

The Wilson County Historical Society, Inc.

The By-Laws

ARTICLE I Membership and Dues

Section 1 – Membership in this association shall be open to all citizens who are interested in carrying out the objectives of the Society.

Section 2 – Dues for membership in the Society shall be as follows:

Regular Membership, Single	\$ 20.00
Regular Membership, Couple	\$ 30.00
Life Membership, Single	\$200.00
Life Membership, Couple	\$350.00
Business Membership	\$500.00

Section 3 – Membership dues shall be for the period from October 1 to September 30. An announcement for annual dues shall be made during the August meeting and a reminder will be enclosed in the Society monthly e-mail.

Section 4 – Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligations.

ARTICLE II Officers and Their Duties

Section 1 – The officers shall be President, Vice President, Treasurer, and Recording Secretary.

Section 2 – The officers shall be elected for a term of one (1) year and for not more than two (2) consecutive years. In the event that no candidate for any of the offices of the WCHS is available, the standing officer may continue in that office for one (1) additional year, subject to approval by the board and membership.

- A. **The President shall** issue calls for and preside at all meetings of the Society according to the Robert's Rules of Order. He shall appoint all special committees and all standing committees not otherwise provided for, shall be ex-officio member of all

committees, and shall perform other duties usually incident to the office and the Board of Directors.

B. The Vice President shall perform all duties of the President in case of his absence or inability to serve for any other cause to serve.

C. The Treasurer shall:

- (1) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (2) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (3) Deposit all moneys in the name of the Corporation in banks, trust companies or other depositories as provided in the By-laws or as directed by the Board of Directors or President.
- (4) Write checks and disburse funds to discharge obligations of the Corporation.
(*Online pay feature of Wells Fargo is also being used for bill pay. Any Society member can request a username and password to view all transaction.)
- (5) Maintain the financial books and records of the Corporation.
- (6) Prepare financial reports at least quarterly
- (7) Keep a register of the mailing address of each member, director, officer and employee of the Corporation.
- (8) Perform all duties incident to the office of treasurer.

D. The Recording Secretary shall:

- (1) Conduct all correspondence of the Society under the authority or the direction of the President. He records the minutes of the Society and shall perform shall perform such other duties as pertain to the office.
- (2) Give all notices as provided in the By-laws or as required by law.
- (3) Take minutes of the meetings of the members and of the Board of Directors and keep minutes as part of the corporate records.
- (4) Maintain custody of the corporate records and of the seal of the Corporation.
- (5) Affix the seal of the Corporation to all documents as authorized.
- (6) Perform all duties incident to the office of secretary.

ARTICLE III Board of Directors

Section 1 – There shall be a Board of Directors consisting of the President elected at the annual meeting and additional directors elected at large annually by the membership to serve for one (1), two (2), or three (3) years. The total number of Directors shall be fifteen (15), or a number determined by the Board of Directors that is not less than five (5) or greater than twenty (20). Directors shall be residents of Wilson County, Texas. Directors shall be members of the Corporation. Each director shall serve for a term of one (1), two (2), or three (3) years. A person

who meets any qualification requirements to be a director and who had been duly nominated may be elected as a director.

Section 2 – Duties of the Board of Directors:

- A. Shall supervise finances and business of the Society and the carrying out of the purposes of the Society through its various officers and committees.
- B. Shall have control of the routine business and affairs of the Society in the interim between the meetings of the society.
- C. Elected Board members shall be required to attend three (3) of the regularly scheduled meetings of the Board.

Section 3 – Meetings: The Board of Directors shall meet quarterly and shall be held in October unless determined otherwise, to transact the business of the Society.

Section 4 – At any meeting at which the election of a director occurs due to a vacancy on the Board, a voting member in good standing may nominate a person with the second of any other voting member in good standing.

Section 5 – Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fourth of the voting members.

Section 6 – The Board of Directors may designate any place either within or without the State of Texas, as the place of meeting for any quarterly meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of the meeting, the meeting shall be held at the registered office of the Corporation in Texas.

