

# BY LAWS OF THE SANFORD HISTORIC TRUST, INC.

As approved by the membership of the Sanford Historic Trust on 05/21/2015

## **ARTICLE I—NAME AND LOCATION**

Section 1. The name of this corporation is Sanford Historic Trust Inc.

Section 2. The principal place of business of the Trust shall be Sanford, Florida

## **ARTICLE II—OBJECT AND PURPOSE**

The object and purpose of the Trust, as stated in the Articles of Incorporation, is to acquire, hold, improve, preserve, develop and restore sites, buildings, and residences which are part of the original Sanford area; to preserve neighborhood design in mass and proportion as well as other structures of historic and architectural interest in and around Sanford; and to increase and diffuse knowledge and a greater appreciation of such sites and structures and their histories.

## **ARTICLE III—ORGANIZATION**

Section 1. The purposes for which the Sanford Historic Trust, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1986 or any future U.S. Internal Revenue Service law. The Trust shall not carry out any activity not permitted under federal law or regulation.

Section 2. The Trust shall maintain a policy of openness to all without regard to race, creed, gender, religion, economic status, color, sexual orientation, disability or national origin.

## **ARTICLE IV—MEMBERSHIP**

Membership in the Trust shall consist of voting members and non-voting members.

Section 1. Voting members shall consist of the following categories:

A. Individual members shall be those persons, at least eighteen years of age, who have paid the annual dues. Each person who has paid the annual dues shall have one vote.

B. Organization members shall be those organizations/agencies/businesses who have paid the organization dues. Each organization/agency/business shall have one vote, regardless of the number of their members/employees who attend a Trust meeting. Members/Employees who have paid individual member dues do not lose their vote solely because of membership in an organization/agency/business. No person shall have two votes-one as an individual member and another as a representative of an organization/agency /business.

Section 2. Non-voting members shall consist of honorary members who are designated by the Trust's Board of Directors. The criteria for honorary membership shall include, but not be limited to the following: (a) contributions to the stated purpose of the Sanford Historic Trust and (b) manifested interest in and appreciation for the history of the city of Sanford. Honorary members shall not pay dues nor shall they have a vote or be eligible to hold an office.

Section 3. The rights of membership are subject to the payment of annual dues. An individual's membership shall be forfeited if dues, which are due by January 31, are not paid by March 1. Membership shall not entitle a member to any interest in any property or funds owned or acquired by the Trust.

#### **ARTICLE V—BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of nine persons including a president, vice president, secretary, treasurer and five directors. The immediate past president serves on the Board for one year in an advisory capacity with no vote; he/she is not counted in establishing a quorum. Each Board member shall give to his/her successor all materials that are pertinent to that position.

Section 2. Powers of the Board of Directors shall include those powers necessary for administration of the affairs of the Trust. The Board may perform all such acts that are not by the by-laws directed to be done by the members. In addition to the duties imposed by these by-laws or by vote of the Trust, the Board of Directors may do the following:

- Work with and advise the president regarding the appointment of committees/task forces
- Employ and supervise individuals and/or companies assisting in the operation of the Trust
- Enforce by legal means the provisions of these by-laws
- Purchase liability and errors and omissions insurance for the protection of the officers and directors of the organization

Section 3. The Board may take positions on public issues which relate to the stated purpose of the Trust except the Board shall not support, in any form, political candidates and/or political parties. The general membership shall be notified of all such issues and positions to be taken by the Board. If time allows, members may offer opinions to the Board within 48 hours of the notification.

Section 4. The Board should evaluate annually its role and responsibilities, the financial and fund raising responsibilities of the Trust and the success of the Trust's activities during that year.

Section 5. A member of the Board shall discharge his/her duties in good faith, with the care a prudent person in a like position would exercise under similar circumstances and in a manner believed to be in the best interest of the Trust. In discharging his/her duties, a Board member may rely on information and opinions from another person believed to be acting within his/her area of competence. A Board member is not acting in good faith if he/she withholds knowledge that could

influence the Board's decision on a matter before it. An individual Board member is not liable for action taken/not taken in good faith by the Board. A Board member shall not be personally liable for debts or other obligations incurred by the Board. If a Board member has a direct or indirect interest in a matter before the Board that could limit his/her impartial participation in the Board's decision, that individual shall inform the Board and shall not participate in making that decision. The minutes of that meeting shall record the disclosure.

Section 6. A member of the Board of Directors may resign from any position held by submitting a written letter of resignation to the secretary who will present the letter to the Board at its next regularly scheduled meeting. The resignation and the action taken by the Board shall be recorded in the minutes.

