



Bylaws

of the

Ormond Beach Historical Society

as amended

April 20, 2017

**The Bylaws of the Ormond Beach Historical Society
are available online as a .pdf or .doc file.
To obtain a copy, please contact the OBHS office.**

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**ARTICLE I
NAME**

The name of the organization shall be THE ORMOND BEACH HISTORICAL SOCIETY, INCORPORATED, hereinafter known as the Society.

**ARTICLE II
OBJECTIVE**

Section 1

The objective of the Society shall be to preserve and protect the historical, cultural and natural resources of the Ormond Beach area and to promote the development and use of these resources through a program of public education for the benefit and improvement of the community. To this end the Society will cooperate with and assist, where practical, other organizations that support these same objectives.

Section 2

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III
MISSION AND PURPOSE**

Section 1

The mission of the Ormond Beach Historical Society, Inc. is to share the rich history of Ormond Beach through education and preservation.

Section 2

The mission and purpose of this corporation shall be to obtain, preserve, exhibit and stimulate interest in the history relating to the city of Ormond Beach and surrounding communities; to engage in all lawful purposes permitted under the laws of the State of Florida for non-profit corporations.

- A. To promote the historic preservation, protection, and use of properties, both real and personal, including, but not limited to land, structures, artifacts, memorabilia and activities involving such properties that have been in existence for extended periods of time, or that by their nature or use, are of general historical interest to residents of the city of Ormond Beach and surrounding areas.
- B. To aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Ormond Beach, organized for similar purposes.
- C. To pursue educational activities by publications, meetings, seminars and other means, for the instruction of members and the public to enhance the significance of, and appreciation for, preservation of the history, culture, architecture and folklore of the city of Ormond Beach and surrounding areas, and to foster a greater understanding of the value there of.
- D. To solicit, receive and administer funds for the aforementioned, including awards for scholarships or educational assistance to students within the city of Ormond Beach and surrounding areas.

**ARTICLE IV
MEMBERSHIP**

Section 1

Any person, business or organization, who supports the objectives of the Society shall be eligible for membership in the Society. Each classification of membership shall have a single vote. Membership Classifications shall be defined in the standing rules.

The Society Membership Classifications are as follows:

INDIVIDUAL	I
FAMILY	F
STUDENT (to age 21)	ST
HERITAGE	H
LIFE	L
BUSINESS	B
NON-PROFIT	NP

ARTICLE V
DUES

The annual dues of the Society shall be determined by a majority vote of the Board. All dues are payable on the anniversary date of each member. Dues will be delinquent 30 days later.

ARTICLE VI
ENDOWMENT FUND CONTRIBUTIONS

Section 1

Any contributor of \$5,000.00 or greater to the endowment fund will have their name added to the "Endowment Fund Contributor Plaque".

Section 2

All monies donated to the Endowment Fund shall remain separate from the operating funds of the organization. Only the earnings of the fund may be used for the operations of the Society. They may be invested in FDIC insured Certificates of Deposit, U.S. Treasury Securities or Money Market accounts.

ARTICLE VII
ELECTED OFFICERS

The officers of the Society shall consist of the following:

PRESIDENT
PRESIDENT ELECT
FIRST VICE-PRESIDENT
SECOND VICE-PRESIDENT
RECORDING SECRETARY
TREASURER

ARTICLE VIII
DUTIES OF ELECTED OFFICERS

Section 1

THE PRESIDENT shall have served on the Board of Directors (current or previous) for a minimum of twelve (12) months. The PRESIDENT shall have general supervisory authority over all of the affairs of the Society and shall preside at all meetings of the Board of Directors and the Society Membership. Except for the Nominating Committee, the President shall appoint, subject to approval of the Board of Directors, all standing and special committees deemed necessary. The President shall fill by temporary appointment any vacancy in any elected office of the Society until a successor is elected.

Section 2

THE PRESIDENT-ELECT shall have served on the Board of Directors (current or previous) for a minimum of twelve (12) months. The PRESIDENT-ELECT position shall entail training for assuming the office of President. The PRESIDENT-ELECT shall assist the President as requested, preside in the absence of the President and succeed to the position of President in the event the position is vacated. The PRESIDENT-ELECT shall oversee the Fund Raising and Special Events Committee and report the activities to the Executive Board.

