

BY-LAWS OF EUSTIS HISTORICAL MUSEUM, INC.

ARTICLE I - NAME

The name of this 501©3 corporation shall be the EUSTIS HISTORICAL MUSEUM, INC. (herein referred to as "EHM") at 536 North Bay Street, Eustis, Lake County, Florida 32726-3439. The MUSEUM (the physical structure) is the home built in 1910-1911 by and for Guilford David Clifford and his family and is known locally as the Lottie Taylor House, the Clifford/Taylor House, and/or the Clifford House, as well as the Carriage House, now known as the Citrus Museum. This House was listed on the National Register of Historic Places in 1975 as the "Clifford House." The EHM is also listed in the Smithsonian Museum Listing of Historic Places.

ARTICLE II - MISSION STATEMENT

The mission of the EHM is to unite and utilize the combined efforts, talents and resources of the members, the local community and all interested parties, to collect, preserve and display historical, cultural and educational artifacts pertaining to Eustis, Lake County and the State of Florida and to conduct educational programs and tours for the general public. The Museum shall house furnishings, artifacts and memorabilia for viewing by the general public.

ARTICLE III - MEMBERSHIP AND DUES

Section 1: Membership in the EHM shall be granted to any person or to any business which is interested in the mission of EHM or wishes to assist in that mission, and has fulfilled the requirements of membership as described in the EHM Policies and Procedures Manual, hereafter referred to as "PPM."

Section 2: All applications for membership are to be made to the Membership Chairperson and must be accompanied by payment of dues. All applicants will provide full legal name, physical address, mailing address if different from physical residence and telephone number or electronic contact. Dues for the various categories of membership shall be determined by vote of the Governing Board and printed in the PPM.

Section 3: Renewal membership dues notices will be sent by e-mail, or regular mail if no e-mail address is known, at least thirty (30) days prior to the beginning of EHM fiscal year on June 1. Membership dues will be deemed in arrears if payment of such is not received by the Treasurer by the beginning of the fiscal year, June 1. Members with dues in arrears shall be notified within one month of being in arrears for the purpose of renewal. Membership dues not paid within thirty (30) days after notification in writing thereof, will be cause for removal of their name(s) from the membership roll, without further notification.

Section 4: The Membership Chairperson shall notify the President and Recording Secretary when and which member or members are removed from the membership roll.

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Section 5: The method of notification, collection and amount of dues will be detailed in the PPM. New members will be apprised of these policies at time of application for membership.

Section 6: Matters dealing with dues, rules of attendance, permissions, prohibitions, hours of operation, mailings, communications, day to day operations, special events, rentals, fines and fees, and any other matters relating to the functions and operations of the EHM are addressed in the PPM, insofar as such policies are not in conflict with these by-laws. These policies and procedures are to be compiled under separate cover and approved in toto by majority vote of the Governing Board.

ARTICLE IV - GOVERNING BOARD

Governing Board, hereinafter referred to, shall be composed of Officers and Trustees, and when convening in a quorum as defined below, shall have voting authority in official meetings of EHM.

Section 1: OFFICERS. EHM shall have the following positions elected by the membership to serve as OFFICERS on the Governing Board for a term of one (1) year: **President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.** They will be elected according to the rules in Article V.

A. **President** shall preside at all general meetings of the EHM and of the Governing Board, nominate all committee chairpersons, unless a majority vote of the Governing Board object to such appointment. The President shall perform all duties pertinent to the office and be the primary administrator of the EHM's activities and shall serve as a member ex-officio on all committees. The President shall also have authority, unless opposed by a majority vote of the Governing Board, to appoint additional officers to serve as:

(1) **Government Liaison** who shall act as EHM's representative to, and interacting with, the City of Eustis, Lake County, other government entities or agencies, and elected officials, in the furtherance of EHM activities and its mission. This position may be combined with that of any other Governing Board Member, but shall not be filled by anyone concurrently serving as an elected official in local government.

(2) **Historian** who shall act as research director and reporter on matters of historical interest and relevance to EHM, and shall investigate, collect, and provide reference on, historical information applicable to the functions, displays and publications of EHM.

B. **1st Vice President** shall act as chief assistant to the President and, in the absence of the President, shall assume all duties of the President. The 1st Vice President is also the chairperson of the Program Committee.

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C. **2nd Vice President** shall be the chairperson for the Membership Committee and be responsible for the membership records, and in the absence of both the President and 1st Vice President, shall assume all duties of the President.