Section 7. A member of the Board of Directors shall be removed from office by a vote of two-thirds of the Board of Directors at a regular or special meeting called for that purpose for any of the following reasons: (a) absent from either two consecutive or four regular Board meetings or more than three general membership meetings within a calendar year unless such absences are attributable to a death in the family or illness of the board member; (b) a court order which determines that a Board member is incapable of managing his/her own affairs or could harm the Trust through his/her actions; c) conviction of a felony.

Section 8. If a vacancy on the Board of Directors will be longer than half the normal length of a particular term, the Board shall notify the members and conduct an election to fill the vacancy at the next general membership meeting. A vacancy on the Board which is less than half the normal length of a particular term shall be filled by vote of the Board of Directors at its next regularly scheduled meeting. The Board shall notify the membership of such an appointment at its next regular meeting. A vacancy in the presidency of the Trust shall be filled automatically by the vice president regardless of the time remaining in the term. If the vice president cannot assume the role of president, the position shall be filled using the same procedure as that used for filling any other vacancy on the Board of Directors.

Section 9. Elected or appointed public officials who are paid shall not be eligible to serve on the Board of Directors.

#### **ARTICLE VI—OFFICERS**

Section 1. The officers of the Trust shall be a president, a vice president, a secretary, and a treasurer. These officers shall comprise the Executive Committee and shall perform the duties for such a committee prescribed by these by-laws and the Trust's parliamentary authority.

Section 2. The president shall be the chief executive officer of the Trust. He/She shall have the powers and duties usually vested in that office. He/she shall set the agenda of and preside at all meetings of

the general membership and the Board of Directors. The president has the power to appoint committees, unless otherwise directed in these by-laws. The president shall see that resolutions of the Board of Directors are carried out and sign all contracts or written instruments on behalf of the Trust. The president or his/her designee represents the Trust at public events. The president shall be an ex-officio member of all committees except the nominating committee. The president may vote in all meetings of the Board of Directors. In general membership meetings, the president may vote in ballot votes and to break a tie.

Section 3. The vice president shall perform all duties of the president in the event that the president is unable to perform such duties or has resigned from that position. If the vice president is unable to assume the position of president, the vacancy shall be filled according to the procedure for filling vacancies on the Board. He/She shall maintain attendance records of all meetings. The vice president shall maintain a record of which positions on the Board of Directors are to be elected in any given year and shall provide that information to the nominating committee. The vice president shall perform such other duties as assigned by the president.

Section 4. The secretary shall keep the minutes of all meetings of the Board of Directors and the general membership, record election results and give the board of directors and the membership notification of all meetings. Minutes of meetings shall be posted on the Trust's website and otherwise made available within ten business days following the meeting. The secretary shall maintain such books and papers as directed by the Board of Directors, and he/she shall work with others to preserve minutes and other materials. He/She shall maintain a copy of the current by-laws and the Articles of Incorporation. The secretary shall perform such other duties as assigned by the president.

Section 5. The treasurer shall have responsibility for Trust funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in accordance with good accounting practices. He/she shall be responsible for the deposit of all moneys and other valuables in depositories designated by the Board of Directors. He/She shall reconcile the accounts on a monthly basis and provide to the Board of Directors at each regular meeting a balance sheet, profit and loss statement, budget to actual comparison and breakdown of revenue and expenses for special activities. Such information shall be presented to the membership at its general membership meetings. The treasurer will be responsible for maintaining internal controls for special events. The treasurer shall be responsible for notifying members when memberships need to be renewed. The treasurer shall collect dues and maintain a list of current paid members. The treasurer will be responsible for completing and submitting required legal and financial records including the IRS 990 form, the Trust's annual registration with the Florida Department of Agriculture and Consumer Services, the annual renewal of the Trust's corporate registration with the Florida Department of State (Division of Corporations) and, as necessary, renewing the Trust's State of Florida tax exemption from the Florida Department of Revenue. He/She shall review the Trust's insurance needs and make commendations to the Board of Directors. The treasurer shall be custodian of the Trust's State of

Florida Corporate Registration, the Florida Sales Tax Exemption Certificate, copies of the Trust's IRS 990 forms, filings with the Department of Agriculture and Consumer Services and copies of contracts into which the Trust has entered and see that such documents are preserved. The treasurer shall perform such other duties as assigned by the president.

#### **ARTICLER VII—MEETINGS**

Section 1. The annual meeting of the Sanford Historic Trust shall be held on the third Thursday of January at the same time as a regular meeting would be held. The purpose of the meeting shall be to act on the recommendation concerning dues, to approve the budget for the coming year, to hear reports from officers and committees and to conduct such other business as directed by the Board or requested by individual members.

