and employee liability insurance policy in an amount deemed sufficient by the Board in the above referenced resolution to insure the Marco Island Historical Society, Inc. against liability which may arise under this provision.

Section 9. Written Actions:

May be sent out by the President or Executive Committee electronically for a vote by the Board of Directors in lieu of a formal meeting. A majority or more of all Directors must approve the action for it to take effect.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Composition:

The Executive Committee shall be comprised to include:

1. The President
2. The President-Elect
3. Treasurer/Finance Committee Chairman
4. Secretary
5. Executive Director (non-voting)
6. In the event an officer above (1-4) is unwilling or unable to perform the duties associated with the committee, the board shall appoint a board member to the executive committee.
7. In the event of a vacancy, the board can appoint a replacement.

The Executive Committee may also at times consist of up to eight (8) members who may, by virtue of their responsibilities, include:

The Immediate Past President

At large by appointment of the Executive Committee

Section 2. Specific Responsibilities of the Executive Committee:

A. MIHS Executive Director

The Executive Committee shall be responsible for hiring the MIHS Executive Director. The terms, compensation, and condition of his/her employment contract shall be negotiated by the Executive Committee and approved by the board.

B. Authority Between Board Meetings

In order to promote the efficient operation of the Marco Island Historical Society, Inc., the Executive Committee shall be empowered to sit as the Board of Directors between regularly scheduled Board of Directors meetings. All decisions made by the Executive Committee sitting as the Board shall be strictly subject to the approval of the Board of Directors. The Executive Committee may bind the Marco Island Historical Society, Inc. without subsequent Board of Directors' approval if the authority to bind the Marco Island Historical Society, Inc. has been delegated to the Executive Committee by the Board either through a regular, special, or telephonic Board of Directors meeting. In the event of emergencies (as defined under State Law) the Executive Committee shall be empowered to make decisions until the conclusion of the emergency.

C. Limitations of Powers

The Executive Committee shall not have, nor may it be delegated the following powers:

1. Approve or recommend to members actions or proposals required by Florida Statutes Chapter 617 to be approved by members.
2. Fill vacancies on the Board of Directors or any committee thereof.
3. Adopt, amend, or repeal the By-laws.

Section 3. Meetings:

Meetings of the Executive Committee may be called by the President or, in his/her absence, by the President-Elect. Four (4) members of the Executive Committee shall constitute a quorum at any meeting.

ARTICLE VII. SELECTION OF DIRECTORS

Section 1. Nominating Committee:

At the regular July Board Meeting, the President with the advice and approval of the Board shall appoint a three (3) member Nominating Committee with the President-Elect serving as Chairman. If there is no President-Elect, then the President shall appoint a chairperson. The Nominating Committee shall see that the election of members of the Board of Directors is carried out according to the terms and conditions of these By-laws, and to declare the true results of said election by written report to the Board of Directors.

Section 2. Selection of Directors:

On or about, September Board Meeting, the Nominating Committee shall present a slate of candidates to replace (or to retain, if a Director runs for re-election) the Directors whose regular three-year terms are expiring or who have been appointed to fill a vacancy of a Director's position during the year. The candidate's willingness to accept Directorship responsibility shall be confirmed by the Committee. Nominations shall be made in such a manner so as to provide opportunity for representation from as many diverse members as possible.

Section 3. Notification:

Upon receipt of the report of the Nominating Committee, the President or the Secretary shall be instructed to immediately notify the membership by newsletter, letter, or email and by posting on the MIHS website the names and short biographical profile of persons nominated for Directors and of the right of petition in Article VII, Section 4, of these By-laws. A list of the candidates so nominated shall be kept on file in the Marco Island Historical Society, Inc. office.

Section 4. Petition:

Additional names of candidates for Directors can be nominated by petition bearing the genuine signature of at least ten percent (10%) of the qualified members of the Marco Island Historical Society, Inc. A qualified member of the Marco Island Historical Society, Inc. is one which has been a member for at least six (6) months prior to the date of issuance of the list of candidates by the

Secretary. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of those nominated. The determination of the Nominating Committee as to the validity of the petition shall be final.

Section 5. Determinations:

If no petition is filed within the restrictions of Section 4, the nominations shall be declared closed and the nominated slate of candidates shall be elected by the membership, at the regular Annual Business Meeting of MIHS. If additional candidates shall be nominated by a petition declared valid by the Nominating Committee, the names of all shall be arranged on a ballot in alphabetical order for election by the general membership. Voting can be by written ballot, voice, or by hand vote as determined by the Election Committee. The Election Committee shall count the ballots and report the results to the Board at their next meeting. At this time, the Board shall vote to elect the candidates receiving the most votes.