D. **Recording Secretary** shall record and keep the minutes of all meetings and, as needed, to transmit all official EHM communications from the President or Curator to the Corresponding Secretary. All official proceedings shall be recorded and a copy of such kept in a secure location at EHM by the Curator for reference and archiving. Recording Secretary will perform such other duties as the office may require to maintain the written or voice recorded documents of EHM operations and comply with any legal or government requirements.

E. **Corresponding Secretary** shall assist the Recording Secretary when needed, shall assist with correspondence, produce the EHM newsletter and shall report same to the President. Corresponding Secretary duties may also include special notices, and communications with media, civic groups, and government agencies.

F. **Treasurer** shall receive all funds paid into the EHM and deposit them in the name of the "Eustis Historical Museum, Inc." (EHM), in a designated banking facility listed in the EHM P&P Manual and approved by two thirds vote of the Governing Board of EHM. Such bank shall be located in Lake County, Florida and FDIC insured. The Treasurer will pay out of such funds, by check, any debts owed by the EHM on order of the President after such action has been approved by the Governing Board, with the exception of mandating bills. The Treasurer shall give a report of the EHM's funds, balances, income and expenses at each business meeting, and annual meetings. A copy of the most recent annual financial report will be kept with the official records at EHM. The Treasurer shall have available all records of the EHM's financial status for inspection upon request by the general membership at the regular meetings, or for the purpose of an official audit at the end of each fiscal year by the Auditing Committee, or as requested by the Eustis City Commission, City Manager, or government agencies. The fiscal year is June 1 through May 31.

G. **Assistant Treasurer** shall assist the Treasurer as directed by the Treasurer. The President, with a vote by a majority of Governing Board shall have the authority to appoint another officer in this regard for the purpose of fund-raising, whose activities and transactions will be reported by the Treasurer.

Section 2: TRUSTEES. EHM shall also have five (5) Trustees, elected according to rules in Article V, and serving terms as defined in subsection A below.

A. The EHM shall have five (5) Trustees which are elected by the membership to serve on the Governing Board. The Trustees shall serve for a three (3) year term and may serve consecutive terms. To achieve balance and continuity, two (2) Trustees shall serve a three (3) year term commencing June 1, 2017; two (2) Trustees shall serve a three (3) year term commencing June 1, 2018; and one (1) Trustee shall serve a three (3) year term commencing June 1, 2019.

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For all subsequent elections, Trustees shall serve a three (3) year term, concurrent with the EHM's fiscal year. The Recording Secretary shall record the dates of each Trustee's term at the election of same.

B. The Trustees shall act as custodians of the EHM's deeds, insurance policies, other legal documents, inventory record, and loan agreements or consignments which shall be stored safely in a suitable "offsite" location in Eustis, Florida, and monitored and accessible by at least one designated Trustee. Copies of these documents shall also be kept at the EHM Office.

C. All building and property matters shall first be discussed and approved by the Governing Board, to include at least three (3) Trustees. Upon approval, all requests for repairs or improvements shall be directed to the Eustis Director of Public Works or Eustis City Manager by the EHM President or EHM Curator.

D. The Trustees shall serve as a study group and overseeing body for all matters involving the EHM finances and general policies.

E. The Trustees shall recommend to the President a person to serve as Curator.

Section 3: Responsibilities and Duties of the Governing Board shall be as further described in EHM's Operating Policies.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

Section 1: The President of the EHM shall appoint a Nominating Committee in January consisting of at least three (3) members in good standing who shall meet and nominate one (1) EHM member for each office and fill each forthcoming vacancy for position of Trustee. The Committee shall submit in writing, the list of nominees to the members at a meeting in March. The Committee shall confirm that each nominee is a member in good standing and has agreed to serve. Voting for the nominees will be held at the Annual Meeting in May.

Section 2: After nominations have been presented, the President of the EHM shall ask for further nominations from the floor. If additional nominations are received at this March meeting, a majority vote of all voting members present shall determine if these additional nominations are eligible for nominee on the election ballot in May. The President shall then appoint three (3) members to serve as tellers and prepare a ballot list for the elections at the Annual Meeting in May. The election of those positions shall be by written ballot at the Annual Meeting in May. A majority shall elect.

Section 3: Members of the Governing Board shall take office at the Annual Meeting in June.

Section 4: Each Officer shall be elected for a one (1) year term and may be re-nominated for additional terms. Each Trustee shall be elected for a three (3) year term according to Article IV, Section 2, Subsection A.



