

DELRAY BEACH  
HISTORICAL SOCIETY  
BY-LAWS  
ESTABLISHED 1964

**ARTICLE I. NAME**

**Section A.** The legal name of this corporation is  
DELRAY BEACH HISTORICAL SOCIETY, INC. (“DBHS”)

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. Support the preservation of 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.**

DBHS 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.**

DBHS shall endeavor to provide programs, projects or activities which meet accepted standards in their fields as determined by the Board of Governors.

**Section C.**

DBHS shall follow the principals as stated in the Mission, Vision, Values and Ethics.

DBHS shall follow the guidelines as set forth in the Policies and Procedures. Accordingly, the Board of Governors for the Delray Beach Historical Society reserves the right to modify, supplement, or rescind any of its policies, practices, procedures and benefits at any time.

## **ARTICLE IV. MEMBERSHIP**

### **Section A. MEMBERSHIP**

Memberships in DBHS shall be open to all persons who are interested in the purposes of DBHS 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 level to be set by the Board of Governors shall:

- a. have full voting rights, including the right to elect the Board of Governors.
- b. be eligible for the participation in the activities of one or more committees.
- c. pay dues annually as established by the Board of Governors. 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 DBHS.

- 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 DBHS 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. Organization shall have one (1) vote.
2. Should the organization be dissolved, the membership shall be canceled and dues will not be refunded.
3. A member may upgrade from one level to another within the same calendar year and will receive credit towards any 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 DBHS. 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 once each calendar year 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 meetings 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 DBHS. In the management and control of the property of the DBHS, the Board of Governors is invested with all powers of the DBHS itself, except as otherwise provided herein or reserved to the Membership of the DBHS as a whole.

### **Section B. CONSTITUTION OF THE BOARD**

The Board of Governors of the DBHS shall consist of the immediate past President of the Society, Vice-President, (a Second Vice-President if so desired), 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. 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 times 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 five years.

No member shall serve more than three consecutive five-year terms. A Member of the Board of Governors who has completed one full five-year term or who assumed the unexpired term of another governor may be eligible for election to additional terms. A Member of the Board of Governors who has completed three full five-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. Governors 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 or Governors, Officers 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.**

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.

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.
2. Special Meetings. The Board of Governors shall have such added meetings as are called by the President or majority of the Board with no notification, time or place restrictions.
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. With direction from the Executive Team, the Executive Director shall give notice in writing to all members of the Board of Governors at their last known postal or email 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, may be taken without a meeting if the consent in writing, or electronic communication (email) 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. Regular monthly Board meetings are held at the DBHS campus, 3 NE 1<sup>st</sup> Street, Delray Beach. In the case of a Board member's inability to meet in person, or in the case of other situational circumstances where it is more conducive for the Board to do so, on-line participation in meetings is acceptable.

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.

7. In the event of a catastrophic occurrence (Hurricane, Pandemic or similar), dates and times of monthly board meetings and/or the Annual Membership Meeting may be altered to accommodate such events. This may result in the Annual Meeting not occurring in a calendar year or it will be held electronically. Every effort should be made to inform the Society membership and all stakeholders of pertinent information and revised dates should be communicated in a timely manner to meet the obligations of the Society and the fulfillment of its mission.

## **ARTICLE VI. OFFICERS**

### **Section A. OFFICERS**

The Officers shall be a President, the Vice-President, Second Vice-President (optional), Secretary, Treasurer, Past President, 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**

The President 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. VICE-PRESIDENT**

The Vice-president shall assist the President 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. 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 F. TREASURER**

The Treasurer shall monitor all funds of the Society and depositing the same in a bank approved by the Board of Governors. The Treasurer and the Executive Director shall manage the keeping of 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 one Officer and the Executive Director.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

### **Section A.**

CONSTITUTION. The Executive Committee shall consist of the Officers elected by the Board of Governors. The Board of Governors, at its discretion, may appoint additional persons as needed.

### **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 \$3,000 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) amend the Policies and Procedures of the DBHS.
- 7) the authorization of the sale, lease, exchange, distribution or mortgage of all or substantially all of the societies assets;
- 8) the authorization of the voluntary dissolution of the Society or the revocation of proceedings for the dissolution of the Society;
- 9) 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 of 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 with no notification, time or place restrictions.
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:

City Liaison Committee  
Outreach Committee  
Preservation and Archive Committee  
Nominating committee  
Development Committee  
Hiring & Employment Committee  
Heritage Garden Committee  
Individual Events committee

#### **Section B.**

SPECIAL COMMITTEES. Special Committees may be created and abolished by the President 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.

#### **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 and Procedures 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 Executive Director. Staff members carry out the duties described in the job description and report to the Executive Director. 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.

AGENT or COMMITTEE. No less than three Board members, who make up a "Hiring and Employment Committee," must participate in the second round of the hiring process of staff members.

The AGENT or COMMITTEE will address any employment conflicts or issues, brought to attention by the Executive Director, that may arise and follow through to resolution. Employment Policies and Procedures will be followed.

**Section C.**

EMPLOYMENT: The Executive Director shall employ, discharge and supervise, and determine the compensation of all employees, full-time, part-time, and contract, of the organization, with the consent of the Hiring and Employment Committee (AGENT or COMMITTEE). The Board of Governors approve compensation, benefits and bonuses of all DBHS staff, as recommended by the Executive Director.

The Executive Director will complete a background check of staff and contractor candidates, with written consent from the candidate, should they proceed to final rounds of interviews with the AGENT or COMMITTEE.

If the need arises, Independent Contractors can work as outlined in the Policies and Procedures of the DBHS.

**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.

**ARTICLE IX— DIRECTOR AND STAFF**

**Section A.**

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 its 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 carrying 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 contribution 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.

**Section F.**

BACKGROUND CHECK. Delray Beach Historical Society ("DBHS") is committed to the protection of all associated persons, including members, staff, volunteers, and guests. It is the policy (as outlined in the Policies and Procedures of the DBHS) of DBHS to conduct criminal background checks of all applicants and employees. DBHS will carry out this requirement in a fair, consistent, and non-discriminatory manner, complying with applicable state and federal laws. DBHS utilizes systems based on name(s) and, if necessary, additional identifying information or fingerprint-based systems to obtain data for individual background checks.

**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 Executive Director.

**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 Governors. 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 meetings 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.