

## **BY-LAWS OF THE SANFORD HISTORIC TRUST, INC.**

### **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 in Sanford, Florida unless otherwise accepted by the Board of Directors.

### **ARTICLE II - MISSION**

**Preservation, restoration or improvement of Sanford's historic neighborhoods, buildings and structures and the diffusion of information to increase appreciation of such historic areas and sites.**

### **ARTICLE III - OBJECTIVES**

- Preserve, restore or improve Sanford's historic neighborhoods design en-masse by undertaking efforts and projects too strategic for individuals/residents to accomplish alone.
- Preserve, restore, or acquire individual sites (including parks, landmarks, monuments), buildings and residences that contribute and support historic and architectural interest in and around Sanford.
- Support efforts of various historic neighborhoods to organize, set up preservation/conservation zones in order to protect such areas.
- Promote the diffusion of information and knowledge in order to increase a greater appreciation of the historical significance of such sites and structures.

### **ARTICLE IV - 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 the corresponding provision of any future U.S. Internal Revenue Service law.

**Section 2.** This corporation is to be a perpetual organization. It is organized under a non-stock basis. The Trust shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Service law.

**Section 3.** This corporation shall maintain a policy of openness to all without regard to race, creed, sex, religion, economic status, color, sexual orientation, disability, or national origin.

### **ARTICLE V - 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. Active members** shall be those persons, at least eighteen years of age, who have paid the annual dues. Dues shall be per household, regardless of the number of persons occupying that household. For purposes of voting, a maximum of two (2) votes per household unit, or one (1) vote per person, shall be permitted, regardless of the number of persons residing within that family/household unit.

**B. Organization members** shall be all 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 that attend a Trust meeting. Members of an organization/agency/business 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 individuals/businesses/agencies/organizations so named by the Trust 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 as set forth by the Board of Directors. Membership of all persons occupying a household unit shall be forfeited if the dues for that household, due July 1, are not paid by November 1 of the same year. Membership shall not entitle any members to any interest in any property or funds owned or acquired by the Trust.

## **ARTICLE VI - OFFICERS**

**Section 1. The officers** of the Trust shall be a president, a vice president, a secretary and treasurer. These officers shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by the Trust.

**Section 2. The president** shall be the chief executive officer of the Trust. He/she shall preside at all meetings of the Trust and of the Board of Directors. He/she shall have all of the general powers and duties, which are usually vested in the office of president of a trust including, but not limited to, the power to appoint committees from among the members. The president shall also see that orders and resolutions of the Board of Directors are carried out and sign all contracts or other written instruments on behalf of the Trust. The president or his/her designee represents the Trust at public events, including governmental, quasi-governmental and social functions, as approved by a majority vote of the Board of Directors. The president may participate in all ballot votes, otherwise he/she shall not vote except to break: a tie.

**Section 3. The vice president** shall perform such duties as assigned by the president. The vice president shall perform all duties of the president in the event that the president is absent or unable to perform such duties. In the event that the president leaves office,

the vice president shall complete the unexpired term of president. If neither the president nor the vice president is able to act, the Board of Directors shall appoint some other member of the Board of Directors to assume the duties of president or vice-president.

**Section 4. The secretary** shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Trust, record all votes, maintain accurate attendance records of all meetings and give officers and board notification of meetings. The Secretary shall record results of all elections and keep a record of which positions are to be elected in anyone year. He/she shall keep such books and papers as the Board of Directors may direct. 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 books belonging to the Trust in accordance with good accounting purposes. He/she shall be responsible for the deposit of all moneys and other valuable effects in the name and to the credit of the Trust in such depositories as may from time to time be designated by the Board of Directors. As keeper of accurate individual membership financial records, the treasurer will also be responsible for maintenance of membership lists.