Section 2. Regular meetings of the Trust shall be held at a place, date and time to be determined by the Board of Directors. Regular meetings shall be held every month except July, August and December. Notice of regular meetings shall be given on the Trust's website, by e-mail notices and in the newsletter.

Section 3. Special meetings of the Trust shall be called by the secretary when requested by the president, a majority of the members of the Board of Directors, or upon the written request of 20% of Trust members. The business of the meeting shall be limited to those items included in the request for the meeting and shall be within the scope of the Trust's object and purpose.

Section 4. Members of the Board of Directors who will comprise the Board on January 1 may hold a meeting sometime between the November election and the annual meeting to organize themselves and to plan the agenda for the annual meeting. The meeting shall take place at a time and place called by the person who will become president on January 1.

Section 5. Regular meetings of the Board of Directors shall be held monthly at a date, time and place determined by the Board, unless a majority votes to cancel a meeting. Notice of regular meetings of the Board shall be given by the Secretary at least seven days prior to the meeting.

Section 6. Special meetings of the Board of Directors shall be called by the secretary upon the written request of three members of the Board. Board members shall receive at least two days' notice with the notice stating the purpose of the meeting.

Section 7. The board of directors may conduct meetings by way of electronic means, such as Skype, or telephone conferencing, provided the following conditions are met: at the start of the meeting, the presiding officer shall take roll of the members in order to determine if a quorum is present and if all participating members can hear each other; any time during the course of the meeting, a member may request that roll be taken again to verify a quorum; a member shall seek recognition, without

interrupting a speaker, by calling the name of the presiding officer, by giving his/her name and waiting for the presiding officer to recognize him/her; all votes shall be roll call votes, taken by the presiding officer; the secretary or some other board member, named by the presiding officer at the start of the meeting, shall take minutes of the meeting which shall be approved at the next regular or special meeting of the board. All remarks are to be addressed to the presiding officer. Individuals who are attending the meeting, but are not members of the board, shall speak only when called on by the presiding officer. At no time shall board meetings be conducted via e-mail or other means that does not allow for simultaneous aural communication.

Section 8. The quorum for all regular and special meetings of the Board of Directors shall be a majority of the Board members. The quorum for all regular and special meetings of the general membership shall be 30% of the members, unless designated otherwise in these by-laws.

Section 9. A majority vote shall be required to pass a motion in either a board meeting or a general membership meeting, except as provided in the Florida Statutes, the Trust's Articles of Incorporation or these by-laws. Except as provided in these by-laws, proxy or absentee voting is not permitted.

#### **ARTICLE VIII—ELECTIONS**

Section 1. Members of the Board of Directors shall be elected at the regularly scheduled November meeting. Officers shall be elected to one year terms. Directors shall be elected to two year terms, with three of the directors elected in odd years and two elected in even years. Terms of members of the Board of Directors shall begin on January 1 and conclude on December 31 or when successors are elected, whichever is later.

Section 2. No director may serve more than two consecutive two-year terms. No officer may serve more than two consecutive one-year terms in the same office. No Board member shall serve in more than one office at a time.

Section 3. In determining term limits, an individual who has filled a vacancy on the Board of Directors for more than half the normal length of the term for that particular position shall be considered to have served the entire term and will be eligible to serve only one more consecutive term in that position. An individual who has filled a vacancy on the Board of Directors for less than half the normal length of the term for that particular position shall not be considered to have served the entire term and shall be eligible to serve two complete consecutive terms.

Section 4. A director whose term has not expired may be a candidate for an officer position without resigning his/her director position. Should the director fail to win the officer position, he/she may complete the rest of his/her term as director. If the director wins the officer position, the director vacancy shall be filled according to the procedure for filling vacancies at the next general membership meeting.

Section 5. An active member is eligible for election as a director or officer if his/her dues have been paid for the year in which he/she is elected. Before taking office, each Board member- shall pay his/her dues for the upcoming fiscal year.

Section 6. A nominee for president shall have attended at least four general membership meetings during the year in which he/she is be elected.

Section 7. A nominating committee shall conduct the annual elections each Fall. See Article X, Section 4. The committee shall seek nominees for each vacancy and report those nominees to the general membership at the October regular meeting. Nominations from the floor shall be accepted at the October meeting. In the event that a person nominated from the floor is not present at the October meeting, the nominating committee shall determine whether that person accepts such a nomination. The full slate of nominees shall be announced to the membership in the announcement of the November meeting. The nominating committee shall serve as the elections committee. The committee shall prepare a ballot which includes the names of all of the persons nominated for the various positions. During the election, a member shall record his/her vote, fold the ballot and turn it in to the nominating committee who shall check off the name of the voter on the membership list. After votes are cast, the nominating committee, except any member of the committee who is also a nominee in that election, shall collect and count the ballots and report the results. A majority of votes cast for each particular position shall elect an individual to that position.

