

**BYLAWS OF  
SPRINGFIELD IMPROVEMENT ASSOCIATION AND ARCHIVES, INC.  
Amended May 2019**

**Article I: Name, Affiliation and Objective**

The name of this organization is the Springfield Improvement Association and Archives, Inc. ("SIAA"). The SIAA, organized and operated exclusively for charitable, civic and educational purposes, as provided in Section 501(c)(3) of the Internal Revenue Code ("IRC"). The SIAA shall comply with all requirements of the IRC necessary to maintain an exempt classification.

**Article II: Fiscal Year**

The fiscal year shall be from January 1st until December 31<sup>st</sup>.

**Article III: Membership**

**Section 1: Eligibility.** Any person 18 years or older who subscribes to the objectives of the SIAA is eligible for membership. Applications for membership shall be submitted to the membership chairperson along with payment of annual dues or online through the SIAA website. \*Family membership = two (2) adult members of the same household.

**Section 2: Membership Responsibilities.** To remain in good standing, a member shall be expected to 1) abide by SIAA bylaws and policies, 2) remain current in payment of dues, and 3) provide current contact information.

**Membership Rights.** Each person or business that is a member is entitled to 1) have one vote on any question requiring a vote of the general membership, 2) seek election as an Officer or appointment to a committee, and 3) attend meetings of the Board of Directors on a non-participating basis.

**Section 3: Dues.** Membership dues shall be established by the Board of Directors. Dues are paid on a calendar year schedule and shall become delinquent if not paid prior to the date in which they were paid the previous year. The Membership Chair shall notify all members one month in arrears via electronic or US mail that their membership has expired.

**Section 4: Resignation.** Any member may resign by submitting a written resignation, which shall be effective upon receipt.

**Section 5: Disciplinary Action and Grievance Committee.** Any member who observes any SIAA member whose actions are detrimental to the SIAA, may petition the Board of Directors to convene a Grievance Committee to investigate complaints against another member. The Board of Directors will evaluate the validity of the petition and may either dismiss the complaint or convene a Grievance Committee consisting of three (3) members in good standing. After

researching the charges, the Grievance Committee may choose to drop charges or recommend discipline, suspension or removal of membership. Results of the committee's finding shall be submitted to the Board of Directors. If the recommendation is for discipline, suspension or removal, it will be presented by the Membership Committee Chair to the membership at a special or general meeting and shall be ratified if approved by three-fourths of the members present. Voting shall be by written ballot. Note that a grievance against the Board of Directors can be made via motion during any general membership meeting.

#### **Article IV: Board of Directors**

##### **Section 1: Composition.**

The Board of Directors shall be the elected officers of the SIAA. At least two-thirds of the board members will be residents of the Historic Springfield Community.

**Section 2: Powers of the Board.** The Board of Directors shall have the power to appoint, remove, or suspend managers, officers, agents or employees; to determine their duties, fix salaries or compensation; to acquire securities in such amounts as the Board of Directors deem advisable; and generally to perform all acts necessary for the proper exercise of their duties. Major decisions such as the purchase, sale or mortgage of property shall be approved by a unanimous vote of the Board of Directors, ratified by the general membership as signified by a two-thirds majority vote of all members at a general membership meeting, by written ballot. The details of such matters must be distributed, by the Secretary, to all members as per records of the association, via electronic or US mail for consideration at least (5) consecutive days prior to the vote.

**Section 3: Emergency Matters.** The members of the Board of Directors shall be empowered to act on emergency matters by electronic mail or phone. Any such action must be ratified at the next regular Board of Directors meeting to become official.

**Section 4: Board Proceedings.** A 2/3 majority vote, including at least one Executive Officer, is required to sustain all motions. Any motion to approve expenditures in excess of \$5,000 must be voted on by the full board. The proceedings of the Board of Directors must be reported at the following general membership meeting, in a condensed form, by the President or Vice President.

#### **Article V: Officers**

**Section 1: Officers.** The officers are President, Vice President (up to 2), Secretary, Treasurer, and up to seven (7) Directors. All the positions listed including Directors shall be considered Officers of the SIAA.

**Section 2: Term of Office.** Officers shall serve a term of one (1) year.

**Section 3: Eligibility.** Each candidate for office shall be a member in good standing. Candidates for the Office of President are required to have one year of service on the SIAA Board within the previous three years. Candidates for the Offices of Vice President, Treasurer, and Secretary shall be members of SIAA for one (1) year. Director positions are open to any member in good standing.