## **ARTICLE VII - BOARD OF DIRECTORS**

**Section 1. Members of The Board of Directors** shall consist of the president, immediate past president, vice president, secretary, treasurer and five directors. The immediate past president shall be a voting member of the Board for the fiscal year immediately after serving as president for no more than two terms. Elected public officials shall not be eligible to serve on the Board of Directors.

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

Appoint and charge committees and/or task forces as deemed necessary. The following committees maybe established to guide the direction of the organization. At least one board member will serve, if not chair, such committees. The Chair and/or board member will report back to the Board on a regular basis.

- **Membership** - develop new-member materials, initiate and follow-up on membership renewals, follow-up on visitors and mainstream new members into Trust activities.
- **Holiday Tour** - coordinates functions among the various committees - marketing, homeowners, advertising sales, entertainment, and ticket sales.
- **Public Relations/Marketing** - maintains relations with the media and various government/civic organizations, which places the Trust in a favorable position. Issues press releases on all Trust activities.
- **Fund Raising** - responsible for aspects of programs and initiatives which raise monies outside of the membership dues. Includes event ad sales & ticket sales,

- Historical Walking Tour sales, distribution and receipts.
- **Preservation Committee** - develops programs, sets evaluation guidelines, solicits and accepts nominees for awards. Also researches designation and protection of possible historical landmarks; administers grant giving programs.
  - **Trust Liaison** - attends city commission and other government/civic meetings and represents the Trust position when necessary. Obtains appropriate agendas in advance to schedule own attendance as appropriate.

Employ personnel to perform the services required for proper operation of the Trust and to supervise all such employees.

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.

As approved by a majority vote of the Board of Directors in attendance, take positions on public issues and referendums which relate to the stated purpose of the Trust. Support of political candidates is prohibited. The general membership shall be notified of all issues and positions.

**Section 3. The first meeting of the Board of Directors shall be held within ten (10) days of the March meeting at such time and place as established by the Board members.**

**Section 4. Regular meetings of the Board of Directors** shall be held monthly at such time and place as determined by a majority of the Directors unless such meeting is canceled with the approval of a majority of the Board. Notice of regular meetings of the Board of Directors shall be given to each director by the Secretary, personally or by mail, e-mail, fax, or telephone at least seven (7) days prior to the day of the meeting.

**Section 5. The president may call Special meetings of the Board of Directors.** The president or the secretary shall call a special meeting upon the written request of three (3) members of the Board. Board members shall receive at least two (2) days notice either personally or by telephone, with the notice stating the purpose of a special meeting.

**Section 6. Board quorum** -Except as provided in the Florida Statutes, the Trust Articles of Incorporation or these by-laws, a quorum of the Board of Directors shall consist of a majority of its members at any legally called meeting.

**Section 7.** Except as provided in the Florida Statutes, the Trust Articles of Incorporation or these by-laws, a majority of those Board members who are present and voting at a legally called regular or special meeting shall be required to pass any motion.

**Section 8. Standards of Conduct** for the Board of directors of nonprofit corporations

- a) A director shall discharge his/her duties as a director, including his/her duties as a committee member:
  - In good faith.
  - With the care an ordinary prudent person in a like position would exercise under similar circumstances.
  - In a manner the director reasonably believes to be in the best interests of the corporation.
- b) In discharging his/her duties, a director is entitled to rely on information, opinions, reports or statements including financial statements and other financial data if prepared or presented by
  - One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
  - Legal counsel, public accountants and other persons as to matters the director reasonably believes are within the person's professional or expert competence.
  - A committee of the board of directors of which he/she is not a member if the director reasonably believes the committee merits confidence.
- c) A director is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) unwarranted.
- d) A director is not liable for any action taken as a director, or any failure to take such action, if he/she performed the duties of his/her office in compliance with this section.
- e) Conflict of interest
  - No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose if:
    - 1) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors.
    - 2) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent.
    - 3) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.
  - Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**Section 9. Removal of members of the Board of Directors:**

- a) The voluntary resignation of a Director from that capacity.
- b) Absenteeism - any member of the Board of Directors who is absent either two (2) consecutive or four (4) regular Board meetings within a fiscal year shall be considered to have resigned unless those absences are attributable to a death in the family or

hospitalization of the director. Any board member also shall not miss more than three (3) general membership meetings within a fiscal year or shall be considered to have resigned. The vacancy shall be filled by appointment by the Board of Directors and the membership will be notified. Such appointed individual shall serve for the remainder of the unexpired term.