Section 8. Absentee voting is permitted for elections. A member wishing to vote in an election, but who is unable to attend the meeting, may vote by obtaining a ballot from the chair of the nominating committee. The completed ballot, to be placed in a sealed envelope signed by the voter, shall be returned to the chair before the start of the November meeting, and the voter's name shall be checked off on the membership list. The envelope shall be opened and the ballot removed and included with the other ballots when all ballots are counted by the committee.

#### **ARTICLE IX—FINANCES**

Section 1. The fiscal year shall begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

Section 2. A finance committee shall be appointed each year to prepare a budget, including a recommendation about dues, for the next fiscal year, to be presented for approval by the general membership at the annual meeting. The budget and the proposed dues shall be reviewed by the Board prior to its being presented to the membership for its approval. See Article X, Section 2.

Section 3. Members of the Trust shall approve non-budgeted purchases in excess of \$1,000.00 prior to the purchase. Members of the Board shall approve non-budgeted purchases up to \$1,000.00 prior to

the purchase, and the general membership shall be notified about such purchase at the next regular meeting.

#### **ARTICLE X—COMMITTEES**

Section 1. Standing and special committees shall be appointed by the president, except as otherwise noted in these bylaws. The president shall be an ex officio member of all committees except the nominating committee.

Section 2. A finance committee shall be constituted at the November general membership meeting. The committee shall consist of the incoming and outgoing presidents, the incoming and outgoing treasurers and two members at large, selected by the membership at that meeting. See Article IX, section 2 for the committee's responsibilities.

Section 3. Two members, exclusive of those persons on the Finance Committee and Board members, shall be appointed by the president in November of each year to review the Trust's financial records for that fiscal year. The committee will work with the treasurer to receive records and answer questions. The committee will report, including recommendations, to the membership at the February meeting in the following year.

Section 4. A nominating committee consisting of five persons shall be selected by the Board of Directors on or before the September Board meeting. Membership of the committee shall be announced at the September general membership meeting. No more than two of the committee members shall be current Board members and they should not be eligible for election or reelection. The committee shall select its own chair from among its members. See Article VIII, Section 7 regarding the committee's duties.

Section 5. The following standing committees comprised of one or more persons shall be appointed by the president of the Trust. It is preferable that at least one member of the Board serves on each committee and reports to the Board the committee's business.

- Communications –maintain communications with the membership of the Trust; update the web site and other social media outlets as appropriate; send mass e-mail communications to the membership as directed by the Board; work with the treasurer to ensure the accuracy of the membership list and other e-mail communications lists; notify the appropriate officers of any business through the website that is pertinent to their responsibilities; work with the public relations/marketing committee as appropriate; ensure that the Trust has properly licensed and up-to-date software for its website.
- Membership – develop new member materials; initiate and follow up on membership renewals; follow up on visitors and mainstream new member into Trust activities.
- Public Relations/Marketing – maintain relations with the media and various government/civic organizations; issue press releases of Trust activities.

- Fund raising —work with individuals and committees to develop and/or implement ways by which money can be raised for Trust projects.
- Special Events—plan and carry out various events such as a holiday tour, a garden tour, a Historic Preservation Award program, etc.
- Preservation—work with appropriate persons regarding the protection and designation of historic sites and storage and protection of information regarding the history of the Trust.

#### **ARTICLE XI— DISSOLUTION**

Section 1. A decision to dissolve the Trust shall be made by the membership at a special meeting, called solely for that purpose. The number of members required to be present at such a meeting (quorum) shall be a majority of the membership, regardless of the quorum required for other Trust meetings. The decision to dissolve shall require a 2/3 vote of the members present at the meeting.

Section 2. All members of record must receive notice of the meeting and its purpose at least 14 days prior to the meeting. Within ten days after the meeting, all members of record shall receive notice from the person who was president prior to the meeting regarding the result of the vote to dissolve the Trust, and, if appropriate, the decision regarding distribution of the Trust’s assets.

Section 3. In the event that the dissolution is approved, the assets of the Trust shall be turned over to one or more organizations whose primary purpose is directly related to the history of Sanford and/or Seminole County and which are exempt according to Section 501(c)(3) of the Internal Revenue Code. Decisions regarding the distribution of Trust asset shall be made by majority vote of the Trust members present and voting at the special meeting called to consider the dissolution of the Trust.