Section 6. Voting Restrictions:

Every member of the Marco Island Historical Society, Inc., whose dues are current, is entitled to one vote in any election, referendum, or membership meeting.

Section 7 Installation:

The Board of Directors shall be formally installed at the Annual Meeting.

Section 8 Certification of New Directors and election of officers:

Following the official determination of New Directors, the members of the newly constituted Board of Directors shall meet to organize themselves at a duly noticed meeting of their election at the call of the retiring President, which shall occur no later than the January Board of Directors meeting. The Directors shall elect the Officers as outlined in Article VIII.

Section 9. Emeritus Board:

The Board of Directors can name and rename Emeritus Board Directors who shall serve as non-voting advisors to the Board and participate in deliberations, such directors shall be chosen from those whose counsel and advice is of special assistance to the Board.

ARTICLE VIII. OFFICERS

Section 1. Election:

The Board of Directors following the Annual General Members Meeting shall reorganize for the coming year. The Board of Directors shall nominate from current Directors for the ensuing year, the following Officers for the ensuing year: namely the President, President-Elect, Secretary, and Treasurer. The Board may appoint such Committee Chairmen as are deemed necessary to accomplish the Program of Work and the aims of the Marco Island Historical Society, Inc. The nominee for the office of President shall be the President-Elect from the previous year, unless in the view of the Board of Directors said person is no longer able or suited to fulfill the duties of the President. If no President-Elect is in place, the Board of Directors shall select a nominee.

When the proposed nominees have been agreed upon, such information shall be presented in written form to the current President and voted upon by the full board of Directors.

Section 2. Duties of the Officers:

1. President:

The President shall preside at all meetings of the Board of Directors and the Executive Committee. He/she shall be the official representative and spokesperson of the Marco Island Historical Society, Inc. in instances and situations when such representation is appropriate. He/she shall, with the counsel and advice of the President-Elect and the Executive Committee determine the need for additional steering committees and task forces subject to the approval of the Board of Directors. He/she shall, with the counsel and advice of the President-Elect and the Executive Committee select all committee and task force Chairmen and assist in the selection of all personnel in such groups. The President shall be responsible for the approval of agreements, contract, and other instruments affecting the operation of the Marco Island Historical Society, Inc. or any of its properties. He/she shall, with the Secretary, sign all minutes and formal documents of the Marco Island Historical Society, Inc.

2. President-Elect:

He/she shall serve as Vice President of the Marco Island Historical Society, Inc., performing the duties of the President in the absence of that duly elected officer and shall act as the spokesperson in the President's absence. He/she shall with the assistance of the President and other officers prepare for the Presidency, and will also be responsible to see that the website and policy manual are kept up date. He/she will also serve as the chair of the nominating committee

3. Treasurer/Finance Chairman:

He/she will serve as a permanent member of the Finance Committee. On an as need basis, makes recommendations for board approval as to which financial institution(s) shall maintain the Marco Island Historical Society, Inc.'s operating, savings, and restricted accounts. The Treasurer shall be responsible for the financial report at the monthly Board of Directors Meeting or any Special Meeting of the Board of Directors or Executive Committee if requested. The Treasurer will present an annual review of the Marco Island Historical Society, Inc.'s financial records. Upon special request by the Board of Directors, an audit would be performed. The Treasurer may advise regarding tax regulations, regarding Society non-profit status, investment of fund, and file the annual reports and corporate tax returns.

4. Secretary:

The Secretary is responsible for the books and records (except financial) of the Marco Island Historical Society, Inc. and shall take, review, and sign, along with the President, the minutes of all meetings and be the custodian for all charter documents and records.

5. Serving in multiple roles simultaneously:

An individual can serve in more than one office at the same time. For instance, the President-Elect could also fill one of the other positions.

Section 3. Term and Starting Date:

The term of office of all elected Officers of the Marco Island Historical Society, Inc., shall be for a minimum of one (1) year or until their successors have been duly qualified, elected, and installed. Successors will be installed but take office January 1 of the year following their election.

ARTICLE IX. MEMBERSHIP

Section 1. Membership Qualifications:

All persons of good character interested in the history, heritage, and well-being who also desire to preserve and promote the objectives of the corporation herein known as the Marco Island Historical Society, Inc., will be eligible for membership.

Section 2. Application:

All applications for membership shall be in writing to the Marco Island Historical Society, Inc. said application constituting an agreement on the part of the applicant, if approved, to adhere to all By-laws, policies, and procedures adopted by the Board of Directors for the Marco Island Historical Society, Inc.

Section 3. Admission:

The admission of an applicant to membership may be subject to approval by the Board of Directors, pursuant to policies for admission set forth from time to time by the Board of Directors.

Section 4. Termination:

If any member shall fail to pay his dues within ninety (90) days from the date payable, his membership will be subject to termination by the Board of Directors.

