

DeLand Naval Air Station Museum Incorporated

2008 By Laws Revision

Article I: **Corporate Name & Location,**

The corporation shall be named DeLand Naval Museum Incorporated, herein referred to as the corporation. The principle office shall be located in the City of DeLand, Volusia County, Florida.

Article II: **Mission Statement,**

The corporate mission shall be to:
Preserve the memory of all who served.

Article III: **Objectives,**

- a, Promote and foster the study of the History in particular of the DeLand Naval Air Station, United States Naval History in General, as well as general history of all United States Military Services.
- b, Seek, discover, collect, acquire, preserve, exhibit and display ephemera, documents, articles, artifacts, memorabilia, materials and other items of military interest to promote and encourage the study, education and preservation of the same by others.
- c, Sponsor or promote demonstrations, exhibits, lectures, studies and research on subjects of Naval and other military history.

- d. Publish, promote and offer for sale pamphlets, writings, books and other articles or tracts on DeLand Naval Air Station and on other topics of U.S. Naval History in general.

Article IV: **Membership,**

Section 1:

Any person or persons with interests in the mission or objectives of the corporation as stated above, shall be eligible for membership in the corporation and may become a member upon the payment of dues set forth by the Board of Directors. Membership shall never be limited by race, religion, creed nor handicap. Rights and privileges of membership are not transferable to another individual or entity. No Proxy votes shall be used within this corporation.

Section 2:

Membership in the corporation shall be divided into categories dependent on a members, choices, desires and/ or status into one of the following categories.

Article IV, section 2 cont'd.

- a,** Single Membership - One Individual
- b,** Student Membership - must have & present a current, valid Student ID has all rights & privileges, at a reduced fee, including the right to vote providing student is sixteen (16) years of age or older.
- c,** Family Membership all privileges of general membership with the exception of 1 vote per family per ballot
- d,** Corporate Membership – All privileges of general membership with the exception of one (1) vote per ballot
- e,** Lifetime Membership – This may be an individual or family honor extended to Lifetime Member candidates by the Board of Directors for various exemplary contributions or reasons. Lifetime Members do not pay annual dues yet have the same rights and privileges as general membership. Family Lifetime Membership has only one (1) vote per ballot. All lifetime members are eligible to hold office.
- f,** Honorary Membership may be extended by the Board of Directors. Honorary Members are welcome to attend and participate in any or all corporate functions, however may not hold office in, nor vote on issues of corporate function.

Section 3:

- a,** Dues concurrent with the following fiscal year are payable for each, by 1 January. Payment will be considered in arrears if not received by February 15th and privileges will lapse at that time.

- b,** Membership dues shall be determined by the Board of Directors for each membership category on advice, direction and recommendation of a membership committee, on deliberation and vote of a full board.

Article V: Fiscal Year

Section 1

The Corporations' fiscal year runs from January 1 thru December 31.

Section 2:

Audit for each fiscal year shall be prepared by the finance Committee for review by the Board of Directors, to be presented in January at the Annual Corporate General Membership Meeting for ratification.

Article VI: General membership meetings

Section 1,

The corporation shall hold a minimum of three regular, scheduled, general membership meetings per year. All members are urged to attend all of these meetings. Members must be present to vote on all issues. There shall be no proxy voting in any case or instance.

Section 2,

Schedule of membership meetings shall be done by the Board of Directors.

- a, The annual membership meeting shall be held in January of each Year for purposes of electing Board members & Executive officers for that years' term, as well as conducting other corporate business.
- b, A second meeting shall be held in May to conduct corporate business and other pending corporate matters or issues as necessary.
- c, A third meeting shall be held in October for the purpose of selecting a nominating committee for candidates in a general election to be held at the regular Annual meeting the following January, and other pending corporation business or issues at that time.

Section 3,

Written notice of General Membership meetings shall be issued, stating date, time, place and agenda for the meeting being called. Written notice notice must be issued at least 14 days prior to the meeting date.

Section 4,

Special Meetings may be called by the President, or by three (3) Board members, or by five (5) general members in good standing. All members must be notified at least five (5) days prior to a special meeting, and the notice shall state a purpose for meeting, as well as date time and place such meeting is to be held. This is the responsibility of those calling the special meeting.

Section 5,

12 or more general members in good standing shall constitute a quorum required for transaction of any corporation business at any and all general membership meetings.

Article VII: Board of Directors

Section 1,

The Board of Directors shall consist of four (4) officers and nine (9) elected directors.

Section 2,

Business of the corporation shall be managed, and all of its' corporate powers exercised by the Board of Directors.

Section 3,

The Board of Directors shall meet at least six (6) times per year. Special meetings may be called by the President, or by three (3) members of the Board of Directors, providing prior notice of the special meeting is given to all members of the Board of Directors.