Section 3

The FIRST VICE-PRESIDENT shall assist the President as requested, preside in the absence of the President and President-Elect. The FIRST VICE-PRESIDENT shall oversee the Education Committee and report the activities to the Executive Board.

Section 4

The SECOND VICE-PRESIDENT shall assist the President upon request in the discharge of all duties, preside in the absence of the President, President-Elect and the First Vice-President. The SECOND VICE-PRESIDENT shall oversee the Museum and Preservation Committees and report the activities to the Executive Board.

Section 5

The RECORDING SECRETARY shall record minutes of Board and Executive Board meetings and shall distribute copies of the Board minutes either by mail or electronically via email to the Board of Directors. The Executive Board minutes shall be available upon request. The RECORDING SECRETARY shall be custodian of all documents concerning the Society unless noted otherwise in these bylaws. The RECORDING SECRETARY shall possess a current membership list.

Section 6

- A. The TREASURER shall be custodian of all monies and shall transact all financial matters of the Society; shall be responsible for the annual budget; shall give a financial accounting to the Board of Directors at all meetings and to the Society members at the Annual Meeting. All expenditures and commitments of funds not in the Annual Budget must be approved by the Board of Directors. All checks shall be signed by either the President, the Treasurer, Immediate Past President or the Executive Director as limited in the Standing Rules. The Treasurer shall have available the accounts for review within 90 days after the close of the fiscal year.
- B. The TREASURER shall maintain the Corporate Seal, be responsible for the Articles of Incorporation, tax certificates and all legal that pertain to the organization.

Section 7

The immediate PAST PRESIDENT shall serve as advisor to the board, shall oversee the Membership & Volunteer Committee, and report the activities to the Executive Board.

ARTICLE IX MEETINGS

Section 1

The annual Meeting of the Society members shall be held each year on such date as determined by the Board of Directors.

Section 2

Special meetings of the Society members may be called by the President at any time or at the request of at least ten (10) members of the Society.

ARTICLE X BOARD OF DIRECTORS

Section 1

The Board of Directors shall meet monthly on the third Thursday except during the summer months as determined by the Board. The date of the monthly meeting may be changed from the third Thursday by a majority vote of the Board at a regular meeting.

Section 2

- A. The Board of Directors shall attend all Board meetings, perform all duties as described herein and oversee the administration of all Society matters. Board members must serve on at least one (1) Standing Committee and at least one (1) other committee.
- B. An excused absence must be communicated to the Secretary prior to the Board Meeting. Two (2) unexcused absences from the meetings of the Board of Directors in one calendar year shall constitute resignation from the board.
- C. Removal of a Board Member for cause shall be governed by the most recent edition of Robert's Rules, newly revised.

Section 3

The Board of Directors shall number not less than fifteen (15) nor more than thirty (30) members, except that the President of the Ormond Beach Woman's Club shall automatically serve as a board member without being counted as part of the overall total. A quorum shall be thirty percent (30%) of the elected Directors.

Section 4

No officer or Society member shall incur any expense in the name of the Society except with full authority of the Board of Directors.

ARTICLE XI
TERM LIMITS

Section 1

The Board of Director members will serve for a term of one (1) year.

Section 2

The Executive Board members shall serve for a term of one (1) year.

Section 3

Any board member may submit a written request to the Executive Board for a leave of absence. If granted, this leave shall be for no more than one (1) year.

Section 4

The fiscal year shall run from January 1 to December 31.

ARTICLE XII
EXECUTIVE BOARD

Section 1

The Executive Board shall consist of the elected officers of the Board of Directors and the immediate Past President.

Section 2

The Executive Board shall be empowered to transact emergency business between the Board meetings with the ratification of the Board of Directors at its next meeting.

Section 3

The purpose of the Executive Board shall be to address items of concern that may be presented at the general Board meeting. Any motions passed by the Executive Board must be ratified by the Board of Directors.

Section 4

The Executive Board shall prepare the Annual Budget with the direction of the TREASURER.

ARTICLE XIII
COMMITTEES

Section 1

The six Standing Committees shall be:

EDUCATION
FUND RAISING & SPECIAL EVENTS
MEMBERSHIP & VOLUNTEER
MUSEUMS
PRESERVATION
PUBLICITY

Each committee shall have at least three (3) members, with a Board member as chairman. The chair of each committee shall be appointed by the President.

