



Bylaws of the Ormond Beach Historical Society, Inc.

Amended February 17, 2022

Ormond Beach Historical Society, Inc.
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ARTICLE I
NAME

The name of the organization shall be THE ORMOND BEACH HISTORICAL SOCIETY, INCORPORATED; also known as the Society or OBHS.

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 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 thereof.
- 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

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.

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

All monies donated to the Endowment Fund shall remain separate from the operating funds of the organization. Any assets contributed to the Society for purposes of its endowment, or concerning which the donor gives a written direction or authorization to use only "income," "interest," "dividends," or "rents, issues, or profits," or "to preserve the principal intact," or words of similar import, along with any other funds that the governing body of the Society wishes to use for such purposes, shall be transferred by the Society to the Community Foundation of Volusia & Flagler, a division of the United Way of Volusia-Flagler Counties, Inc., a Florida not-for-profit corporation, to be held as part of the Ormond Beach Historical Society Endowment Fund subject to the terms governing such fund.

ARTICLE VII
ELECTED OFFICERS

The Officers of the Society shall consist of the following:

PRESIDENT, FIRST VICE PRESIDENT, SECOND VICE PRESIDENT, RECORDING SECRETARY,
TREASURER, IMMEDIATE PAST PRESIDENT.

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, 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 FIRST VICE PRESIDENT shall have served on the Board of Directors (current or previous) for a minimum of twelve (12) months. The First Vice President 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.

Section 3

The SECOND VICE PRESIDENT shall assist the President as requested and preside in the absence of the President and the First Vice President.

Section 4

The RECORDING SECRETARY shall record minutes of Board and Executive Board meetings and shall distribute copies of the Board minutes either by mail or email to the Board of Directors. The Executive Board minutes shall be available upon request. The Recording Secretary shall be responsible for overseeing the Executive Director in maintaining the Corporate Seal, Articles of Incorporation and all legal documents that pertain to the Society.

Section 5

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 Executive Board and 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 the President, Treasurer, or Executive Director as defined in the Standing Rules. The Treasurer shall have available the accounts for review within 60 days after the close of the fiscal year. The Treasurer shall oversee a review of all Society insurance policies prior to setting of the budget each fiscal year.

Section 6

The IMMEDIATE PAST PRESIDENT shall serve as an advisor to the 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 as determined by the Board.

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 actively on one (1) Standing Committee.
- B. All absences from the meetings of the Board of Directors must be communicated to the Secretary prior to the Board meeting. Failure to do so will result in an unexcused absence. Three (3) unexcused absences from the meetings of the Board of Directors in one calendar year shall constitute resignation from the Board. Excused absence is defined as illness, death in the family, out-of-town travel, and unanticipated work obligations.
- C. 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.
- D. Removal of a Board member for cause shall be recommended by the Executive Board and approved by the Board of Directors.

Section 3

The Board of Directors shall number not less than fifteen (15) or 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 without the full authority of the Board of Directors.

**ARTICLE XI
TERM LIMITS**

Section 1

The Board of Director members shall serve for a term of one (1) calendar year, January 1 to December 31, or if elected during the year complete that year.

Section 2

The Officers shall serve for a term of one (1) calendar year, January 1 to December 31.

Section 3

The fiscal year shall run from October 1 to September 30.

ARTICLE XII
EXECUTIVE BOARD

Section 1

The Executive Board shall consist of elected Officers from 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.

Section 5

The Executive Board will assist the Executive Director by making recommendations for grants. The Executive Director will complete documentation for grants.

Section 6

The Executive Board will review all hiring and firing of employees and make recommendations on behalf of the Board.

ARTICLE XIII
COMMITTEES

Section 1

The eight Standing Committees shall be:

EDUCATION, FUND RAISING & SPECIAL EVENTS, MEMBERSHIP & VOLUNTEER, BUILDINGS & GROUND, EXHIBITS & COLLECTIONS, PRESERVATION, PUBLICITY, NOMINATING

Each committee shall have a Chair and Vice-Chair and at least three (3) members, with a Board member as chair. The Chair of each committee shall be appointed by the President, except for the Nominating Committee

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 sponsored by the Society, including the annual meeting.

Section 4

The MEMBERSHIP & VOLUNTEER COMMITTEE shall be responsible for maintaining current membership and volunteer lists. It shall be responsible for the recruitment and retention of members of the Society including the membership renewal process. The Society's membership and volunteer lists shall be maintained by office staff under the direction of the Membership Committee. Current membership and volunteer lists will be made available to Board members upon request.

Section 5

The BUILDINGS AND GROUND COMMITTEE shall be responsible for overseeing the operation of the Anderson-Price Memorial Building, the Cupola, the MacDonald House and any other OBHS museum sites. It shall plan and facilitate the physical changes and/or additions made to any OBHS building.

Section 6

The EXHIBITS AND COLLECTIONS COMMITTEE shall plan, design, and install exhibits. It shall manage collections following the American Alliance of Museums standards and best practices.

Section 7

The PRESERVATION COMMITTEE shall be responsible for advising the Board on matters concerning historic sites and facilitating 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. The identification of artifacts from these sites shall be in compliance with Florida State law and procedures as defined by the Florida State Division of Historical Resources.

Section 8

The PUBLICITY COMMITTEE shall be responsible for overseeing, preparing or reviewing all printed and electronic marketing and advertising materials, including flyers, posters, signs, newsletters and press releases to insure proper, consistent use of OBHS name and logo. The Office Manager shall manage, coordinate and update the OBHS website in cooperation with Publicity and all other committees.

Section 9

The NOMINATING COMMITTEE shall be responsible for recruiting and nominating candidates for the Board of Directors and Officers. 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. The Nominating Committee shall be elected by the Board at the November meeting; it shall elect its own chair.

Section 10

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 AND ELECTION OF DIRECTORS AND OFFICERS

Section 1

- A. The Nominating Committee shall review the qualifications of all new and existing Board members. New nominees shall obtain OBHS membership prior to their name being placed on the ballot, submit a written resume and meet with the Nominating Committee.
- B. 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 nominees' resumes to the current Board members. Election shall be by written ballot prepared by the Nominating Committee Chair.
- C. After the Board approves the ballot at the September meeting, the Nominating Committee Chair shall mail or e-mail the ballot listing all the nominated Board members to all Society members for voting not later than twenty (20) days prior to the October Board meeting. The Office Manager may assist in this notification.
- D. 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 Nominating Committee shall prepare a written ballot of 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 (10) 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.

Section 3

- A. Any Board member may recommend a new member to join the Board or a replacement to fill any Officer or Director vacancy during the year. These nominees shall obtain OBHS membership prior to their name being placed on a ballot, submit a written resume and meet with the Nominating Committee
- B. Officer or Director vacancies 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.

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, an attorney shall be consulted to advise the Society on the requirements of applicable Florida state law.

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; April 20, 2017; August 17, 2017; August 16, 2018; November 21, 2019; April 20, 2020; October 15, 2020; February 17, 2022.