

**BY-LAWS
OF
THE DELRAY BEACH HISTORICAL SOCIETY, INC.**

ARTICLE I. NAME

Section A. The legal name of this corporation is

DELRAY BEACH HISTORICAL SOCIETY, INC.

Its principal office shall be in the City of Delray Beach, Florida.

ARTICLE II. PURPOSES

Section A. The corporation is organized to:

1. collect, preserve, arrange, catalog, display, and use for educational purposes, material and data pertaining to the history of or in any manner illustrative of Florida, and more particularly to that portion thereof comprised within the territorial limits of Delray Beach, as now or hereafter constituted. Such material shall include books, pamphlets, letters, speeches, maps, flats, surveys, portraits, photographs, pictorial illustrations of Florida scenery, relics and products.
2. prepare, edit and publish articles, sketches, biographies, pamphlets, books and documents descriptive or illustrative of Florida and more particularly of Delray Beach,
3. preserve and perpetuate historic spots and places and to promote public interest in, and further in every way interest in the historic past of Florida and Delray Beach.

ARTICLE III. STANDARDS

Section A. Delray Beach historical Society, Inc. shall maintain standards required by its Board of Governors. It must be on a financial basis satisfactory to its Board of Governors. It must duly establish and preserve its tax-exempt status under section 501 (c)(3) of the United States internal review service code.

Section B. Delray Beach historical Society, INC. shall endeavor to provide programs, projects or activities which meet accepted standards in their fields as determined by the Board of Governors.

Article IV. MEMBERSHIP

Section A. MEMBERSHIP in the Society shall be open to all persons who are interested in the purposes of the Society and who shall otherwise meet the qualifications for membership, as shall be established by the Board of Governors. Members shall be those persons with paid membership

dues for the period of membership as prescribed by the Board of Governors, or who have been elected as Honorary Members.

1. ACTIVE MEMBERS shall consist of Membership classifications and dues for each class to be set by the Board of Governors:
 - a. shall have full voting rights, including the right to elect the Board of Governors.
 - b. shall be eligible for the participation in the activities of one or more committees.
 - c. shall pay dues annually as established by the Board of Governors from time to time. Dues shall be payable on the individual's anniversary date of membership. Membership shall terminate automatically for non-payment of dues. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is made. Should the member organization be dissolved, the membership shall be canceled and dues will not be refunded.
2. HONORARY MEMBERSHIP may be bestowed upon persons from the community who show exceptional interest in the purposes of this Society.
 - a. Honorary Members shall be selected by the Board of Governors.
 - b. Honorary Members may participate in the activities of one or more committees. They may attend general membership meetings and social functions. They may participate in discussions and receive Society mailings of its literature. They may not hold office nor vote, unless they are also active members.
 - c. Honorary Members shall not be required to pay dues.

Section B. SPONSOR AND CORPORATE BENEFACTOR – A Business or other organization may become a member with the following qualifications:

1. The member organization shall have one (1) vote.
2. Should the member organization be dissolved, the membership shall be canceled and dues will not be refunded.
3. A member may transfer from one classification to another within the same calendar year and will receive credit towards and additional dues.

Section C. REMOVAL OF MEMBERS -Members may be removed by two thirds (2/3) vote of the Board of Governors for engaging in conduct which brings disrepute upon the this organization. Members who failed to renew their membership shall forfeit said membership and their names shall be placed in an inactive file.

Section D. MEETINGS OF THE MEMBERS

1. Annual Meeting. The date of the annual meeting shall be held in the month of April or May at such time and place as the Board of Governors shall determine.
2. Special Meetings. Special meetings of the membership maybe called from time to time by the President of the Board of Governors.
3. Notice of Meetings. The Secretary shall give notice in writing of all meetings or special meetings of the membership to all members at least one (1) week prior to such meeting.
4. Quorum. Twenty (20) or more Active Members of the Society shall constitute a quorum at any meeting or special meeting of the membership. A majority of the quorum may take, and shall be necessary for, valid action.

ARTICLE V. BOARD OF GOVERNORS

Section A. DUTIES AND AUTHORITY. The Board of Governors has the authority to manage the affairs of the Society. In the management and control of the property of the Society, the Board of Governors is invested with all powers of the Society itself, except as otherwise provided herein or reserved to the Membership of the Society as a whole.