Section 2

The EDUCATION COMMITTEE shall be responsible for creating and directing programs related to the history and culture of Ormond Beach and our surrounding communities. This includes tours, lectures, and other educational activities.

Section 3

The FUNDRAISING & SPECIAL EVENTS COMMITTEE shall recommend to the Board and be responsible for fundraising and special events with which the Society should be involved, including the annual meeting. This committee shall also oversee and recommend to the Board matters regarding donations and grants.

Section 4

- A. The MEMBERSHIP AND VOLUNTEER COMMITTEE shall be responsible for maintaining a current membership list and the recruitment and retention of members of the Society. It shall be responsible for the renewal process of all current members and the formal orientation of new Board members.
- B. The Society's membership list will be maintained by office staff under the direction of the MEMBERSHIP AND VOLUNTEER COMMITTEE. A current membership list will be made available to other Board Members upon request.
- C. This committee shall be responsible for recruiting volunteers to assist the various committees. A list of the volunteers shall be maintained for the use of all committees.

Section 5

The MUSEUM COMMITTEE shall be responsible for overseeing the mission and operation of the MacDonald House, the Cupola, the Anderson-Price Memorial Building and any other OBHS museum sites. It shall plan and design the exhibits. It shall acquire, monitor, and catalog all museum items, and donations. It shall create the plans and facilitate the physical changes and/or additions made to any OBHS museum.

Section 6

The PRESERVATION COMMITTEE shall be responsible for advising the Board on matters concerning historic sites and facilitate our involvement where necessary with government officials. It shall be responsible for the development, modification, and implementation of a strategic plan for the sites. It shall be responsible for the identification, security and maintenance of historic sites and the identification of artifacts from these sites in compliance with Florida State law and procedures as defined by the Florida State Division of Historical Resources.

Section 7

THE PUBLICITY COMMITTEE shall be responsible for overseeing, preparing or reviewing all printed and electronic marketing and advertising materials, including flyers, posters, signs, and press releases; to insure proper and consistent use of OBHS's name and logo. The committee shall produce and oversee the printing and distribution of the newsletter. The committee shall manage, coordinate and update the OBHS website.

Section 8

THE AUDIT COMMITTEE shall be appointed by the President and composed of three (3) members of the Society, one (1) of whom shall be a former treasurer. This audit shall be done annually 120 days after the fiscal year ends.

ARTICLE XIV NOMINATION & ELECTION OF DIRECTORS & OFFICERS

Section 1

- A. The NOMINATING COMMITTEE shall consist of five (5) members: three (3) from the Board and two (2) from the general membership. A decision can be made with a minimum of three (3) members. Only one carry-over member from the previous year may be allowed to serve a second term. It shall be elected by the Board at the May meeting. The committee shall elect its own chair.
- B. The committee shall prepare a written ballot listing the nominees for the Board of Directors. These nominees shall obtain OBHS membership prior to their name being placed on the ballot; shall submit a written resume and shall meet with the Nominating Committee.
- C. The Board of Directors ballot shall be presented to the current Board members for approval at the September meeting. Ten (10) days prior to the September meeting the Nominating Committee Chair shall mail or e-mail the ballot; and nominee's resumes to the current Board Members. Election shall be by written ballot.
- D. After the Board approves the ballot at the September meeting, the Nominating Committee chair shall mail or e-mail the ballots listing all the nominated Board Members to all the Society members for voting not later than twenty (20) days prior to the October Board meeting. The Executive Director may assist in this notification.
- E. The Board nominees shall be deemed elected if there is not a majority of Society membership ballots returned with negative votes. For approval, no minimum number of returned ballots is necessary. No write-in candidates are allowed.

Section 2

- A. The committee shall prepare a written ballot listing nominees for officers of the Society selected from the newly elected Directors to be voted on by the Board of Directors at the November meeting. Ten days prior to the November meeting the Nominating Committee chair shall mail or e-mail the ballot to the current Board Members.

- B. After the Nominating Committee's presentation of its nominees for officers of the Society, the presiding officer shall ask for any nominations from the floor. Election shall be by written ballot prepared by the Nominating Committee chair.
- C. The terms of office shall be from January 1 to December 31 each year.