Section 5: Should a member of the Governing Board resign or become unavailable for some reason, the Nominating Committee shall nominate a member in good standing to fill the vacancy for the unfilled term. Such vacancy fills shall be approved by the membership at the next meeting.

Section 6: Should a member of the Governing Board be absent from three (3) consecutive regular meetings of the EHM, without sufficient notification or justification for such absenteeism or cause harm to the reputation of the EHM, then that person's position will be reviewed by the Governing Board of the EHM for possible removal from that office. A notice of intended review shall be given to the holder of such office. Removal from office requires a two-thirds (2/3) vote of the Governing Board.

ARTICLE VI - CURATOR

Section 1: The Curator is responsible to research, search for, acquire, describe, catalog, restore, preserve, exhibit, maintain, and store items of lasting value which are required for, or contribute to the mission of the EHM. The Curator will also create and update the catalog of all assets and inventory of the EHM in triplicate. One (1) copy of this catalog shall be retained at the museum by the Curator, one (1) copy held by a designated Trustee, and another copy in a secure off-site location approved by the Governing Board.

Section 2: In accordance with the EHM's Operating Policies, the Curator shall also keep an up-to-date record of all loaned and donated property, along with necessary information relating to same, such as age, date received, from whom, address, next of kin, description of property and estimated value. Such records are to be stored in the EHM's office and kept in triplicate as described in Section 1.

Section 3: The Curator shall report to the Governing Board any changes to the inventory of EHM assets and articles at the next meeting following discovery of changes, damages, loss or loan of EHM assets. Curator shall report any hazards, defects or damage to structure or land of EHM to: 1) the President of EHM, and 2) the Eustis City Manager and the Director of Public Works. Curator shall also make recommendation to Governing Board on policies and procedures for best practices in fulfilling Section 1. Attendance at meetings of the Governing Board is encouraged, and required at the Annual Meeting in May.

Section 4: The Curator may request volunteers and assistants to perform or enhance the duties of this position and to direct such staff once approved by majority vote of the Governing Board.

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ARTICLE VII - MEETINGS AND QUORUMS

Section 1: Meetings

A. Regular business meetings shall be held at least once a quarter, subject to necessary changes, and shall be attended by the Governing Board and members for the transaction of general business. A minimum of three (3) Officers and one (1) Trustee shall constitute a quorum for regular meetings.

B. Annual Meetings:

1) Each year in May, the Governing Board, with a quorum of four (4) Officers and two (2) Trustees, shall meet before election of Officers and Trustees, to establish budgets and goals for the coming fiscal year. Following this, at this meeting or a later time during May, the election of Officers and Trustees will be held, which require a quorum of nine (9) or more members to include at least four (4) Officers and two (2) Trustees.

2) In June, there will be the installation of the elected Officers and Trustees as well as a presentation of the proposed budget and goals for the coming year. A quorum of nine (9) or more members to include at least four (4) Officers and two (2) Trustees will be required.

C. Special meetings may be called as necessary by the President of the EHM, or at least three (3) Officers, or two (2) or more Trustees or by the request of at least five (5) members of the EHM. A quorum here requires the same as for regular business meetings.

Section 2: Upon all matters requiring the vote of members, the only members entitled to vote shall be those members whose dues are paid up for the current year prior to the start of the meeting.

Section 3: At a meeting of the Trustees, a majority of the Governing Board shall constitute a quorum to include at least three (3) Trustees. The Trustees may meet on the request and agreement of any two (2) Trustees, or as required for the conduct of their assigned responsibilities.

ARTICLE VIII - COMMITTEES

Section 1: The President shall appoint such committees as considered necessary. Committees to be considered may consist of:

- A. Program Committee, headed by the 1st Vice President,
- B. Membership Committee, headed by the 2nd Vice President,
- C. Auditing Committee, which audits EHM funds yearly, and
- D. Nominating Committee, appointed in January by the President.

Section 2: Committee Chairpersons shall submit to the President any plans to initiate, organize and/or schedule activities on behalf of the EHM.

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ARTICLE IX - USE OF MUSEUM AND EHM PROPERTY

Section 1: To maintain the integrity and identity of the EHM, the use of the EHM's property and collections by any outside organization may be granted only under specified conditions, defined herein.