Section B. CONSTITUTION OF THE BOARD. The Board of Governors of the Society shall consist of the immediate past President of the Society, the President, the First Vice-President, the Second Vice-President, Secretary, the Treasurer and no less than five (5) members and no more than eighteen (18) elected members, bringing the total maximum membership of the Board to twenty-four (24). In the event the Immediate Past President cannot serve or must leave the position, the position will remain vacant until the President succeeds to the office of Immediate Past President. Such other officers as may be chosen in accordance with the provisions of this article, including without limitation Co-President. The Board of Governors, at its discretion, may appoint such other officers, as it shall deem desirable. Such officers shall have the authority to perform the duties prescribed by the Board of Governors. Multiple offices may be held by the same person, except the office of President. All officers shall be voting members of the Board of Governors.

Section C. QUALIFICATIONS. Each member of the Board of Governors shall at all time during his or her membership on the Board be an Active Member of the Society. Any Active Member, in good standing, shall be eligible to be a member of the Board of Governors.

Section D. TERM OF OFFICE. Each elected Governor shall be elected for terms not to exceed three years. No member shall serve more than three consecutive three-year terms. A Member of the Board of Governors who has completed one full three-year term or who assumed the unexpired term of another governor maybe eligible for election to the second or third term. A Member of the Board of Governors who has completed three full three year terms shall not be eligible for election to the Board until one year have elapsed since his or her last term of office except under the following circumstances:

- 1) Directors who are appointed by the Board to fulfill a responsibility may need to have their term extended additional terms to meet that responsibility.
- 2) Upon approval of the Board, Directors of the Board may serve additional terms on the Board when the need for continuity arises. This extension may occur during or after the end of their term as officer.

Section E. ELECTION OF BOARD OF GOVERNORS.

1. NOMINATIONS. It shall be the duty of the President, at least fourteen (14) days prior to the date of the Annual Meeting to appoint a Nominating Committee of three (3) Members of the Society. This committee shall nominate as many members for the Board of Governors as are to stand for election or re-election and shall report the names of their nominees at least seven (7) days prior to the Annual Meeting of Members.

Other nominations may be made by Active Members and shall be voted on at the Annual Meeting of the Members of the Society, along with the Nominating Committee's nominees, provided such nominations are signed by three (3) or more active members of the Society and filed at the office of the Society at least ten (10) days before the meeting.

The Secretary shall include the names of all nominees in the notice (email or print) of the Annual Meeting of the Members.

2. VOTING. The Active Members, at their Annual Meeting, shall elect the Board of Governors. A simple majority of those voting is sufficient to elect each candidate. Each Active Member shall have only as many votes as there are vacancies on the Board and no Active Member may cumulate votes for one or more candidates.

Section F. ABSENCES. A member of the Board of Governors who has three (3) consecutive unexcused absences shall forfeit his membership on the Board of Governors. After the second absence, the Secretary shall notify the member of possible termination of membership on the Board of Governors. Validation of excused absences will be determined by the Board.

Section G. VACANCIES. The majority of the remaining Members of the Board of Governors, though less than a quorum, may fill vacancies on the Board during an unexpired term. Such appointed members of the Board shall stand for confirmation for the remaining portion of the unexpired term for reelection at the next Annual Meeting of the Members.

Section H. MEETING OF THE BOARD OF GOVONERS

1. Regular Meetings. The Board of Governors shall meet once each month, unless dispensed with by the Board, at such place as shall be determined by the Board, or in the absence of such determination, by the President or Co-Presidents.
2. Special Meetings. The Board of Governors shall have such added meetings as are called by the President or majority of the Board.
3. Annual Meeting. The Annual Meeting of the Board of Governors shall be its last meeting before the Annual Meeting of the Members of the Society.
4. Notice of Meetings. Either a majority of the Board of Governors, in writing to the Secretary, or the President, may call a meeting of the Board. The Secretary shall give notice in writing to all members of the Board of Governors at their last known address at least seven (7) days in advance of any meeting of the Board of Governors.
5. Action Without Meeting. Any action required by law or these Bylaws to be taken at a meeting of the Board of Governors, or any action which may properly be taken at a meeting of the Board of Governors, maybe taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by all members of the Board of Governors then in office. Such consent shall have the same force and effect as a unanimous vote of the Board of Governors and a duly called meeting thereof, provided that such written consent is inserted in the minute book of the Society.
6. Quorum. A quorum for meetings of the Board of Governors shall be thirty-three (33%) percent of the members of the Board of Governors. Except as otherwise provided herein, actions of the Board of Governors shall require a simple majority of those present.

