



BYLAWS
BOYNTON BEACH HISTORICAL
SOCIETY, INC.
[As revised April 15, 2019]

PREAMBLE: The Boynton Beach Historical Society will act as a living repository for Boynton Beach's traditions and history. It will maintain property entrusted to it and collect, preserve and interpret items of historical and antiquarian significance. The Society will encourage research and involvement in those efforts by its members and the community at large. In so doing, it will promote a better understanding of history as an important factor in the everyday affairs of the City of Boynton Beach and its residents.

ARTICLE I: MEMBERS

- Section 1. **Eligibility.** Any person interested in the history of Boynton Beach, Florida, who applies for membership in any classification of membership and who tenders the necessary dues in accordance with the procedures established by the Board, shall become a member.
- Section 2. **Membership Classification.** The Classification schedule of memberships and the dues payable per classification shall, except those heretofore exempted from payment, be fixed from time to time by a majority vote of the Board.
- Section 3. **Dues.** Dues shall be payable annually, in advance. Members in arrears more than one year after payment is due, shall be dropped from membership, after approval of the Board.
- Section 4. **Honorary Members.** Honorary members of the Society may be elected by the Board at any time and shall hold such position at the pleasure of the Board. Honorary members may attend meetings of the membership but shall not be entitled to vote and shall have no duties, liabilities, or responsibilities of any kind.
- Section 5. **Boynton Builder Member.** The Board of Directors, by majority vote, may designate a person or an organization as a Boynton Builder Member who shall be dues exempt for life and have all the privileges of membership.

ARTICLE II: OFFICERS and ELECTION

- Section 1. **List of Officers.** The officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer and six Trustees. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society and shall constitute the Board of Directors.
[Temporary Addendum: Those persons elected as "Directors" under the previous bylaws shall continue in office as full members of the Board of Directors until their terms expire in 2020 and 2021 or until they leave office for another reason. Beginning in April 2019, only those candidates for positions as officers or trustees shall be elected. This Temporary Addendum shall be deleted from the Bylaws after April 2021 with no need for reapproval by the Society.]
- Section 2. **Nominating Committee.** At a regular meeting at least two months prior to the Annual Meeting in April, a Nominating Committee consisting of five members of the Society in good standing shall be appointed by the President. It shall be the duty of this committee to nominate a candidate who is a member in good standing for each office that is to be filled at the Annual Meeting in April. The Nominating Committee shall report a list of candidates to the membership during the Annual Meeting prior to the vote. Before the election at the Annual Meeting, additional nominations from the floor shall be permitted provided the nominee has consented.
- Section 3. **Balloting.** If more than one candidate per office, or if by a majority request of the members present, the election will be by ballot. Otherwise, election will be by voice vote, one office at a



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time; or the entire slate may be elected by acclamation on a two-thirds vote of those present and voting.

Section 4. **Terms of Office.** Terms for all officers except the Trustees will be one year or until their successors are elected, and their term of office shall begin at the close of the May meeting. Terms for Trustees shall be for three years or until their successors are elected, with two Trustees elected each year to assume office at the close of the May meeting. Candidates chosen to complete unfinished terms shall serve the duration of that term.

Section 5. **Vacancies.** If a vacancy occurs in any office between elections except the Presidency, the vacancy will be filled by majority vote of the Board of Directors. If a vacancy occurs in the Presidency, the First Vice-President automatically becomes President for the remainder of the term, and the vacancy arises in the vice-presidency.

Section 6. **Appointees.** The President, with the approval of the Board of Directors, may appoint Board or other members of the Society to serve as newsletter editor, webmaster, social media coordinator, archivist, or other positions as needed. These individuals, unless they are Board members, do not have a vote on the Board of Directors. They serve at the pleasure of the Board and are not term limited.

ARTICLE III: DUTIES OF OFFICERS

Section 1. **The President** shall:

- a) have executive supervision over the activities of the Society within the scope provided by these Bylaws;
- b) preside at all meetings of the Society, the Board of Directors, and Board of Trustees;
- c) appoint all members of committees, not otherwise provided for, as needed;
- d) be one of the officers who may sign the checks or drafts for the Society;
- e) sign all documents as needed; and
- f) perform such other duties applicable to the office as prescribed by these Bylaws, Board of Directors policies and by the parliamentary authority adopted by the Society.

