

**BY-LAWS
OF THE
BEACHES AREA HISTORICAL SOCIETY, INC.**

ARTICLE 1 – NAME, LOCATION AND MISSION

The name of the organization is the BEACHES AREA HISTORICAL SOCIETY Inc., a not-for-profit corporation within the State of Florida. The principal offices of the organization shall be located in the City of Jacksonville Beach in Duval County Florida.

The **Mission** of the organization is: To preserve and share the distinct history and culture of the Beaches Area. The Beaches Museum is operated by the Beaches Area Historical Society at Pablo Historical Park, Jacksonville Beach, Florida.

ARTICLE 2 – BOARD OF DIRECTORS

Section 1 – General Powers

The Board of Directors (BOD) is vested with the corporate powers, policy management, property and affairs of this corporation subject to the law, the Articles of Incorporation, and these By-Laws.

Section 2 – Composition and Tenure

1. The number of Directors shall be not more than twenty-four (23) and not less than eleven (11).
2. Directors shall serve terms of three (3) years and shall be limited to two (2) consecutive three (3) year terms on the BOD.
3. Year one of a board member's term is considered to be any portion of the fiscal year when a member begins board service.
4. Any person who is nominated or appointed as a member of the BOD must be a member of the Beaches Museum in good standing at the time of his/her nomination or appointment, must have indicated his/her consent to nomination and must continue to be a member of the Beaches Museum in good standing during his/her term of office.
5. A past BOD member may be considered for return to the BOD if it has been a minimum of 1 year absence from the BOD and submit an application.

Section 3 – Resignation

- Any Director may resign at any time by notifying the President or Secretary of the Board of Directors in writing. Such resignation shall take effect at the time specified by the resigning director. A resignation shall create a vacancy on the BOD.

Section 4 – Expulsion

The Board of Directors shall, at its discretion, consider the following causes of expulsion of a member from the BOD, and may upon affirmative vote of at least two-thirds of those attending, remove such Director from his/her office. If the Director:

- has three consecutive, unexcused absences at meetings of the Board of Directors;
- is no longer a member of the Beaches Museum;
- fails to abide by the By-Laws, Conflict of Interest Policy or Code of Ethics of the BOD; or
- conducts him/herself in a manner injurious to the corporation.

Section 5 – Responsibilities of Board Members

No person shall be considered for election to the BOD who has not indicated willingness to comply with a predetermined list of expectations and responsibilities.

Section 6 – Board Meetings

1. The BOD shall hold regular meetings on the dates and times established by the Board. Meetings shall be held no less than quarterly.
2. The President and any five (5) voting members may call special meetings of the BOD.
3. At least three (3) days written or electronic notice shall be provided to all Directors for all meetings.
4. A simple majority of Directors shall constitute a quorum. At any meeting in which a quorum is present, a majority vote shall control all matters, unless specified in these By-Laws.

ARTICLE 4 – OFFICERS OF THE BOARD OF DIRECTORS

Section 1 – Composition

1. The officers of this Corporation shall consist of: President, Vice President, Secretary and Treasurer.

2. **President:** The President shall preside at all meetings of the Board and The Executive Committee. The President shall perform all duties incident to such office and such duties as may be provided in these By-Laws or may be prescribed from time to time by the BOD. The President shall appoint chairs and members of committees. He/she may serve as an Ex-officio member of all committees. The President and Executive Director shall act as official spokespersons for the Corporation. Upon authorization of the BOD, he/she shall employ or discharge the Executive Director of the museum operated by the corporation.
3. **Vice President:** the Vice President shall perform all duties and exercise all powers if the President is absent or is otherwise unable to act. The Vice-President shall perform such other duties as may be assigned by the President.
4. **Secretary:** The Secretary shall record the minutes of the Board of Directors and Executive Committees and ensure that minutes are approved at subsequent meetings. Meeting minutes shall be archived and maintained as part of the official records of the Beaches Museum. The Secretary shall ensure that records are maintained as required by law or by these By-Laws and shall perform all duties incident to the office of the Secretary. The Secretary shall perform other duties as may be assigned by the BOD.
5. **Treasurer:** The Treasurer shall be responsible for the care and custody of all funds and securities of the Corporation, shall oversee the creation of reports and accountings required by the BOD or by-law, and shall perform in general all duties incident to the Treasurer. The Treasurer shall perform other duties as may be assigned by the BOD. The Treasurer shall chair the Finance Committee.
6. **Election of Officers and Terms of Office:** Each officer shall be elected for a term of one (1) year by and from the Board at the last BOD meeting of the fiscal year.
7. **Removal of Officers:** The BOD shall, at its discretion, and upon the affirmative vote of at least two-thirds of the Board, remove a Director from his/her office whenever, in their judgement, the best interests of the corporation will be served.
8. **Vacancies:** Any officer vacancy shall be filled from a slate prepared by the Board Advancement Committee. This slate shall be presented at the next scheduled meeting of the BOD for voting. The Board is authorized and empowered to elect a successor whenever any said offices may become vacant.

