

# **West Volusia Historical Society**

## **By-Laws**

**Revised May 15, 2018**

### **ARTICLE I – NAME**

The name of this non-profit organization shall be "West Volusia Historical Society, Inc." The Society is registered with the State of Florida as a tax exempt 501c3 Corporation.

### **ARTICLE II – MISSION STATEMENT**

The mission of this society shall be to preserve and promote the history of West Volusia County.

### **ARTICLE III – OBJECTIVES**

1. To gather, conserve and make accessible those documents, photographs and artifacts, which comprise the historical record of the area.
2. To foster community awareness of and pride for historic structures and archeological sites within the area.
3. To offer educational programs which increase public awareness of the unique historical contributions of the area among all age groups.
4. To recognize and support all similar individual and group efforts which respect the area's collective past.

### **ARTICLE IV – GOVERNANCE**

Section 1 – The Business of the Society shall be managed and its corporate powers exercised by the Board of Directors.

Section 2 – The governing documents of the Society shall be the By-Laws and the Standing Rules (Procedures and Policy details).

### **ARTICLE V – MEMBERSHIP AND DUES**

Section 1 – Any person interested in the mission and objectives of the Society shall be eligible for membership and shall become a member upon payment of dues as set forth by the Board of Directors. Membership shall not be restricted by race, religion, gender or disability.

Section 2 – Classes of membership and dues shall be created by the Board of Directors and included in the Standing Rules.

Section 3 – Dues shall be payable annually on or before the month the member joined or renewed membership.

## ARTICLE VI – **FISCAL YEAR**

The corporate fiscal year shall be January 1 through December 31.

## ARTICLE VII – **BOARD OF DIRECTORS**

Section 1 – The Board of Directors shall consist of the four Officers and nine duly-elected Directors, making a total of 13 members.

Section 2 – Six members shall constitute a quorum of the transaction of business at any Board of Directors meeting.

Section 3 – The immediate Past-President shall also serve as an ex-officio member of the Board of Directors during the year succeeding his/her term of office.

Section 4 – The terms of office shall be three years for Directors and one year for Officers. In the event that a Director or officer does not complete his/her full term, his/her replacement shall serve for the remainder of the term.

Section 5 – The Board of Directors shall meet at least four times a year. Special meetings of the Board may be called at any time by the President or any three Directors. Notice of special meetings of the board shall be given 48 hours prior to such a meeting.

Section 6 – Any Director who does not attend three meetings in a year without giving notice to the President or showing adequate reason for being absent may be replaced for the remainder of his/her term by the President with the approval of the Board of Directors.

Section 7 – It is the fiduciary responsibility of the Board of Directors to manage the Society's resources effectively thereby insuring the Society's continued viability, as well as public trust and accountability.

Section 8 – The Board of Directors may appoint an Executive Director to serve for such a time and for such compensation as the Board of Directors shall direct. The Executive Director shall be the daily operations administrator subject to the authority of the President and the Board of Directors and shall perform such duties as are assigned. A job description for the Executive Director shall be written and approved by the Board of Directors and recorded in the Standing Rules.

Section 9 - The Board of Directors may appoint an Assistant Executive Director to serve for such a time and for such compensation as the Board of Directors shall

direct. A job description for the Assistant Executive Director shall be written and approved by the Board of Directors and recorded in the Standing Rules.

Section 10 – The Board of Directors may appoint a curator for the DeLand House Museum to serve for such a time and for such compensation as the Board of Directors shall direct. A job description for the Curator shall be written and approved by the Board of Directors and recorded in the Standing Rules.

Section 11 – The Board of Directors may appoint a librarian for the research library to serve for such a time and for such compensation as the Board of Directors shall direct. A job description for the Librarian shall be written and approved by the Board of Directors and recorded in the Standing Rules.

#### ARTICLE VIII – **OFFICERS**

Section 1 – The officers of the Board of Directors shall be President, Vice President, Secretary and Treasurer.

Section 2 – Duties of Officers

*PRESIDENT* – The President shall supervise plans for extending, unifying and rendering efficient the work at the Society.

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The President shall preside at all meetings of the Society, the Board of Directors and special meetings when called.

The President shall be responsible for signing all deeds, mortgages, conveyances and contracts in the name of the Society when authorized to do so by the Board of Directors.

The President shall have the power to appoint, with the approval of the Board of Directors, all Standing and Special Committees, with the exception of the Nominating and Awards Sub-committees, where the President shall nominate only the Chairperson.

The President shall be ex-officio a member of all committees except for the Nominating and Awards sub-committees.

The President shall present the Annual Report to the Membership at the January meeting.

*VICE PRESIDENT* – The Vice President shall, in the absence of the President, perform all duties of that office and shall also serve as Chairperson of the Membership Committee.

*SECRETARY* – The Secretary shall make and keep the minutes of the Board of Directors' meetings and business conducted at the general membership meetings and ensure that they are distributed.