Section 5. Resignation:

All resignations will be tendered to the Marco Island Historical Society, Inc. in writing.

Section 6. Expulsion:

Any member may be expelled for cause by resolution passed by two-thirds (2/3) of the board of Directors present at any duly called meeting for this purpose. Such member will be notified of the intention of the Board to consider his/her expulsion and will not be represented by professional counsel. The passage of such resolution will, without other action on the part of the Board of Directors, annul such membership.

Section 7. Membership Classes:

The Marco Island Historical Society, Inc. by a majority vote of the Board of Directors:

1. May grant limited complimentary memberships for not more than a one year period,
2. May establish classes, requirement, regulation, and dues for members,
3. May establish categories of active members, student members, corporate members, and other categories,

4. May make honorary members who shall receive the benefit of regular members except for payment of dues, privilege of voting and holding office.
5. May establish criteria and shall award lifetime memberships.

ARTICLE X. FINANCE

Section 1. Budget:

The Budget for the next fiscal year shall be prepared by the Treasurer and reviewed by the Finance Committee, if one is empowered, and the Executive Committee during the last quarter of the current fiscal year. The proposed Budget shall be presented to the Board of Directors for its final approval to be compiled and approved no less than sixty (60) days prior to the end of the fiscal year.

Section 2. General Fund:

Financial receipts from membership sources and other earned and unearned sources of revenue will become part of the General Fund of the Corporation. The expense for the maintenance and conduct of the organization shall be paid from the general Fund.

Section 3. Restricted Funds:

Certain funds may be provided by donations, local agencies, and/or government bodies and carry assignments in support of one or more phases of the Marco Island Historical Society, Inc.'s activities. Such funds will be segregated from the General Funds. These may include: Gift Shop receipts and revenues, Rose History Auditorium receipts and revenues, Special Events receipts and revenues, grants, Traveling or Special Exhibits receipts and revenues, Endowment funds, etc.

Section 4. Membership Investment:

A dues schedule for individuals and for business firms shall be determined by the Board of Directors. Payment shall be made on a basis as determined by the Board of Directors.

Section 5. Fiscal Year:

The fiscal year of the Marco Island Historical Society, Inc. will be determined by the Board of Directors. If not otherwise established it shall be on a calendar year.

Section 6. Bond:

Such persons as may be designated by the board of Directors to sign checks will be covered individually and collectively by bonds in the sum of ten thousand dollars (\$10,000.00) or such higher amounts as set by the Board of Directors. Also, such other employees of the Marco Island Historical Society, Inc. as may be deemed necessary shall be covered by appropriate bonds. All said bonds shall be paid by the Marco Island Historical Society, Inc.

ARTICLE XI. COMMITTEES

Section 1. Committee Formation:

The Board of Directors will authorize the formation of such committees and/or task forces as it may deem necessary and will define their duties. The President with the approval of the Board of Directors will make all such appointments including the Chairman of such groups.

Section 2. Standing Committees:

The Marco Island Historical Society, Inc. shall, in addition to ad hoc or special committees created as set out in Section 1 above, have the following Standing Committees with their Chairs appointed by the President and approved by the Board of Directors:

1. Campaign/Development/Membership
2. Executive/Nominating
3. Finance – to be chaired by the Treasurer
4. Governance
5. Endowment

Section 3. Museum Foundation:

If the Society shall determine that a museum Foundation is needed, it shall be established as a separate entity and the Board of Directors shall create and set up said Foundation. Said Foundation Board shall be either past presidents of MIHS or as determined by the Board of Directors.

ARTICLE XII. MEMBERSHIP MEETINGS

Section 1. Annual Meeting:

An annual business meeting of the membership will be held during the fourth quarter of each year and the Board of Directors will determine the date.

Section 2. Special Meetings:

Special Meetings of the membership may be called at any time by the President or, in the event of the absence of the President, then by order of the President-Elect. Notice of special meetings of the membership must be given by mailing or emailing such notice to the member in good standing whose names appear upon such rolls at least five (5) business days prior to the date of meetings.

Section 3. Monthly Program Meetings:

Monthly, at the times set by the Board of Directors. Program Meetings will be held with programs set up by the Chairman of Programs or MIHS Executive Director.

Section 4. Membership Quorum:

At least twenty (20) members present at any meeting of the membership will constitute a quorum.

ARTICLE XIII. PUBLIC POLICY POSITIONS

Section 1. Board Action:

The Board of Directors of the Marco Island Historical Society, Inc. may at its discretion decide to take a position on a matter of public policy by a vote of two thirds (2/3) of the directors on such position. Upon the taking of such a position, the Marco Island Historical Society, Inc. shall notify its membership by an appropriate means of the position it has taken.