Section 2. **The First Vice-President** shall:

- a) in the event of the absence or inability of the President to perform the duties of President, become acting president of the Society with all the rights, privileges and powers as if he or she had been duly elected president;
- b) chair the program committee or any other special meetings, as needed;
- c) send letters of appreciation to thank program participants or presenters;
- d) create and maintain a program budget; and
- e) perform such other duties applicable to the office as prescribed by these Bylaws, the Board of Directors and by the parliamentary authority adopted by the Society.

Section 3. **The Second Vice-President** shall:

- a) assume the duties of the President or First Vice-President in the event of absence or inability of either to perform their duties as stated hereto;
- b) chair the membership committee;
- c) attend to all correspondence related to membership;
- d) maintain program sign-in sheets;
- e) maintain up-to-date membership lists;
- f) create and maintain a membership budget; and



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- Section 4. g) perform such other duties applicable to the office as prescribed by these Bylaws, the Board of Directors and the parliamentary authority adopted by the Society.
The Secretary shall:
a) file reports on time and, as required, with the proper local, state, and federal authorities;
b) keep the minutes of the Society and the Board of Directors;
c) give and serve all notices to members of the Society;
d) attend to all correspondence of the Society except that pertaining to programs and membership;
e) be the official custodian of the records of the Society;
f) provide to the Society's archives within one month after the Annual Meeting, a copy of all meeting records;
g) be one of the officers who may sign the checks and drafts of the Society; and
h) perform such other duties applicable to the office as prescribed by these Bylaws, the Board of Directors and the parliamentary authority adopted by the Society.
- Section 5. **The Treasurer** shall:
a) have the care and custody of all monies belonging to the Society and shall be responsible for such monies or securities of the Society;
b) be one of the officers authorized to sign checks or drafts of the Society;
c) render at stated periods as the Board of Directors shall determine a written account of the finances of the Society and such report shall be physically affixed to the minutes of the Board of Directors at such meeting;
d) chair the budget committee and provide updates to the Board of Directors; and
e) perform such other duties applicable to the office as prescribed by these Bylaws, the Board of Directors and the parliamentary authority adopted by the Society.
- Section 6. **The Trustees** shall:
a) be responsible for the supervision, overseeing and care of all real property, and all property and equipment acquired by the Society;
b) recommend policies and procedures for acceptance of all historical donations; and
c) perform such other duties applicable to the office as prescribed by these Bylaws, the Board of Directors and the parliamentary authority adopted by the society.

ARTICLE IV: MEETINGS

- Section 1: **Regular Meetings.** The Society shall meet regularly at least six times a year at a time and place designated by the Board of Directors, except that the Society must meet in the month of April for the Annual Meeting.
- Section 2: **Special Meetings.** Special meetings may be called by the President or by a majority of the Board of Directors. The purpose of the meeting shall be stated in the call. Except in the cases of emergency, at least three days' notice shall be given.
- Section 3: **Quorum.** Those members present and voting shall constitute a quorum.

ARTICLE V: BOARD OF DIRECTORS



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- Section 1. **The Board.** The Officers of the Society and the Trustees shall constitute the Board of Directors, known also as The Board.
- Section 2. **Duties.** The Board of Directors shall have general supervision of the affairs of the Society between regular meetings of the Society. The Board shall fix the hour and place of meetings, make recommendations to the Society, and perform such other duties as are specified in these Bylaws or assigned to it at a meeting of the Society.
- Section 3. **Meetings of the Board.** Regular meetings of the Board shall be set by the President, but the Board must meet a minimum of five times each year. Special meetings of the Board may be called by the President and shall be called upon the written request of one-third members of the Board.
- Section 4. **Quorum for the Board.** A Quorum shall consist of 40% of the Board.