Section 4,

Three (3) directors shall be elected to the board each year from the general membership at the January annual business meeting for a period of three (3) years each, or until their successors are elected. The President may appoint a member to fill a vacancy on the Board with prior knowledge and consent of the board.

Section 5,

A director failing to attend three (3) consecutive meetings without prior notice to the board of the expected absence, shall be replaced by the president, upon consent of the board. The appointee shall serve the balance of the elected term of the director being replaced.

Section 6,

Six (6) members shall constitute a quorum for the transaction of all corporate business at any Board of Directors meeting.

Article VIII: **Officers**

Section 1,

Corporate officers consist of; President, Vice President, Secretary and Treasurer as elected by the membership. see Article IX below.

President: It shall be the duty of the president to preside at all meetings of the corporation, the Board of Directors, any special meetings if called and participate in committee meetings if asked. Other duties include the signature of contracts, letters, deeds, mortgages, conveyances, and other legal documents on behalf of the corporation when authorized to so do by the Board of Directors. The President shall supervise plans for extending, unifying, and rendering efficient the work and operation of the corporation. The President has authority, upon approval of the Board of Directors, to appoint standing or special committees, with an exception of the nominating committee. The President shall present an annual report at the annual meetings.

Vice President: In the absence of the President the Vice president shall perform all duties of that office.

Article VIII - section 1, Officers, Continued:

Secretary –The Secretary shall make and keep a current roll of the membership, a true record of corporation meetings and Board of Directors meetings, and send all notices, communications, and correspondence authorized by the Board of Directors as corporation business. The secretary shall also keep and protect corporate papers, documents, rules, and records in a dated manner. The secretary shall keep and protect the corporate seal, and shall surrender all of the above corporate documentation to the successor of the office, at the annual meeting.

Treasurer – The treasurer shall receive all money and payments made to the corporation, in the name of the corporation and shall keep an accurate and current account thereof to be presented to the Board of Directors and/ or General Membership, at meetings in the treasurers' report. The Treasurer shall deposit all funds in the name of the corporation in such banks or trusts as the Board of Directors selects. The Treasurer shall Pay all bills ordered by the Board of Directors in a timely manner. The treasurer will issue all receipts for dues, file reports for audits, serve on the finance committee, present an annual budget at the annual meeting, and deliver all funds, records, vouchers, and other financial documents and papers of the corporation to the succeeding treasurer at the annual meeting.

Article IX: Nominations and elections

Section 1,

A nominating committee consisting of three members will be chosen at the October General meeting from which the President will appoint one (1) member as the chair. The appointed chair shall not succeed him/her –self in any case. The committee shall prepare a single slate to be presented at January's Annual Meeting. The slate shall consist of four (4) officers, President, Vice President, Secretary, Treasurer & three (3) Directors. After the slate has been presented, nominations may be heard from the floor, providing consent of the nominee has been secured prior to nomination.

Section 2,

Elections shall be held and take place at the Annual Meeting for each year. Voting shall be by written ballot, except when a single nominee for each office is slated, voice vote & show of hands can suffice then.

Section 3,

Three (3) tellers appointed by the President from general membership will be selected to tally all written ballots when they are used, and tellers will see results of the election are entered into Minutes of the annual meeting, and signed off as correct.

Article X: Standing Committees

section 1,

There shall be such standing committees as deemed necessary by the President and the Board of Directors to conduct corporation business and to promote and carry out the work of the corporation.

Article XI: Dissolution of the Corporation

Section 1,

In the event of dissolution of the corporation all corporate assets remaining after payment of costs, expenses, or debts arising from such dissolution shall be distributed to an organization or organizations as described in Section 501 (c) (3) and (c) (2) of the U.S. Internal Revenue Service Code of 1986. or to the corresponding provisions of any prior or future laws and statutes as shall be selected by the last and closing Board of Directors. In any case, no assets whatsoever may be given or distributed to any single individual, member, officer of the corporation or any other entity not described above herein.

Article XII: Parliamentary Authority

section 1,

ROBERTS' RULES of ORDER, Latest edition, or revision shall govern the proceedings of the corporation except in such cases as governed by Articles of Incorporation or approved Corporate By Laws.

Article XIII, Amending the By Laws

These By Laws may be amended in part or in whole by majority vote of of members present at a General Membership meeting of the corporation providing written notice of the meeting and the proposed changes to the Corporate By Laws is mailed to all members at least seven (7) days prior the date of such a meeting.

This true edition of 2008 revised By Laws of Deland Naval Air Station Inc. Upon Board approval are ratified as The official Corporate By Laws. A copy of these By Laws is to be sent to the Department of State at Tallahassee, FL as By Laws of the corporation herein named, as established majority vote of the General Membership.

On the _____ day of _____, 200__

Current President

Current Secretary

Print Name

Print Name

Corporate Seal