

**BYLAWS  
OF  
NAPLES HISTORICAL SOCIETY, INC.**

**Henceforth called “the Society”  
DRAFT REVISION: 6 December 2013**

**ARTICLE I: PURPOSE**

The Society is dedicated to preserving Naples history and heritage for the community and future generations to enjoy.

**ARTICLE II: MEMBERSHIP**

**Section I:** The Society shall offer various types of membership as set forth by the President & CEO with approval from the Board of Directors. The dues for these categories shall be set forth by the President & CEO and approved by the Board of Directors.

**Section II:** Dues shall be due and payable annually on the anniversary date of membership.

**Section III:** Director Emeritus. Any person who has performed a distinguished service to the Society may be chosen as a dues-free honorary member of the Society by the unanimous vote of the Board of Directors and shall be entitled to all privileges of the Society except the right to nominate, vote or hold office.

**Section IV:** Expulsion. A member is entitled to notice and an opportunity to be heard for expulsion other than non-payment of dues. For procedure for above, Consult Robert’s Rules of Order, Revised.

**ARTICLE III: OFFICERS AND DIRECTORS**

The affairs of this Society shall be overseen by a Board of Directors of not more than fifteen directors chosen from the active, regular membership at large. The Directors shall perform the duties listed in these bylaws.

**Section I:** The Chairman (Chair) of the Board shall oversee all Board meetings and meetings of the general membership. The Board Chairman shall be empowered to create Special Committees of limited duration and shall be an ex-officio member of all committees.

**Section II:** The Vice-Chairman shall act as assistant to the Chairman and shall assume the Chairman's duties in the event of absence, incapacity, or resignation.

**Section III:** The Secretary shall be responsible for the maintenance of all Society records, except financial records, and shall record the Minutes of the Board of Directors' meetings and shall act as teller at the annual elections. The President & CEO can fulfill the duties of the Board Secretary if so approved by the Board. If the President & CEO also serves as Secretary, s/he is an Officer of the Board but has no voting privileges and rights.

**Section IV:** The Treasurer shall be the Society's chief financial officer; shall oversee record-keeping; shall present current financial statements at Board meetings; shall advise the Board on tax and on other compliance regulations; shall have check signing authority; shall monitor all bank accounts; and shall report at the annual meeting.

**Section V:** Any Director, who missed three (3) regular or special meetings of the Board of Directors without a satisfactory excuse shall be considered to have submitted his/her resignation from the Board.

#### **ARTICLE IV: COMMITTEES**

The Board of Directors has the authority to create and disband standing committees as necessary to carry out the business of the Society. The Chairman shall have the

authority to create and disband special purpose committees as necessary to address specific needs of the Society that may arise and change from time-to-time.

**Section I:** All committee chairpersons shall present reports of all activities and expenses to the Board of Directors when so requested.

**Section II:** Vacancies in Director positions shall be filled by the Board of Directors by election of interim candidates to serve the balance of the fiscal year. The Chairman, working with the President & CEO and with Board concurrence, shall fill vacancies in committee positions as necessary.

**Section III: Terms.** The four officers of the Society shall be elected as needed or annually by the Board of Directors. The Directors shall serve three year terms, staggered to allow replacement of an appropriate number annually. Terms may be renewed at the request of the Nominating Committee and acceptance of the nominee.

## **ARTICLE V: MEETINGS**

**Section I:** The Board of Directors shall meet monthly at least eight months during the year. The date, time and location are to be determined by the Chairman, with advisement from the President & CEO.

**Section II:** A majority of the Board of Directors present during a Board meeting shall constitute a quorum.

**Section III:** Proxies may be sent to absent Board Members for voting purposes, except in the case of a super-majority vote of the full Board for decision-making on Endowment distributions.

**Section IV:** Special meetings of the Board of Directors may be called by the Chairman and/or four Board members, with one week's notice and the topic for discussion being stated.

**Section V:** An annual membership and business meeting, aka Member Mixer, shall be held each year. Notice of this meeting shall be sent to the General Membership at least ten (10) days in advance and must include a Board-approved slate of Directors and Officers.

**Section VI:** Special meetings of the Society may be called by the Board of Directors.

#### **ARTICLE VI: THE NOMINATING COMMITTEE**

**Section I:** The Chairman of the Board shall appoint a Nominating Committee consisting of a Chairperson and at least two members.

**Section II:** The Nominating Committee shall present their slate of Directors and Officers to the Board for approval with the consent of the nominees. A Board Member quorum shall be needed to approve the slate.

**Section III:** The approved slate of Directors and Officers shall be sent to the General Membership for their information at least ten (10) days prior to the annual meeting aka Member Mixer.

#### **ARTICLE VII: THE FINANCE & INVESTMENT COMMITTEE**

The Treasurer or a qualified Board Member shall serve as as the Chairperson for the Finance & Investment Committee and the Board Chairman shall serve on the committee and appoint at least two other Board members as well.

**Section I:** The Finance & Investment Committee shall be responsible for the following:

- a. **Contracts:** The Society shall incur no contractual obligation for the payment of money until and unless there are sufficient cash

funds on hand or legally pledged with which to pay such debt without the approval of the Board of Directors.

- b. Insolvency: The Society shall incur no contractual obligation that causes the Society to become insolvent (the inability to pay incurred obligations as they become due).
- c. Mortgages: The Society shall not borrow money secured by pledge or encumbrance of mortgage of corporate assets in excess of a reasonably prudent percentage of the fair market value of such assets. The Society shall not make any collateral assignment of any of its intangible assets (e.g., accounts receivable, promissory notes and bank accounts) except when in the judgement of the Board of Directors such collateral assignment is financially prudent and in furtherance of the Society's charitable purposes.
- d. Endowment funds portfolio oversight: The Finance & Investment Committee shall be responsible for ensuring the Society's investment policy is followed.

**Section II:** The Board Treasurer shall work with the President & CEO to prepare and present the annual budget to the Board of Directors. The budget shall become effective at the beginning of each fiscal year for the following year.

**Section III:** The Treasurer in conjunction with the President & CEO shall arrange for the preparation of the Society's annual tax returns.

### **ARTICLE XIII: PAID STAFF**

Section I: The Board of Directors shall employ paid staff (with various titles such as President & CEO and Executive Director) to manage Society business and

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implement Board policies as appropriate. The Board shall set salaries and conduct performance evaluations of the head of staff as appropriate.

Section II: The Board of Directors shall approve job description, duties, and responsibilities of staff positions. These Bylaws do not preclude the delegation of authority outlined herein to paid staff (e.g. President & CEO).

Section III: The Society employs staff, elects its governing board and/or provides services without discrimination on the basis of race, religion, gender, sexual orientation, age, disability, or national origin.

#### **ARTICLE IX: IRS CODE COMPLIANCE**

**Section I:** The Society shall not carry on any activities prohibited by an organization exempt from Federal Income Tax under 501 C (3) of said Internal Revenue Code.

#### **ARTICLE X: DISSOLUTION**

**Section I:** In the event of dissolution, the residual assets of the Society shall be turned over to one or more organizations described in 501 C (3) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local Government for exclusive public purposes.

#### **ARTICLE XI: AMENDING THE BYLAWS**

**Section I:** The Bylaws of the Society may be amended by a majority vote of the Board of Directors present at any meeting where a quorum is present.