Section 2. Membership:

Should the Board of Directors desire, at any time, to determine from the membership its opinion on a position of the Marco Island Historical Society, Inc. on any matter, a referendum vote by mail or email may be taken:

- a. Upon the direction of the Board of Directors, or
- b. Upon petition signed by not less than ten percent (10%) of the members of the Marco Island Historical Society, Inc. in good standing. The Board of Directors will determine the manner in which the referendum will be conducted.

Section 3. Contents:

All propositions submitted to the membership by referendum will be stated objectively. Those favoring the proposition will vote "YES" and those opposing will vote "NO". The Secretary will cause to be mailed or emailed to each member the following: a concise, impartial statement of the proposition approved by the Board of Directors.

Section 4. Validity:

It shall be necessary that at least one fourth (1/4) of the membership of the Marco Island Historical Society, Inc. in good standing will vote within fifteen (15) days or such time as may be fixed by the Board of Directors for the referendum to be binding.

Section 5. Authority:

A majority of those voting will bind the Marco Island Historical Society, Inc.

ARTICLE XIV. DEBTS AND OBLIGATIONS

Section 1. Debt and Obligation Responsibility:

No Officer, Employee, or Agent of this Corporation; will create or cause to be created, any obligation for the payment of money or other things of value, nor will any money be appropriated or paid out of the General Fund, nor any contract or other account whatsoever agreed to by an Officer, Employee, or Agent of this Corporation; the result of which creates a debt of obligation or attempts to create an obligation binding upon this Corporation, unless the same is authorized by a provision therefore, in the Budget duly by the Corporation, or unless the same is authorized, directed, or ratified by the Board of Directors of this Corporation in a regular meeting or a special meeting called for that purpose.

Section 2. Payment of Bills:

All bills will be paid by check which will be signed by any one (1) of the following: The President, President-Elect, Treasurer, Secretary, or designee of the President authorized by his/her special request; which designee must be a member of the Board of Directors. Board of Directors may authorize the use of Debit cards pursuant to established policies and procedures adopted by the board.

ARTICLE XV. PARLIAMENTARY RULES

Section 1. Procedure:

The proceedings of all meeting of the Board of Directors, the Executive Committee, and all Committees will be governed by and conducted according to the latest edition or Manual of Robert's Parliamentary Rules using simplified Rules if available.

Section 2. Governance:

The Secretary shall act as the Parliamentarian of the Society.

ARTICLE XVI. DISSOLUTION

Section 1. Uses of Funds:

- The Marco Island Historical Society, Inc. shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure or be distributed to the members of the Marco Island Historical Society, Inc. Upon the dissolution of the Marco Island Historical Society, Inc., its assets shall only be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE XVII. EMERGENCY BY-LAWS

Section 1. Emergency By-Laws:

The Emergency Bylaws shall operate during any emergency in the conduct of the business of the Marco Island Historical Society, Inc. resulting from any catastrophic event (e.g. Hurricane), notwithstanding any different provision in the preceding articles of the Bylaws or in the Florida Nonprofit Corporation Act. An emergency is considered to exist if a quorum of the Marco Island Historical Society, Inc., directors cannot readily be assembled due to the catastrophic event. The Emergency Bylaws shall remain in effect during such emergency and upon its termination they shall cease to operate.

Section 2. During any Such Emergency

A meeting of the Board of Directors may be called by any officer or director of the Marco Island Historical Society, Inc. The person calling the meeting shall give notice of the time and place of the meeting to such directors as it may be feasible to reach by any available means of communication, including but not limited to publication or radio. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting. At any such meeting of the Board, a quorum shall consist of at least one (1) officer and three (3) other Board members.

Section 3. Lines of Succession

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Association shall for any reason be rendered incapable of discharging their duties. Either before or during any such emergency, the Board may change the principal place of business, effective in the emergency, or designate several alternative such locations or regional offices, or authorize the officers to do so.

Section 4. Liability

No officer, director, or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

Section 5. Amendment

The Emergency Bylaws shall be subject to repeal or change by further action of the Board or by action of the members, but no such repeal or change shall modify the provisions of the preceding Sections with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE XVIII. AMENDMENTS TO BY-LAWS

Section 1. *Amendments to By-laws:*

These By-laws may be amended either by a vote of the members or by a vote of two thirds (2/3) of the members of the Board of Directors after an amendment, or amendments, have been duly proposed either by the membership or by the Board of Directors, the method of amendment to be at the sole discretion of the Board of Directors. In the event the Board chooses to submit amendments to the membership, a notice in writing furnished to each of the member no less and thirty (30) days prior to a day certain for the adoption of said amendment or amendments. During the thirty (30) day period, the membership will be notified that they may vote for or against the proposed amendment. The majority of those members who cast a ballot shall control.