

# **Tehuacana Heritage Society Bylaws**

## **Article I – Name**

The name of this corporation, located in Tehuacana Texas, shall be the Tehuacana Heritage Society.

## **Article II – Corporate Status**

The Tehuacana Heritage Society is a Texas incorporated non-profit organization. The Society will be operated on a basis consistent with that, and these bylaws will be interpreted to further such purposes.

## **Article III – Mission and Objectives**

### **A. Mission**

The Tehuacana Heritage Society is dedicated to preserving the heritage and history of Tehuacana Texas, and to discovering, educating, and sharing information about Tehuacana’s history for future generations.

### **B. Objectives**

1. To encourage the knowledge of the history of the Town of Tehuacana through the preservation of its antiquities, and collection of archives and artifacts.
2. To aid in the dissemination of historical information in the Town and elsewhere
3. To work with and promote other historical entities
4. To engage in other such historical activities

## **Article IV – Membership of the Society**

### **A. General Membership**

Regular membership shall be open to individuals, age 16 or older, who are interested in the objectives of the Society. Membership shall include the privilege to vote if present on all matters brought before the members at Membership meetings.

### **B. Term**

Membership term shall be for one year, from January to January. New members’ dues will be prorated on a quarterly basis during the year.

### **C. Dues**

Annual membership dues are \$20 per person at this time, as set by the Board of Directors. No refunds

Society membership is annually renewed by dues payment in full before the end of January

**D. Honorary Membership**

The Board of Directors may vote to grant honorary membership to any individual for recognized accomplishments. Upon recommendation of the Board of Directors, the Society may confer honorary membership for a term of greater than one year by two-thirds vote of the members present and voting at a membership meeting. The title of Honorary Member shall carry with it all the privileges of Society membership, except for voting privileges.

**Article V – Board of Directors**

- A. A Board of Directors consisting of five members shall govern the Tehuacana Heritage Society.
- B. The membership shall elect the Board of Directors at the December membership meeting to serve a two-year term. Directors will take office in January.
- C. Members shall elect two board members on odd numbered years and three board members on even numbered years to serve two-year terms.
- D. Any Society member in good standing is eligible to hold a board of directors' position.
- E. Vacancies may be filled by the President with confirmation by the board.

**Article VI – Officers**

- A. There shall be five officer positions: President, Vice-President, Clerk, Treasurer, and Program Officer.
- B. Officers shall be elected by the Board of Directors in January to one-year terms, with exception of Treasurer. The office of Treasurer will be a two-year term.
- C. Any member in good standing shall be eligible to serve as an officer.
- D. Vacancies may be filled by appointment from the Board of Directors.

**Article VII – General Provisions Relating to Directors and Officers**

- A. The Board shall have the general control and management of the affairs and property of the Society subject to the provisions of these Bylaws. The Board may cause a compilation, review, or audit to be made of the books and accounts of the Treasurer, said examination to be performed by a public accountant who is not a member of the Society. A written report of such examination shall be filed with the permanent records of the Society.
- B. The Board of Directors shall elect its own chair at their annual meeting in January.
- C. The Board of Directors shall be responsible for the investment of the funds of the Society. If the Treasurer so agrees, the Board may delegate some part or all of its authority to the Treasurer and may successively renew such delegation or revoke the same.

- D. With the advice and consent of the Board of Directors, the President may remove an officer, director or committee chair for cause, including wrong-doing, issues of competence, or absence from more than three scheduled meetings in a 12-month period.
- E. Each director, officer, or committee chair, present or former, shall be indemnified by the Society against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been such director, officer, or chair including the costs of reasonable settlements. The Society shall not however, indemnify any such person with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Society.
- F. The members of the Tehuacana Heritage Society are not personally liable for a debt, liability, or obligation of the organization.

**G. Board of Directors responsibilities**

1. Directors shall support the mission of the Society and ensure that the Society is responsive to the population it serves.
2. Directors shall attend board meetings regularly and participate actively as a committee member and officer
3. Directors should understand the policy-making role of the board and support the President in his/her role to implement that policy.
4. The Board should plan for the Society's future and evaluate the current status of the Society's effectiveness.
5. Directors shall ensure the Society has adequate finances and that the money is responsibly allocated.
6. The Board shall evaluate the officers in their role to handle the day-to-day affairs of the Society.
7. The Board of Directors shall represent the Society in a positive manner and support the President and officers.