#### **ARTICLE XII—PARLIAMENTARY AUTHORITY**

The current edition of Robert’s Rules of Order, Newly Revised shall govern the Trust in all cases to which they are applicable and in which they are not inconsistent with these by-laws, the Articles of Incorporation, or Florida Statute.

#### **ARTICLE XIII—AMENDMENT OF BY-LAWS**

Section 1 These by-laws may be amended at a regular or special meeting of the Trust by a two-thirds vote of the members present and voting. The amendment shall have been submitted in writing to the members no later than fourteen (14) days prior to the meeting.

Section 2. An amendment is null and void if it in any way adversely affects the Trust’s qualifications under Federal law or regulations of it 501(c)(3) status.

**ATTACHMENT A - BYLAWS AMENDMENT HISTORY**

(List any amendments approved by the membership stating specifically which article/section was amended and include the old wording and the approved wording)

## **ATTACHMENT B – OFFICERS AND BOARD SEATS HISTORY**

Listed below are the election dates and the start and end dates for terms for executive officers and board seats, along with the name of who served and any other relevant details.

1. Elections for executive officer positions are held each year.
2. Elections for “E” board seats are held in even years.
3. Elections for “O” board seats are held in odd years.

### **EXECUTIVE OFFICERS (1 YEAR TERMS)**

<u>Position</u>	<u>Elected</u>	<u>Term Start</u>	<u>Term End</u>
<b><i>President</i></b>			
Hank Dieckhaus	11/05/2013	01/01/2014	12/31/2014 (1st term)
Nelson Beverly	11/11/2014	01/01/2015	12/31/2015 (1st term)
Nelson Beverly	11/19/2015	01/01/2016	12/31/2016 (2nd term)
<b><i>Vice President</i></b>			
Don Schreiner	11/05/2013	01/01/2014	05/31/2014 (1st term – resigned)
VACANT		06/01/2014	12/31/2014
Alec Then	11/11/2014	01/01/2015	12/31/2015 (1st term)
Alec Then	11/19/2015	01/01/2016	12/31/2016 (2nd term)
<b><i>Treasurer</i></b>			
Charlie Hull	11/05/2013	01/01/2014	12/31/2014 (2nd term)
Jim Fears	11/11/2014	01/01/2015	12/31/2015 (1st term)
Jim Fears	11/19/2015	01/01/2016	12/31/2016 (2nd term)
<b><i>Secretary</i></b>			
Kristin Padgett	11/05/2013	01/01/2014	12/31/2014 (1st term)
Kristin Padgett	11/11/2014	01/01/2015	12/31/2015 (2nd term)
Maria Shreve	11/19/2015	01/01/2016	12/31/2016 (1st term)

**“E” BOARD SEATS (ELECTED IN AN EVEN YEAR - 2 YEAR TERMS)**

<u>Position</u>	<u>Elected</u>	<u>Term Start</u>	<u>Term End</u>
<b>Board Seat E1</b>			
Fran Cramer	11/05/2013	01/01/2014	12/31/2014 (1st term - partial, counted)
Fran Cramer	11/11/2014	01/01/2015	12/31/2016 (2nd term)

**Board Seat E2**

Charlie Hull	??/??/???	01/01/2015	12/31/2016 (2nd term)
Craig Johnson	11/19/2015	01/01/2016	12/31/2016 (1st term)*

\*The term for this board seat has to be realigned to match the bylaws, thus the term served by Craig Johnson will be shortened and counted as a full term so that the election for the seat will take place in an even year per the bylaws

**“O” BOARD SEATS (ELECTED IN AN ODD YEAR - 2 YEAR TERMS)**

<u>Position</u>	<u>Elected</u>	<u>Term Start</u>	<u>Term End</u>
<b>Board Seat 1</b>			
Hank Dieckhaus	11/05/2013	01/01/2014	12/31/2015 (3rd term under previous bylaws)
Denny Gibbs	11/19/2015	01/01/2016	12/31/2017 (1st term)

**Board Seat 2**

Rob Hawkins	??/??/2013	01/01/2014	12/31/2015 (1st term - resigned)
Tacy Perry	11/19/2015	01/01/2016	12/31/2017 (1st term)

**Board Seat 3**

Brenda Boland	??/??/2013	01/01/2014	12/31/2015 (1st term - resigned)
Leon Konieczny	11/19/2015	01/01/2016	12/31/2017 (1st term)