Section 2: A written request must be presented for approval by the EHM's President and Curator, one (1) month in advance, if possible, of the date on which it is to be used. The request must specify the specific property needed and the use to be made of that property, length of time it will be used, means of transporting the property, where it is to be displayed or stored, and kind of insurance coverage on the item(s). A photograph, stored on digital media, will be made of the item(s) loaned just prior to release from EHM, made part of the record referred to in Section 3. The entity borrowing the EHM property will have a specific person signing this agreement who assumes responsibility for care and return of the property, undamaged. This specific person shall be identified by a government photo identification card such as a driver's license, which will be incorporated into the loan agreement.

Section 3: If approved, the agreement is to be signed by the EHM's President and Curator and the specific person identified in Section 2. A copy of this agreement shall be incorporated into the official records of the EHM. A designated Trustee will also be given a copy of this agreement to update the inventory list maintained by that Trustee. An identifying file number will be assigned to this agreement.

ARTICLE X - AMENDMENTS

Section 1: These By-Laws may be revised or amended by a two-thirds (2/3) vote by the same quorum required for the Annual Elections meeting. Any proposed revisions or amendments to these By-Laws must be submitted in writing and read to and approved by the Governing Board and members attending two (2) consecutive meetings, each requiring the same quorum as defined in this section, before final adoption by vote at the end of this second reading. The membership shall be notified of the time, date, and place of these meetings at least two (2) weeks in advance. Members shall have an opportunity to comment or inquire about the By-Laws changes but voting will be by Board members only present at the meeting.

Section 2: The most current edition of the By-Laws, reflecting all amendments and changes, shall have four (4) copies, three (3) of which shall be kept as described in Article IX, and one (1) copy recorded with the Clerk of the Court for Lake County. If applicable, a copy may be filed with the State of Florida, or any state agency requiring same for registration in state agencies or grant application. The By-Laws will also be posted on the official web site for EHM. Documentation of these recordings shall be kept at EHM by the Curator and a copy by one (1) Trustee.

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ARTICLE - LIABILITY

Section 1: Officers, Trustees or members shall not be held liable for any bills or obligation of the EHM, past or present, except for payment of his or her dues. The Officers and Trustees are held harmless from any damages, injury or loss incurred in the operations of EHM, unless, such person is found to be personally and directly responsible, causative, or whose gross negligence is directly attributable to such damage, loss or injury.

Section 2: Officers or Trustees shall not disburse funds in his or her keeping belonging to the EHM without authorization of the membership, with the exception of available items costing less than \$100. Funds for purchases less than \$100 shall be drawn from petty cash, authorized by the President and substantiated with receipts and/or vouchers, and kept for record by the Treasurer.

Section 3: The name of the EHM or the mailing list of its members shall not be used by any person for his or her personal gain or profit. Also, no member shall use, display, loan, or convey any of EHM assets, tangible or intangible, for personal gain or profit.

Section 4: Any income received shall be applied to the non-profit purpose and objectives of the EHM.

Section 5: The title to any property acquired by the EHM shall be vested in the EHM. Procedures for receiving donations shall be as described in the EHM's PPM.

Section 6: Any property owned by the EHM that has become unusable, unwanted or of no historical value to the EHM may be disposed of by a majority vote of members attending a regular meeting. Such items may be sold, donated or traded in the best manner available. Before disposal, property donated to or loaned to the EHM which is no longer desired by the EHM shall be offered for return to the prior owner or lender, or their next of kin, in the event that the prior owner or lender is not available. Any property owned by, or loaned to EHM, shall in no way be transferred to any serving Officer or Trustee unless such person was the donor of the property.

ARTICLE XII - MEETING PROTOCOL

All business of the EHM will be conducted in accordance with Robert's Rules of Order, latest edition, a copy of which is to be available at all official meetings.

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Original By-Laws Adopted: 1983
Amended and Adopted: October 25, 1987
Amended and Adopted: March 22, 1990
Amended and Adopted: July 1990 (Name change only)
Amended and Adopted: August 26, 1993
Amended and Adopted: September 25, 1997
Amended and Adopted: May 25, 2000
Amended and Adopted: March 9, 2017

By-Laws Review Committee:

Jim Gillies, Chair
Jonnie Hale
Margie LaRoe

Preliminary Draft of revised By-Laws September 22, 2016, By-Laws Committee:

James Rotella, Chair
Gloria Corbet
Louise Carter

2nd Revision: September 30, 2016
3rd Revision: October 19, 2016
4th Revision: October 25, 2016
5th Revision: October 29, 2016
6th Revision: February 25, 2017

as submitted by, James Rotella, Chairman, By-Laws Committee

First Reading: February 23, 2017
Second Reading: March 9, 2017
Voting and Approval: March 9, 2017

Sue Hooper
Sue Hooper, President

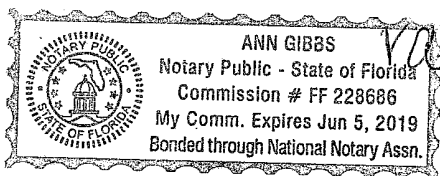
Karen P Marshall
Karen Marshall, 1st Vice President

3/23/17

Sworn to and subscribed before me
by Sue Hooper, President who is
personally known to me and Karen
Marshall, 1st VP who produced a

filed D/L as Id.