- c) The death of a Director.
- d) A court order declaring a Director to be of unsound mind and incapable of managing his own affairs.
- e) Receipt from a Director of a written notice demanding the resignation of a Director from that capacity, but only if a Director is first either: (i) convicted of a felonious crime involving moral turpitude, or (ii) determined by a competent court of proper jurisdiction to have substantially harmed the Corporation through an act of fraud or gross negligence.
- f) The dissolution of the Corporation.
- g) An officer or director may be removed from office by a vote of two-thirds (2/3) of the Board of Directors at a special meeting called for that purpose. The vacancy so created shall be filled by a majority vote of the Board. Such appointed Board member shall serve for the remainder of the unexpired term.

**Section 10. Vacancies** on the Board of Directors shall be filled by a majority vote of the Board of Directors. Such appointed Board members shall serve for the remainder of the unexpired term.

**Section 11. Officers and board members shall not be personally liable for Trust debts, liabilities, or other obligations.**

## **ARTICLE VIII - MEETINGS**

**Section 1. The annual meeting** of the Sanford Historic Trust shall be held in **May** of each year at the same day and time as a regular meeting would be held. The purpose of the meeting shall be to elect members to the Board of Directors and Trust officers, to act on the Board's recommendation concerning dues, to hear the report of the finance committee and other committees and officers, 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 throughout the year. The Board will set the timeframe for the monthly meetings at their first meeting after the March elections. The time, day, and, location of the meetings will be set for the year and subject to change by the Board if needed.

**Section 3. Special meetings** of the Trust shall be called when requested by the president, a majority of the members of the Board of Directors, or upon the written request of twenty (20) individual members entitled to vote. The stated purpose of a special meeting shall be limited to the business included in the request for the meeting and shall be limited to business within the scope of the Trust's stated purpose or these by-laws.

**Section 4. Notice of any meetings** shall be sent to Trust members at least 6 days prior to the meeting through the Trust newsletter, by written notice, or orally, using the last address

and/or telephone number known to the Trust. All notices shall contain the time and place of the meeting. Notice of special meetings must include the purpose of the meeting, and no other business may be addressed at that meeting.

**Section 5. Majority motion** - except as provided in the Florida Statutes, the Trust Articles of Incorporation or these by-laws, a majority of those voting members who are present and voting at a legally called regular or special meeting shall be required to pass any motion.

**Section 6.** At any time a vote is taken at a meeting of the Trust membership, each individual member residing within the same household unit shall be entitled to one vote up to a maximum of two votes per household unit.

**Section 7. Proxy voting** is permitted for all elections. Members wishing to vote in elections held during the annual meeting but who are unable to attend the meeting may vote by obtaining a ballot from the chair of the nominating committee and returning the completed ballot to the chair of the nominating committee before the start of the annual meeting.

**Section 7a.** Proxy voting is also allowed for any priority vote dictated by the Board to ensure a quorum is obtained. Priority votes are deemed as such by a majority vote at the Board Meeting and are considered critical for the organization and a quorum is mandated. Members will be notified via email and/or phone of any priority vote within 14 days of the membership meeting in which the vote will be taken. These votes will be accepted by the President up until the membership meeting begins.

**Section 8. Meeting Quorum** -except as provided in the Florida Statutes, the Trust Articles of Incorporation or these by-laws, a quorum at any legally called meeting of the Trust membership shall consist of the presence in person of thirty (30) voting members or twenty-five (25%) of the voting members, whichever is fewer.