**H. Officer responsibilities**

**President**

The President shall preside at all meetings of the Society and its Elected Board. The President shall manage the affairs of the Society subject to any limitation or direction by the Board and the provisions of these Bylaws. With the advice and consent of the Society's Elected Board, the President shall be allowed to appoint and recommend chairs of any standing committees and any ad hoc committees deemed necessary for the running of business as the President may deem appropriate. These appointments shall be for one year unless otherwise specified. The President shall be an ex officio member of all committees.

**Vice-President**

The Vice-President shall assist the President. If the President plans to be unavailable to serve for a brief period (vacation, illness, etc.) the President shall designate the Vice-President to serve in his absence. In the event of the death, resignation, or absence of the President, the Vice-President shall complete the term of office. If the Vice-President cannot serve, the Elected Board shall select a member to complete the President's term.

**Program Officer**

The Program Officer shall serve as the chair of the Program Committee.

**Secretary**

The Secretary shall record all votes and actions taken at Board of Directors, Officer and membership meetings. The Secretary shall keep these records in permanent form. The records shall be made available for inspection at the request of any officer of the Society. The Secretary shall maintain all Society correspondence, be a permanent member of the membership committee, and perform all duties as generally fall to this office.

**Treasurer**

1. The Treasurer shall be elected for a term of two years.
2. The Treasurer shall receive all gifts, dues and other income of the Society as well as those given in trust. Any funds under the jurisdiction of the Treasurer shall be kept at such banks, trust companies or brokerage firms as the Elected Board shall approve.
3. Operation Funds consist of gifts, dues, trust funds, and other income of the Society.
4. Trust Funds consist of such funds as are given to the Society for long-term investment.
5. The Treasurer shall pay from the Operating Funds the budgeted expenses and obligations of the Society. They shall include those funds required to be expended under the applicable provisions of the Internal Revenue Code of 1986 as amended.
6. The Treasurer shall keep a written account of all funds, which they shall make available for inspection by any member upon request. The Treasurer(s) shall periodically prepare a written report of all funds and other property of the Society received, disbursed or held during the preceding year. The Treasurer shall present such report at each Annual Meeting of the Society, at each meeting of the Elected Board, and at other times at the request of the President.
7. The Treasurer shall perform all duties as generally fall to this office.

## Article VIII – Meetings

### **A. Membership meetings**

1. Membership meetings of the Society shall be held on the 3<sup>rd</sup> Tuesday of each month, unless otherwise determined by the Board of Directors.
2. The Annual Membership Meeting of the Society shall be held on the 3<sup>rd</sup> Tuesday in February.
3. Special meetings of the Society may be held at any time upon the call of the President or a majority of the Board of Directors. Notice shall be posted on the Society's website, in Secretarial communication, and at [https://www.tehuacana.com/tehuacana\\_heritage\\_society.html](https://www.tehuacana.com/tehuacana_heritage_society.html)
4. At any membership meeting of the Society, five members shall constitute a quorum.

### **B. Elected Board of Director's meetings**

1. Meetings of the Board of Directors shall be held as called by the President or a majority of the Board of Directors.
2. Board members shall be notified of such meetings by the Secretary or the President at least five days before the meeting. Board members shall acknowledge receipt of this notification.
3. A majority of the Board of Directors shall constitute a quorum at the meeting.
4. The Board of Directors annual meeting shall be the 3<sup>rd</sup> Tuesday in January. Society officers will be elected.

### **C. Officer meetings**

1. Officers meetings shall be called as needed by the President or the Board of Directors.
2. Three officers present at the meeting shall constitute a quorum.
3. Notice of an officer meeting shall be posted on the Society website at least three days prior to the meeting, and with Secretarial communication.

### **D. Rules of Order**

Meetings of the Society and its Board of Directors shall be conducted in accordance with Roberts Rule of Order Newly revised, latest edition, in all cases where such rules are applicable and are not inconsistent with the provisions of these Bylaws.

### **E. Majority Rules**

All votes resolving Society issues shall be by majority vote of members quorum present, unless otherwise provided in these bylaws.

## Article IX – Elections

### A. Eligibility

Any member in good standing may serve as a Director, Officer, or committee chairman position either by election or appointment.

### B. Nominations

1. Any member in good standing may nominate candidates for Board of Directors election or any other election that members nominate the candidates.
2. At the membership meeting in December, any member shall have the opportunity to nominate candidates for Board of Directors, or other elected office. Upon motion duly made, seconded, and voted, nominations shall be closed.