**Section 4: Vacancies.** Any Officer who resigns shall turn over all properties of SIAA to the Board of Directors upon resignation. If any Officer vacates their position for any reason, the Board of Directors shall fill the vacancy until the next election.

**Section 5: Duties.** The duties of the Officers shall be as follows:

**a. The President shall:**

- 1) preside at meetings of the organization and the Board of Directors;
- 2) appoint ad-hoc committee chairs (as needed);
- 3) appoint a parliamentarian who shall serve on the Board of Directors without a vote;
- 4) be ex-officio a member of all committees;
- 5) be a signatory on all official documents;
- 6) perform such other duties outlined in the bylaws;
- 7) be an active member of the Board of Directors.

**b. The Vice President shall:**

- 1) preside in the absence or disability of the president;
- 2) perform such other duties as may be required;
- 3) be an active member of the Board of Directors.

**e. The Secretary shall:**

- 1) record the minutes of the meetings of the organization and of the Board of Directors;
- 2) be a signatory on all official documents;
- 3) issue notices as required;
- 4) tend to correspondence as directed by the President or Board of Directors;
- 5) maintain records of the SIAA which shall be kept on property;
- 6) perform such other duties as may be required;
- 7) be an active member of the board of Directors.

**f. The Treasurer shall:**

- 1) receive and deposit all funds;
- 2) pay all bills upon authorization;
- 3) keep an account of all receipts and disbursements and submit monthly reports to the Board of Directors;
- 4) make a monthly summary report to the general membership;
- 5) make an annual report to the general membership;
- 6) submit all books and papers to the Audit Committee within 15 days after the close of each quarter and within 15 days after the close of the fiscal year; (Exception: The outgoing Treasurer

shall continue to work with the incoming Treasurer to fulfill the obligations of the organization until January 15 of the new fiscal year)

- 7) perform such other duties as may be required;
- 8) be an active member of the Board of Directors.

**g. The Directors shall:**

- 1) each be a Chairperson of the five (5) Standing Committees; Membership, Rental, Building, Grounds, Events (Excluding tours).
- 2) perform such other duties as may be required;
- 3) be an active member of the Board of Directors.

**Section 6: Removal from Office.**

Any officer who fails to perform his or her duties may be removed from office by a two-thirds vote of the Board of Directors. Any officer, who is removed, shall immediately turn over all properties of the SIAA to the Board of Directors.

**Article VI: Election of Officers.**

**Section 1: Annual Election and Installment of Officers.**

- a. **Nominating Committee:** At the first quarterly general meeting an election supervisory committee shall be formed, consisting of three to five members in good standing, and a majority of non-board members.
- b. **Nominations:** Nominations for specific positions as shown in Article 5 herein will be accepted, in writing, by this committee. Anyone in good standing may make a nomination request, including in the first person, (you may nominate yourself), or other party thought to be suitable.
- c. **Candidate Presentation:** The nominations, so received, will be presented at the second quarterly general meeting, at that time nominations may be made from the floor. Should the nominations fall short of the future board requirement it will be the duty of the supervisory committee to solicit further suggestions prior to the April meeting.
- d. **Election:** At this said second quarterly meeting, the nomination(s) for each position shall be presented to the members. The election shall follow. A simple majority vote shall determine the outcome of each election. However if there is more than one nomination for an office, the vote shall be by ballot; if only one candidate is standing the vote may be by voice. The results, either by ballot or voice shall be collected by the supervisory committee, tabulated and presented to the President for announcement.
- e. **Officer Installment:** At the May meeting the new board, as elected, shall be sworn in and immediately take over their duties. All out going officers shall immediately turn over any and all properties, materials relating to the office, to the new officers prior to the May Board meeting.

**Article VII: Ad Hoc Committees**

- 1) The President shall appoint Chairpersons of ad-hoc committees as needed;

2) The Chairpersons of ad-hoc committee shall not have a vote at Board of Directors meetings.

### **Article VIII: Audit Committee**

1) The Board of Directors shall select three (3) members in good standing, who are not on the Board of Directors, to serve on the Audit Committee. The President shall select the Chairperson of the Audit Committee from the three (3) selections made by the Board of Directors.

2) The Audit Committee shall review the financial records of SIAA at the end of each quarter, at the end of each fiscal year, and shall prepare reports to be presented at the general membership meeting following each quarter. The quarterly reports shall be presented at the general membership meetings in the months of May, August, November, and February. The yearly report shall be presented at the first quarterly general membership meeting.