Ann Gibbs
Ann Gibbs



Eustis Historical Museum

Minutes of March 9, 2017 Special By Laws Meeting

In Attendance: Sue Hooper, Jim Rotella, Dotty Peck, Ethel Ryan, Louise Carter, Melanie Blankenship, John Blankenship, Karen Marshall, Gary Marshall, Nicky Coyle

The Meeting was called to order by 1st Vice President Karen Marshall 7pm.

Curator Gary Marshall reported:

He had 'Busker' tickets to be distributed to anyone making a donation to the Museum.

City is working to fix the light over the desk in the office and will attempt to preserve the historical socket. The light on the corner of the porch will be fixed to stay on from dusk to dawn. Louise said the light in the kitchen needed to be fixed as well. The City is still determining the best course of action for the mold problem.

The Museum will host 28 out of town visitors on Wednesday, March 15th.

President Sue Hooper turned the meeting over to Jim Rotella for a final review of the By Laws after it was determined that a Quorum of at least Three (3) Trustees and Four (4) Officers were present.

Let the minutes reflect:

The curator copied the most recent edition of the bylaws with revisions from the discussion of the 1st reading on February 23, and a copy of the bylaws so amended was given to all in attendance for review prior to discussion and vote. The official copy of the bylaws dated March 9, 2017 and adopted at this meeting will be copied and then recorded at the Clerk of the Court, for Lake County.

The revisions to the By Laws discussed at the February 23, 2017 meeting were incorporated as follows: Defining the Governing Board as

ARTICLE IV Governing Board, hereinafter referred to, shall be composed of Officers and Trustees, when convening in a quorum as defined below, shall have voting authority in official meetings of EHM

The duties of the President were amended to include: The President shall also have authority, unless opposed by a majority vote of the Governing Board, to appoint additional officers to serve as:

1. **Government Liaison** who shall act as EHM's representative to, and interacting with, the City of Eustis, Lake Count, other governmental entities or agencies,m and elected officials, in the furtherance of EHM

activities and its mission. This position may be combined with that of any other Governing Board Member, but shall not be filled by anyone concurrently serving as an elected official in local government.

2. **Historian** who shall act as research director and reporter on matters of historical interest and relevance to EHM, and shall investigate, collect, and provide reference on, historical information applicable to the functions, displays and publications of EHM.

With regard to the distribution of By Laws, the following was added to ARTICLE X, Section 2: If applicable, a copy may be filed with State of Florida, or any other agency requiring same for registration in state agencies or grant application. The bylaws will also be posted on the official website for EHM. **Documentation** of these recordings shall be kept at EHM **by the Curator and a copy by one (1) Trustee.**

1st Vice President Karen Marshall proposed adoption of the By Laws as presented and the motion was seconded by all members of the Governing Board in attendance without opposition.

It was pointed out by Louise Carter that we were required to maintain a copy of Robert's Rules of Order at EHM.

Louise will share the information she has with Jim Rotella to begin the outline of a Policy and Procedure Manual as referred to in the By Laws. Jim suggested an Ad Hoc Committee be formed after an outline was presented.

Karen Marshall gave an update on The Mother's Day Tea to be held at EHM on May 7th. Maximum attendance is 40, and 26 tickets have already been committed. She sought approval to contract with Olivia's to cater the event. Jim Rotella made a motion to approve, seconded by John Blankenship.

Melanie Blankenship has donated the funds to provide flowers to all the guests, and Sue Hooper and Karen Marshall contributed funds for chair covers.

The servers at the Tea will be

The Eustis City Mayor, Robert Morin
The Chief of Police Gary Calhoun
The Fire Chief Mike Swanson, and
The City Manager, Ron Neibert

Funds raised at the Tea will go toward opening a new exhibit, a recreation of the 1910 Laundry Room.

Motion was made to adjourn at 8:05 pm by Karen Marshall and seconded by Louise Carter.

Respectfully submitted,

Dotty Peck

Recording Secretary

Duty Peak