ARTICLE VI: BOARD OF TRUSTEES

- Section 1. **Composition.** In addition to the Board of Directors there shall also be a Board of Trustees, known hereinafter as The Trustees. The Trustees shall consist of six persons plus the President of the Society who shall serve as Chair of the Trustees.
- Section 2. **Vacancies.** The Chair of the Trustees shall have the authority to appoint a member to the Trustees to fill the term of a member who for whatever reason cannot complete his or her term. This appointment shall be made only with the approval of the Board of Directors.
- Section 3. **Authority.** The Trustees shall have the following authority with respect to the properties of the Boynton Beach Historical Society and its agencies, now existing or created:
- A. **Acquisition.** The Trustees shall receive, collect, catalog, and hold in trust for the sole benefit of the Boynton Beach Historical Society any and all donations, bequests, and devises of any kind or character, real or personal, that may be given, devised, bequeathed or conveyed to the Boynton Beach Historical Society and shall administer the same and the income therefrom in accordance with the directions of the donor, tester, truster, and in the interest of the Boynton Beach Historical Society under the direction of the Board of Directors. When the use to be made of any such donation, bequest, or devise is not otherwise designated, the same shall be used as directed by the Board of Directors.
 - B. **Disposition.** The Trustees shall have the power to invest, reinvest, buy, sell, transfer, and convey any and all funds and properties which the Society may hold in trust, subject always to the terms of the legacy, devise, or donation, with the approval of the Board of Directors.
 - C. **Security.** The Trustees will be responsible for the security of all property, real or personal, owned by the Society or on loan to the same, and shall be responsible for recommending the amount and kind of insurance the Society shall purchase to cover loss of any kind. Further, the Trustees shall develop procedures for the temporary loan of property, which includes papers, documents, owned by or entrusted to the Boynton Beach Historical Society.
- Section 4. **Quorum for Trustees Meeting.** A quorum shall be a majority of the Trustees.

ARTICLE VII: COMMITTEES

- Section 1. **Program Committee,** of which the First Vice-President shall be Chair, shall be appointed by the President promptly after the Annual Meeting. Their duties shall be to plan and present the programs for the regular meetings of the Society, and any other meetings as necessary; notify



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The Board of programs well in advance for dissemination; set up room for program and put away items at the conclusion of the meeting; send letters of thanks to speakers; and to perform such other duties deemed necessary by the Board of Directors.

Section 2. **Membership Committee**, of which the Second Vice-President shall be Chair, shall be appointed by the President promptly after the Annual Meeting. Their duties shall be to sponsor membership drives and process new candidates for membership; greet members as they arrive for meetings; maintain a current list of all members of the Society and classification of members; and to perform such other duties deemed necessary by the Board of Directors.

Section 3. **Hospitality Committee** shall be appointed by the President promptly after the Annual Meeting. Their duty shall be to take care of refreshments to be available at each regular meeting of the Society; and to perform such other duties deemed necessary by the Board of Directors.

Section 4. **Budget Committee**, chaired by the Treasurer, shall be appointed by the President promptly after the Annual Meeting. Their duties shall be to devise an annual budget; to submit that budget to the Board for approval, to monitor expenditures; and to perform such other duties deemed necessary by the Board of Directors.

Section 5. **Auditing Committee**. An internal auditing committee shall be appointed by the President each January consisting of three members of the Society in good standing who shall review the filed Treasurer's reports for the preceding fiscal year, January 1 to December 31. In addition to the filed reports to be provided by the Secretary, the Treasurer will provide copies of all receipts for expenditures, bank statements and cancelled checks that cover the appropriate period. The Auditing Committee shall provide a written report to the Board of Directors by March of the year in which they were appointed.

Section 6. **Other Committees** shall be appointed by the President as the Society or the Board of Directors shall from time to time deem necessary to carry on the work of the Society. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly Revised*, latest edition, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE IX: AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Society by a two-thirds vote of those members present and voting provided notice has been given prior to the meeting.

Or, they may be amended at a special meeting called for that purpose with previous notice and a two-thirds vote of those Society members present and voting.

Or, they may be amended by the Board of Directors when necessary for the smooth operation of the Society; but such amendment must be ratified or rescinded by the members of the Society at the next regular meeting. Previous notice and a two-thirds vote of those members present and voting is needed for ratification.