The Secretary shall keep track of all approved amendments to the By-Laws and Standing rules and ensure that they are recorded in the office copies of these documents.

*TREASURER* – The Treasurer shall receive all monies due to the Society and shall keep an accurate record thereof.

The Treasurer shall deposit all monies in the name of the Society in such banks or trust companies as the Board of Directors shall direct and shall pay all bills authorized by the Board of Directors.

The Treasurer shall file financial reports for audit and present an Annual budget report at the February Board of Directors meeting.

The Treasurer shall work with his/her successor to insure the successful transfer of all monies, vouchers, books and papers of the Society in a timely manner.

#### **ARTICLE IX – NOMINATIONS OF DIRECTORS AND OFFICERS**

Section 1 – The Nominating Sub-Committee shall consist of three members of the Society. One shall be appointed by the President. Two shall be elected by the General Membership at the **October** meeting. The person appointed by the President shall serve as Chairperson of the Nominating Committee. The Chairperson of the nominating committee shall not succeed him or herself.

Section 2 - The Nominating Sub-Committee shall prepare a single slate which shall be presented to the General Membership at the **November** meeting. The slate shall consist of President, Vice President, Secretary, Treasurer, and three directors. Following the report of the Nominating Committee, nominations from the floor will be in order providing the consent of the nominee has been secured.

Section 3 – Elections shall be held at the **December** General Membership Meeting of each year and voting shall be by written ballot, unless there is only one nominee for each office, in which case the election may occur by voice vote. If the voting is by ballot, three tellers, appointed by the President, shall tally the voting. A plurality of those voting shall elect.

Section 4 – The President, Vice President, Secretary, and Treasurer of the Society shall be nominated and elected from those who are members in good standing.

Section 5- A Director who has been elected to three consecutive terms shall not be nominated to the same office unless one year elapses between the end of his/her last term and the beginning of the term for which he/she is nominated.

Section 6 – Vacancies occurring during the term of office shall be filled for the unexpired portion of the term by the appointment of the Board of Directors except in the case of President. Should there be a vacancy in the office of the President, the vacancy shall be filled by the Vice President.

Section 7 – Officers and Directors elected shall take possession of their office immediately upon election in December. Induction shall be at the first Board of Directors Meeting following the election.

#### ARTICLE X – **STANDING COMMITTEES**

There shall be such Standing Committees as deemed necessary by the President and Board of Directors to promote the mission and objectives of the Society. The name and function of each Standing Committee shall be recorded in the Standing Rules.

#### ARTICLE XI – **GENERAL MEETINGS**

Section 1 – General meetings of the Society shall be held at least four times a year.

Section 2 – One of the general meetings shall be held each **January** and shall be known as the Annual Meeting and shall be for the purpose of receiving the President’s annual report, and for presenting of such awards as are specified in the Standing Rules.

Section 3 – Other general meetings may be held at the discretion of the Board of Directors.

Section 4 – Members shall be notified in advance for each general meeting stating date, hours and place of the meeting and presented at least seven days prior to the meeting.

Section 5 – Special general meetings may be called by the President or at the written request of three directors or five members. All Society members must be notified three days in advance of any special general meeting with the purpose set forth in the notice.

Section 6 – Twelve members shall constitute a quorum for the transaction of business at any General membership meeting.

**ARTICLE XII – PARLIAMENTARY AUTHORITY**

“Roberts Rules of Order, Revised, shall govern the proceeding of the Society except in such cases as are governed by the Articles of Incorporation or By-Laws.

**ARTICLE XIII – CODE OF ETHICS AND CONFLICTS OF INTEREST**

Section 1 – No member of the West Volusia Historical Society, its Board of Directors, committee members, staff members or volunteers shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Society.

Section 2 – A Board Member must disclose any personal interest in which he or she may have in any matter that arises before the Board and shall refrain from participation in any decision on such matter. The minutes of the Board Meeting shall reflect the disclosure information and that the Board Member refrained from discussing and voting.

Section 3 -The sale of any Society owned object is subject to the following conditions:

- 1) Such sale must be justified, in advance, to the Board of Directors as being in the best interest of the Society and approved by a majority vote of the Board.
- 2) The sales procedures must be in a format that ensures a fair market value, such as an auction that is open to the public. Preferential sales to a sitting or former officer, director or employee of the Society or a member of their family is prohibited.

**ARTICLE XIV – AMENDMENTS TO THE BY-LAWS**

These By-Laws may be amended, in whole or in part, at any general meeting of the Society by a majority vote of the members present provided that written notice outlining such proposed changes shall have been given seven days prior to the date of such meeting.

THIS IS A TRUE AND COMPLETE COPY OF THE BY-LAWS OF THE WEST VOLUSIA HISTORICAL SOCIETY, INC. REVISED AND APPROVED ON: May 15, 2018

Mary Lou Peffer  
President  
West Volusia Historical Society