Section 3

- A. Any Board member may recommend a replacement to fill any Officer or Director vacancy. These Director nominees shall obtain OBHS membership prior to their name being placed on the ballot, shall submit a written resume and attend a Board meeting before a vote is scheduled. The candidate shall not attend the Board meeting at which the vote is scheduled.
- B. Officer or Director vacancies, as a result of resignation or otherwise, shall be filled at any meeting of the Board provided notice of that meeting and intent to vote is given to the Board Members in writing, either by mail or e-mail, at least ten (10) days prior to that meeting. This vote shall require a two thirds (2/3) vote of a quorum of the Directors present at any meeting of the Board.

ARTICLE XV
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, current edition, provides parliamentary guidance when not in opposition to these bylaws.

ARTICLE XVI
AMENDMENTS

Section 1

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting. All proposed amendments to the bylaws shall be sent either by mail or e-mail to all Directors with a notice of the meeting at least ten (10) days prior to that meeting.

Section 2

Once approved by the Board of Directors, the bylaws in new form shall be published and made available to the entire membership.

ARTICLE XVII
DISSOLUTION

Section 1

In the event of dissolution of the corporation, previous notice shall be given to all members to attend a special meeting, at which time a 2/3 vote shall be needed to justify the charter.

Section 2

Upon dissolution of the corporation, the assets of the corporation shall be distributed exclusively to a historic Ormond entity or according to Florida state law.

Section 3

No member of the corporation or any private individual shall be entitled to share in the distribution of assets.

APPROVED AS AMENDED:
April 27, 1997; January 15, 1998; December 17, 1998;
March 25, 1999; February 17, 2000; May 17, 2001;
September 20, 2001; September 19, 2002;
September 19, 2003; April 4, 2005; September 15, 2005;
March 16, 2006; August 28, 2008; September 20, 2012;
September 17, 2015.

STANDING RULES

(Amended October 18, 2012; February 21, 2013)

Standing rules are administrative procedures that establish guidelines for the conduct of the organization. They require only a majority vote to adopt. A standing rule may be suspended for one meeting by a majority vote. To amend them takes either a majority vote with previous notice or, without notice, a two-thirds vote or a majority vote of the entire membership of the Board of Directors. Bylaws supersede the Standing Rules.

1. Board meetings are scheduled for the third Thursday of each month at 4 p.m. The Executive Committee meets upon the call of the President, generally the week before the Board meeting.
2. A Board member may not simultaneously be a paid employee of the Society for more than ninety (90) days.
3. All donations become a possession of the Society. Donors must be given the donation form and be made fully aware of the disposition of the item(s), i.e. stored, displayed, sold. A record of the tangible donation shall be kept by the Society including: date donated, donor, item, approximate value and disposition.
4. The Recording Secretary shall maintain a separate record of all motions passed by the Board of Directors. A copy shall be available in the OBHS office.
5. Board members must comply with the budget. And expenditure exceeding the budget requires Board approval.
6. Any check over \$500.00, excluding payroll checks, must be signed by two authorized persons. Any check paid to an authorized signor cannot be signed by the same.
7. All "in-kind donations" shall be recorded by the event chairman in their closing report and submitted to the OBHS office for filing.
8. Donations over the amount of \$100.00 made to the Society for specific expenditures shall be paid by the Society only for that purpose.
9. Committee chairs shall submit a budget request for the upcoming year to the Treasurer before the October Executive Board meeting.
10. Committee chairs shall prepare an agenda for each committee meeting, set the meeting schedule, and list the annual goals of the committee.
11. Annual employee reviews are to be completed in the first quarter of each calendar year. The Executive Director is reviewed by the current and past year President.
- 12.

All members receive benefits as listed in the new member brochure application. The Membership classifications are defined as follows: Individual is one person to receive benefits. Family is more than one individual residing at the same address receiving benefits. Student is a person under 21 years of age. Heritage is one or more people residing at the same address receiving those benefits. Life is one person receiving benefits for their lifetime. Non-profit is as defined by the IRS. Business is any company.

OBHS Officers 2017

Officers assume office January 1, 2018.
Installed at Annual Meeting, first part of
2018.

President – Jeff Blass

President-Elect – Joan Skirde

First Vice President – Cathy Hubka

Second Vice President – Dr. Philip J.
Shapiro

Treasurer – Mary Lu Leveroni

Recording Secretary – Abbe Letendre

Past President – Pat Sample

Officers are the Executive Board and meets
monthly to discuss issues relevant to the
organization usually a week before