## **ARTICLE X - ELECTIONS**

**Section 1. Officers and Directors** shall be elected at the annual meeting of the Trust. The president, vice president, secretary, and treasurer shall serve one-year terms or until their successors are elected. Directors shall serve staggered terms with two being elected each even year and three being elected each odd year. \* All will serve two-year terms or until their successors are elected. Terms of officers and directors shall begin at the close of the meeting at which they were elected. (\*In order to implement this change the Secretary and nominating committee chair may need to designate initial one-year terms for selected director positions.)

**Section 2.** No officer or director shall serve more than two consecutive terms in the same office.

**Section 3.** No member shall serve in more than one office at a time.

**Section 4.** All terms of office shall begin at the end of the annual meeting and conclude at the end of the annual meeting.

**Section 5.** Only those persons who are individual active members are eligible to be elected an officer or director. An active member is defined as a person whose household dues have been paid and who has attended at least four regular meetings of the Trust during the fiscal year that the election takes place. Before taking office, each board member and officer shall pay his/her dues for the upcoming fiscal year.

**Section 6. A nominating committee** shall seek nominees for each vacancy and report those nominees to the general membership at the February regular meeting. Nominations from the floor shall be accepted at the February meeting. In the event that nominees from the floor are not present at the February meeting, the nominating committee shall determine whether an individual accepts such a nomination. The full slate of nominees shall be announced to the membership in the newsletter or announcement of the March annual meeting. Elections by ballot prepared by the nominating committee shall be conducted during the March meeting. The nominating committee shall serve as the elections committee. Persons unable to attend the March meeting but wishing to vote in the elections may acquire a ballot from the chair of the nominating committee. All absentee ballots must be received by the chair of the nominating committee no later than the start of the March meeting. The results of the election shall be announced during the March meeting

## **ARTICLE XI - FINANCES**

**Section 1. The fiscal calendar** shall begin July 1 and end June 30th of the following calendar year.

Section 2. The Board of Directors shall establish dues for each fiscal year for individual/household and organization/business categories of membership. Such dues shall be recommended to the membership at the annual meeting and shall be approved by the membership by a majority vote of members present and voting.

Section 3. Annual dues of members, as established by the Board and approved by the membership, shall be payable by July 1 of each year. Members shall be dropped from membership in the Trust if their dues are not received by November 1 of that year.

## **ARTICLE XII - COMMITTEES**

**Section 1. Standing or special committees** shall be appointed by the president or Board of Directors as deemed necessary to carry out the work of the Trust. The president shall be ex officio member of all committees except the nominating committee.

**Section 2. A nominating committee** consisting of five persons shall be selected by the Board of Directors on or before the April meeting of the Board. No more than two of the members shall be current Board members. The committee shall select its own chair from among its members.

**Section 3. The Board of Directors shall appoint a finance committee, consisting of at least two members,** no later than the January board meeting. The committee shall work with the treasurer in developing the budget for the next fiscal year and shall review the financial records of that fiscal year. The committee's review shall be reported to the membership at the

annual meeting.

### **ARTICLE XIII - LIQUIDATION OR DISSOLUTION**

In the event of the liquidation or dissolution of the corporation, the assets of the corporation shall be turned over to one or more historical preservation organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c) of the Internal Revenue code or to the Federal, State or local government for exclusive public purpose. The beneficiary organization(s) will be determined at the time of liquidation or dissolution by the Board of Directors.

### **ARTICLE XIV - PARLIAMENTARY AUTHORITY**

The rules contained in 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 XV - 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 seven (7) days prior to the meeting.

**Section 2.** It is understood that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law affecting the corporations 501 (c)(3) status. Any amendment voted by two-thirds of the members present and voting shall be deemed void if such amendment changes the non-profit status of the Trust to a for profit status.

**Section 3.** In the event of a conflict between the Articles of Incorporation and these by-laws, the Articles of Incorporation shall have precedence.

**Revised February 20, 2007**