Section 7 – The membership shall try to act by consensus. However, the vote of the majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or by the by-laws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by a ballot or voice, except that any election of the directors shall be by ballot if demanded by any voting member at the meeting before the voting begins.

Section 8 – The Board of Directors shall try to act by consensus and allow members to present their views on the subject at the beginning of the meeting for not longer than five (5) minutes per each member and a total of fifteen (15) minutes presented by membership.

Section 9 – A voting member entitled to vote may not vote by proxy.

Section 10- Directors shall not receive salaries or compensation for their services.

ARTICLE IV Election of Officers and Board Directors

Section 1 – The nominating Committee shall present a ballot to the President at the August meeting nominating all officers and directors.

Section 2 – The officers of the Corporation shall be a President, a Vice President, a secretary, and a treasurer.

ARTICLE V Duties of Committees

Section 1 – The chairman or each committee, after consulting with the President, shall appoint a vice-chairman and as many committee members as needed.

Section 2 – The Membership Committees shall be responsible for securing renewals and new members of the Society.

Section 3 – The Special Projects Committee shall suggest fundraising projects and will be responsible for planning and completing them.

Section 4 – The Budget Committee shall be responsible for establishing a yearly budget to facilitate the work of the various committees and to estimate the yearly income of the Society from dues, gifts, projects and other sources.

Section 5 – The Media Committee shall be responsible for publicizing, through various channels, the meetings and activities of the Society. This committee shall consist of the Public Relations person for each project committee.

Section 6 – The Museum Committee shall be responsible for the following:

- A. The chair of this Committee shall be the Museum Director.
- B. Securing items for the Society (documents, mementos, furnishings, etc.).
- C. Setting up yearly displays.
- D. Providing a list of themes for displays to Society.
- E. Evaluating gifts offered to the Society and recommending action to the Board of Directors.

Section 7 – The Landmarks Committee shall be responsible for assisting in the preservation of buildings, markers, historical sites, etc., as provided for in Article IV of the incorporation of The

Historical Society. It shall annually select a building or buildings worthy of citation for preservation.

Section 8 – The Entertainment Committee shall be responsible for planning the entertainment of members and guests at meetings and other functions and arranging decorations and refreshments when desired.

ARTICLE VI Nominating Committee

Section 1 – There shall be a Nomination Committee consisting of three (3) members appointed by the President no later than the July meeting to present a slate of officers at the August meeting.

Section 2 – Nominating Committee members shall be fully informed of the nature of responsibilities of officers and directors, and shall determine that nominees are genuinely interested in the goals of the Society and willing to fulfill the obligations incurred with these positions.

Section 3 – The Nomination Committee shall present a ballot to the September meeting of the Society nominating all officers and directors who are to be elected from the membership of the Society.

ARTICLE VII Meetings

Section 1 – Notices of general and quarterly meetings shall be by publication, by letter or otherwise, and given not less than five (5) days before the meeting.

Section 2 – Those present at the general quarterly meeting shall constitute a quorum.

Section 3 – A majority of the members of the Board of Directors shall constitute a quorum.

Section 4 – Nominations may be made from the floor.

Section 5 – The annual meeting of members of the Society shall be held in October.

Section 6 – The members, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures, if allowed.

ARTICLE VIII

These By-Laws may be amended by two-thirds vote of the members of the Society at any regular meeting or once called for that purpose provided notice has been given at the previous meeting.

Within these By-Laws, the use of the pronoun "He" refers to the office and not the gender of the person holding the office.

ARTICLE IX

When or if the Wilson County Historical Society should disband or dissolve, all moneys remaining in the treasury shall be given to the San Fore Jr., Wilson County Public Library to expand or to improve the history section of the library.

There will be a committee appointed to decide which museums in Wilson County will receive the Jailhouse Museum's collection.

Revised: March 15, 2011

I, Heidi A. Porter, have reviewed and made all necessary amendments to the Wilson County Historical Society By-laws as requested by the members of the Society.

Signed: _____

Date: _____

Approved by members: Yes () No ()

President's Signature: _____

Date: _____