ARTICLE VI. OFFICERS

Section A. OFFICERS. The Officers shall be a President or Co-Presidents, the First Vice- President, Second Vice-President, Secretary, and a Treasurer, and such additional Assistant Secretaries and Assistant Treasurers as may be approved from time to time by the Board of Governors. All Officers must be Active Members of the Society.

Section B. ELECTION. Officers shall be elected from the general membership of the Society at the Annual Meeting of the Board of Governors and take office at the Annual Member Meeting. The officer shall serve until their resignation or replacement, whichever shall come first. Vacancies during the year may be filled by vote of the Board of Governors at a regular or special meeting of the Board.

Section C. PRESIDENT or CO-PRESIDENT. The President or Co-Presidents shall preside at all membership meetings of the Society and all meetings of the Board of Governors, and shall perform duties incidental to the office as President. He or she shall also be an ex-officio member of all committees except the Nominating Committee.

Section D. 1st VICE-PRESIDENT. The 1st Vice-president shall assist the President or Co-Presidents in the performance of his or her duties, and perform all duties in the absence of the President or even in the event of the inability of the present to carry out the duties of the office.

Section E. 2nd Vice-president. The 2nd Vice-president shall assist the President or Co-Presidents in the performance of his or her duties, and perform all the duties in the absence of the President and the 1st Vice-president, or in the event of the inability of the President and 1st Vice-president to carry out the duties of their offices.

Section F. SECRETARY. The Secretary shall keep the minutes of the Society, the Board of Governors and the Executive Committee, and publish the minutes to all Governors and Officers promptly after each meeting. The Secretary shall send notice of meetings of the Society, the Board of Governors and the Executive Committee, as necessary and shall conduct the general correspondence of the Society.

Section G. TREASURER. The Treasurer shall receive all funds of the Society and deposit the same in a bank approved by the Board of Governors. The Treasurer shall keep such records and prepare such reports monthly as shall be necessary in order to keep each member of the Board of Governors may ascertain the financial position and results of operations of the Society. The Treasurer shall have the authority to prepare checks for payment of any bill presented, provided that adequate funds are available in the Society's bank accounts and further provide that such payment has either:

- 1) been approved by the Executive Committee within its scope of authority, or
- 2) been specifically approved by the Board of Governors, or
- 3) is within a budget that has been approved by the Board of Governors. Such budget shall be in sufficient detail (line item format) to justify payment. Each check must be signed by two Officers

Article VII. **EXECUTIVE COMMITTEE**

Section A. CONSTITUTION. The Executive Committee shall consist of the Officers elected by the Board of Governors.

Section B. AUTHORITY. The Executive Committee shall exercise all powers of the Board of Governors between meetings of the Board and shall have the authority to approve the expenditure of funds only to a limit of \$1500 on any one item. The Executive Committee shall not have any authority in the following manners:

- 1) the election, appointment or removal from office any of any member of the Board of Governors or officer of the Society;
- 2) the amendment, alteration a repeal of any provision of the bylaws of the Society; deal
- 3) the election, appointment or removal of any member of any committee of the Society;
- 4) the amendment or restatement, in whole or in part, of the articles of incorporation or bylaws of the Society;
- 5) the adoption of a plan of merger or consolidation of the Society with any other corporation;
- 6) the authorization of the sale, lease, exchange, distribution or mortgage of all or substantially all of the societies assets;
- 7) the authorization of the voluntary dissolution of the Society or the revocation of proceedings for the dissolution of the Society;
- 8) the amendment, alteration, or repeal of any resolution of the Board of Governors.

The Executive Committee shall report its actions to the Board of Governors no later than the next meeting o the Board.

Section C. MEETINGS OF THE EXECUTIVE COMMITTEE.

1. Meetings of the Executive Committee shall be held at such time and place as shall be determined by the President or Co-Presidents.
2. Notice. The President or Secretary shall notify each member of the Executive Committee by telephone or in writing 48 hours in advance.
3. Quorum. A quorum for meetings of the Executive Committee shall be a majority of its membership.

Article VIII.

COMMITTEES

Section A.

STANDING COMMITTEES. The following standing Committees shall be deemed desirable to assist in the activities of the Society and the Chairman thereof shall be appointed by the President, and approved by the Board of Governors at their next meeting:

- Archives committee
- Education committee
- Membership committee
- Nominating committee
- Finance committee
- Grounds and Maintenance committee
- Events committee

Section B.

SPECIAL COMMITTEES. Special Committees may be created and abolished by the President or Co-Presidents with approval of the Board of Governors. Chairman of these special committees shall be appointed by the President, and approved by the Board of Governors at their next meeting.