ARTICLE 5 – COMMITTEES

1. **Executive Committee:** The Executive Committee consists of the President, Vice-President, Treasurer and Secretary. Additional Committee members may be appointed by the President and approved by the BOD. The Executive Committee shall meet at the call of the President and shall have a quorum of three (3). The Executive Committee may act for the BOD between BOD meetings and shall report its actions to the BOD.
2. **Board Advancement Committee:** The Corporation shall have a Board Advancement Committee consisting of a chair appointed by the President and at least two (2) other BOD members. The Board Advancement Committee shall prepare a slate of proposed Directors and officers to fill any vacancy. The Committee will, in preparing a slate of proposed Directors, consider the needs and expectations of the Corporation, the representation from the overall geographic base and population makeup of the five-beach community.
3. **Development committee:** shall be responsible for the planning and implementation of major fundraising events, which are organized to raise operating and other income. The committee shall work to secure funding for exhibits and special projects, and seek other funding sources to ensure the financial health of the organization.
4. **Finance Committee:** The Finance Committee shall submit the annual budget of the Corporation to the BOD and shall monitor the budget and make such recommendations as prudently indicated to maintain a balanced budget. The budget and any revisions, shall be submitted to the Executive Committee for review and to the Board for its review and adoption.
5. **Other Committees:** The BOD may establish additional standing or ad hoc committees as it deems appropriate.
6. **Appointments and Terms of Office:** the President shall appoint committee chairs that shall serve for a one-year term and who do not need to be Board Members. Each member of a committee shall serve for one (1) year term with no limit to the number of terms. The Board President may fill membership vacancies of any committee. The Board President may serve as an ex-officio member of all committees.

Section 8 – Quorum

Unless otherwise provided by resolution, two (2) committee members present at any regularly scheduled committee meeting shall constitute a quorum. The act

of a majority of the members present at a committee meeting (at which a quorum is present) shall be the act of the full committee.

ARTICLE 6 – EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board of Directors to serve at the pleasure of the Board for such term and to receive such compensation as the Executive Committee may fix. The Executive Director shall be the chief operating officer of the Corporation, and shall have the authority to hire, evaluate and terminate staff. The Executive Director shall attend all meetings of the Board unless excused and may act as an ex-officio member of all committees of the Board. The Executive Director and the Board President shall act as official spokespersons for the corporation.

ARTICLE 7 – FISCAL POLICIES

1. The **Fiscal Year** of the Corporation shall be October 1 through September 30.
2. **Compensation:** No Board member shall receive directly or indirectly any salary or compensation for services. However, any Director or officer may be reimbursed at any time for any expense incurred on behalf of the Corporation in connection with its corporate purpose.
3. **Conflict of Interest:** all Board members shall sign a Conflict of Interest Policy on an annual basis in October with the installation of new Board members.
4. **Books and Records:** the Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board of Directors and the Executive Committee. Records will be maintained for a minimum of five years. The Corporation shall keep at its principal place of business a current membership register, the original or a certified copy of its Articles of Incorporation, and the By-Laws, including amendments, if any, to both.

ARTICLE 8 – PARLIAMENTARY PROCEDURES

All meetings of the Board of Directors and any committees shall be in accord with the By-Laws and procedures of the Corporation. Any questions of

procedure shall be resolved by reference to the most current edition of Robert's Rules of Order.

ARTICLE 9 – AMMENDMENTS TO THE BY-LAWS

The Board of Directors may review these By-Laws as a whole or in part at least every 5 years. Amended By-Laws must be approved by a two-thirds majority vote of the BOD. Any change or amendment must be appropriately filed as provided by the laws of the State of Florida.

ARTICLE 10 – MANDATORY GOVERNMENT REQUIREMENTS

The Beaches Museum does not support partisan organizations, politicians or candidates for public office. The Board acknowledges the federal Mandatory Governance Requirement placed on all non-profit boards to have at least six (6) unrelated members that hold governing authority and is composed of individuals who are personally committed to the mission of the Beaches Museum. The Beaches Museum adheres to a policy of impartiality and meritocracy in all personnel matters. To that end, it is explicitly stated that no nepotism or cronyism exists in the relationships between the Board of Directors and the staff.

NOTE: Article 10 was accepted by the Board of Directors (12/2008) and is subject to clarification of nepotism by the Board in 2009, as the Board participates with the American Association of Museums (AAM) Museum Assessment Program (MAP) : Governance Assessment by the Beaches Museum.

By-Laws Approved, June 10, 2025