### C. Election

Nominees for elected positions shall be elected by a majority of members present in person and voting, providing a quorum is present. In the case of an unopposed candidate or slate, the Secretary shall cast one vote on behalf of the membership.

### D. Assumption of Duties

Elected officers shall assume their duties upon the 1<sup>st</sup> day of the succeeding month after their election.

### E. Vacancies

If a vacancy in any elected office occurs, the Secretary shall promptly inform the Board of Directors. The Board members will fill the vacancy as provided in these bylaws. The member filling the vacancy shall fill that office until its natural expiration.

## Article X – Committees

Committees are created as needed to operate specific activities in conjunction with the Society's mission and objectives. The President appoints the committee chairman with Board approval, generally for a one-year term.

- A. The Program Committee shall be responsible for arranging and presenting programs of historical interest at each Membership meeting of the Society. The Program Officer shall serve as the Chair of the Program Committee. This is a standing committee.
- B. The Building and Grounds Committee shall have responsibility for maintenance and preservation of the meeting room(s), museum placement of materials, tables, chairs, trash removal, and other equipment movement and storage.
- C. The Collections Committee shall be responsible for the care, custody and conservation of the archives and artifacts in the possession of the Society.

- D.** The Membership Committee shall send to each member a bill for annual dues for the coming year. The Committee shall keep membership records and carry out such correspondence and other functions relating to the members as may be designated by the Board of Directors and shall recommend to them categories of membership and cost of annual dues. This is a standing committee.
- E.** The Publicity and Marketing Committee shall work to increase the visibility of the Society and its programs to the public and shall promote membership in the Society.
- F.** The Tour Guide Committee shall be responsible for teaching volunteers working on societal functions, providing knowledge of the workings therein, and training and accessing the volunteers to lead tours made available through the society for Tehuacana's exposure to visitors, etc. The Committee shall manage volunteer schedules for the time areas of the town that may be open to the public and arrange tours for special events.
- G.** The Finance Committee shall consist of the Treasurer, Membership Chair, designated banking persons, and a person with knowledge of accounting who shall be appointed by the President with the consent of the Board of Directors. The Committee shall:
1. Explore investment and endowment-building strategies
  2. Establish financial/booking/accounting policies and objectives
  3. Perform other tasks as determined by the President
  4. Prepare a budget for the Society for the ensuing fiscal year, which shall be presented to the Board of Directors for approval at the November/December meeting. Once the budget has been approved, any unbudgeted expenditure in excess of two hundred fifty dollars shall require Budget Committee recommendation to the Board of Directors for approval not later than the next Board meeting. In the absence of such recommendation, the Board may act alone to approve or disapprove the expenditure. This is a standing committee.
- H.** The Technology Committee shall formulate and implement policy regarding computer systems and electronic communication.
- I.** Ad Hoc Committees  
The President, with the advice and consent of the Board of Directors, may appoint such other committees as they may deem appropriate, and may confer upon such committees such powers and duties as are consistent with these Bylaws, and may appoint them for such terms as may seem necessary.

#### **Article XI – Miscellaneous**

- A.** The Tehuacana Heritage Society shall devote its net earnings to activities that are consonant with the mission statement and objectives of this organization. No monies shall inure to the benefit of any individual member, members, or non-members.

- B.** These bylaws may be amended at any membership meeting of the Society, by a two-thirds vote of members present and voting, providing that:
1. Due oral notice of the substance of such amendment has been given at the preceding meeting of the Society, and
  2. Due written notice of such amendment has been given in the notice for the meetings at which the amendment will be proposed and voted.
- C.** Should the Tehuacana Heritage Society ever dissolve, the funds, records and other assets of the Society shall be distributed to one or more exempt purposes within the meaning of IRS Code section 501(c)(3), and/or in a manner that best accomplishes the general purpose for which this organization was established, as determined by the officers and Board of Directors at the time.
- D. **Contracts and other Instruments****
1. All contracts and instruments of the Society, deeds conveying its real estate or any interest therein, bills of sale or assignment of any of its personal property and bonds, notes or other obligations of the Society shall be approved by the Board of Directors and thereafter executed by the President on its behalf, subject to any limitation or direction by the Board of Directors. The Secretary shall incorporate all such documents into the permanent records of the Society.
  2. All checks, drafts, withdrawal orders, credit cards and other instruments for payment on money relating to any account of the Society in any bank or trust company shall be signed by two officers.