ARTICLE IX— DIRECTOR AND STAFF

Section A.

Executive Director: The executive director is hired by the Board of Governors. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies as prescribed from time to time by the Board of Governors. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the Board of Governors and Executive Committee, keep the Board of Governors/Executive Committee, officers, and committees of the organization fully informed as to the business and affairs of the organization, and carry out the duties described in the job description. The Board of Governors can designate other duties as necessary at the Board's sole discretion. The organization is not required to have an executive director and may operate without filling this position.

Section B.

Staff Members: Staff members are hired by the Board of Governors. Staff members carry out the duties described in the job description and report to the Board of Governors. The Board of Governors can designate other duties as necessary at the Board's sole discretion. The Board of Governors, at its sole discretion, may stipulate certain requirements for reporting and oversight by and between the executive director and staff members. The organization is not required to have any staff members and/or employees and may operate without filling these positions.

Section C.

Employment: The Board of Governors shall employ, discharge and supervise, and determine the compensation of, all employees of the organization.

Section D.

Agent: The Board of Governors may appoint an Agent, who must be a member of the Board of Governors and Executive Committee in good standing, to handle employment issues for the organization as specifically authorized by the Board of Governors.

Article X.

FISCAL AND SOCIAL POLICIES

Section A.

FISCAL YEAR. The fiscal year of the Society shall be October 1 through September 30.

Section B.

AUDIT. At the discretion of the Board of Governors, the financial statements of the Society shall be audited annually at the close of the fiscal year by such certified public accountants as may be approved by the Board.

Section C. PERSONAL BENEFIT. No part of the net earnings of the Society shall inure to the benefit of any Member, Member of the Board of Governors, Officer, or any private individual (except that responsible compensation may be paid for services rendered to or for the Society affecting one or more of it purposes). No Member, Member of the Board of Governors, Officer or any private individual shall be entitled to share in the distribution of any assets of the Society upon its dissolution.

No substantial part of the activities of the Society shall be in the caring on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in including publications or distribution of statements any political campaign on behalf of any candidate for public office.

Section D. NON-PROFIT CORPORATION. Notwithstanding any other provisions of these Bylaws, the Society shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations as they exist from time to time, or by an organization contributions to which are deductible under section 170 (c)(2) of such code and regulations as they exist from time to time.

Section E. NO DISCRIMINATION. It is the policy of the Society to operate without discrimination with respect to race, national origin, religion, age, color, or sex in relation to the services provided by the Society and the recruitment, hiring and retention of employees, Members and volunteers.

Article XI. PUBLIC RELATIONS

Section A. AUTHORITY. No member of the Society shall release to the press, radio or television any news items concerning the Society without the approval of the President or Co-President.

Section B. CONFIDENTIALITY. The Society's list of names of members and donors are proprietary and confidential. No one may release those lists in whole or part to any individual organization without the approval of the President or Co-Presidents.

Article XII. ASSETS OF THE CORPORATION

Section A. NO PROPRIETARY RIGHT. This being a Society for not-for-profit, it shall be operated exclusive exclusively for the purposes set out but set out in the bylaws, and no part of the Society's net earnings show shall inure to the benefit of any of its Members, Officers, or Directors. No member by virtue of membership in the Society should have any vested right, interest, or privilege in or to any of the assets of the Society, nor any right, interest, or privilege which may be transferable; nor, upon the dissolution of the Society shall any assets of the Society inure to the benefit of any member.

Section B. DISSOLUTION. Upon the dissolution of the Society, any assets remaining will be assigned, given or transferred to the city of Delray Beach, a municipal corporation in the state of Florida, or at the discretion of the Board of Governors, to any Corporation not for profit which has for its purpose the preservation of history of the city of Delray Beach, or its surrounding community area, and which has tax-exempt status under section 501(c)(3) of the Internal Revenue Code. The provision of this article of the bylaws cannot be amended without the affirmative vote of two thirds of all active members of the Society.

Article XIII. AMENDMENTS

Section A. Except as herein provided, these Bylaws may be amended at any regular or special meeting of the Board of Governors by an affirmative vote of two-thirds (2/3) of the members of the Board of

Governors. The proposed amendment shall first be given to all members of the Board of Governors at least ten (10) days prior to such meetings at which such amendment shall be considered.

Section B. Notwithstanding anything herein to the contrary, the provisions of article XI entitled assets of the corporation, cannot be amended without the affirmative vote of two-thirds (2/3) of all Active Members of the corporation whether present or not.