### **Article IX: Meetings**

#### **Section 1: Conduct and Order of Meetings.**

The order of business at all general membership meetings shall, except as circumstances dictate, be as follows:

- 1) Call to order
- 2) Approval of minutes of prior meeting
- 3) Treasury Report
- 4) Report of President and Board of Directors Meetings to members, recommendations and ratification
- 5) Unfinished Business
- 6) New Business
- 7) Program
- 8) Announcements
- 9) 11) Adjournment

#### **Section 2: General Membership Meetings.**

The general membership meeting of the SIAA shall be held quarterly on the third Tuesday of January, April, July, and October. The meeting date may be changed by the Board of Directors upon approval of the membership at a general meeting.

#### **Section 3: Special Membership Meetings.**

Special meetings may be held as the President deems appropriate. Members will be provided notice at least five (5) business days in advance via electronic mail, and this notice will include the purpose of the special meeting.

#### **Section 4: Board of Directors Meetings.**

Board of Directors meetings shall be held monthly. This meeting day may be changed at the discretion of the Board of Directors. All Board of Directors are required to be present unless excused by the President. Two (2) consecutive unexcused absences or three (3) nonconsecutive unexcused absences from the Board of Director's meetings by any Officer shall constitute resignation from Office. The President may call a special meeting of the Board of Directors providing there is the approval of at least two-thirds (2/3) of the complete Board of Directors. In such case, a meeting may be held but limited to the matters which are of an urgent nature, and which were the object(s) of the call for the meeting. Regular Board of Directors meetings are open to the membership for observation purposes only.

#### **Section 5: Quorum.**

- a) One half plus one of the voting members shall constitute a Board of Directors quorum
- b) 30% of the members (or ten members, whichever is greater) of the SIAA shall quorum of the membership

#### **Section 6: SIAA Birthday.**

May 1904 shall be recognized as the Birthday of the SIAA. The colors are yellow and white, and the flower is the orange blossom. The May membership meeting shall serve to celebrate this anniversary.

#### **Article X: Communications**

##### **Public Statements.**

Only those persons authorized by the Board of Directors may make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of the SIAA.

#### **Article XI: Amendment of Bylaws and Articles of Incorporation**

##### **Section 1: Amendment of the Bylaws.**

a) These bylaws may be amended at a general membership meeting by a two-thirds vote of the members present, provided that a written copy of such amendments is circulated to the membership at least five days (5) prior to such meeting.

a) Amendments to the bylaws may be proposed by any members, at any general membership meeting. Any member proposing amendments to the bylaws shall provide the proposed amendment(s), in writing, to the Secretary not less than fourteen (14) days prior to a general membership meeting for agenda inclusion. The Secretary must provide a copy of the proposal(s) to all members five (5) days prior to the general membership meeting.

## **Section 2: Amendment of the Articles of Incorporation.**

a) The Articles of Incorporation may be amended in accordance with the laws of Florida, pursuant to a resolution approved by three-fourths vote of the members present at a general membership meeting. Such amendments must first be approved at a meeting of the Board of Directors and presented to the membership at the next general membership meeting, following notification to the current members in writing of at least five (5) days.

b) All voting in connection with the amendment of bylaws and Articles of Incorporation shall be done by secret ballot.

### **Article XII: Disclaimer**

If any of the above Articles are in violation of State or Federal Laws, they are immediately null and void.

### **Article XIII: Dissolution**

The Corporation may be dissolved with the unanimous (less one) assent given in writing by the Board of Directors. Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall become the property of the Jacksonville Historical Society, an exempt entity within the meaning of section 501(c)(3) of the Internal Revenue Code.

## **Appendix to Bylaws Conflict of Interest Policy**

### **Article I: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (SIAA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II: Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III: Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.



#### **4. Violations of the Conflicts of Interest Policy**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V: Compensation**

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This Amendment to the bylaws was adopted by the members and the number of votes cast for the Amendment was sufficient for approval this 14<sup>th</sup> day of May, 2019.

#### **Article IX: Indemnification**

Any person (and the heirs executors and administrators of such person) made or threatened to be made a party to any action, suite or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by such Director (or by his/hers heirs executors or administrators) in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officers (or such heirs, executors or administrators) may be entitled under Florida law apart from this Article.

/s/ Adam Halstead  
Adam Blair Halstead, President

5/14/2019  
Date

/s/ Shannon Elia  
Shannon Elia, Secretary

5/14/2019  
Date

### CERTIFICATION

I hereby certify that I am the currently elected and acting Secretary of Springfield Improvement Association, Inc., and the above Bylaws, consisting of eight (11) pages, are the Bylaws of this Corporation as adopted by the members at their meeting held on May 14, 2019 and that they have not been amended or modified since that date.

Shannon Elia  
Shannon Elia, Secretary