

## **CONSTITUTION AND BY-LAWS**

### **SALADO HISTORICAL SOCIETY, INC.**

(Revised Edition as of February 3, 2020)

#### **ARTICLE I**

**NAME:** The name of this organization shall be the Salado Historical Society, Inc.

#### **ARTICLE II**

**PURPOSE:** The purpose of this Society shall be to bring together those people interested in history, and especially in the history of Salado (Bell County), Texas. The Society's major functions are to discover and collect any material which may help to establish or illustrate the history of the area, its exploration, settlement, development, and activities in peace and war, its progress in population, wealth, education, arts, science, agriculture, manufacture, trade and transportation and to help preserve the historic legacy of Salado by assisting in the preservation of the historic homes and sites. The Society will collect printed materials, such as histories, genealogies, biographies, description, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs and posters; manuscript material such as letters, diaries, journals, books; and museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life, condition, events, and activities of the past and present.

In keeping with its purpose, the Society will:

1. Provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it,
2. Cooperate with officials in insuring the preservation and accessibility of the records and archives of the village and its institutions,
3. Undertake acquisition, disposal, and preservation of historic buildings, monuments, markers, and other real property,
4. Disseminate historical information so as to arouse interest in the past by publishing historical material in the newspapers, holding meetings with pageants, addresses, lectures, papers, and discussion; by marking historical building, sites and trails, and using the media to awaken public interest.
5. Cooperate with the Texas Historical Commission, Texas Historical Foundation and the Texas Heritage Council to collect and preserve materials of state-wide significance so that these materials can be made available to students and scholars.

6. Work with Salado's Planning and Zoning Committee to ensure that the Village's Historic District is not compromised.
7. Cooperate in matters of mutual interest with the elected officials of the Village of Salado, The Bell Country Historical Museum, and other organizations of like mind and purpose.

### **ARTICLE III**

#### **CLASSES OF MEMBERS AND DUES:**

**Section 1: Classes of Members**—There shall be four classes of members. Classes of members include:

1. Individual active members-Any person interested in the purposes of the Society.
2. Institutional members-Any organization, board, school or library interested in the history of Salado (Bell County) of Texas.
3. Contributing and Sustaining members-a person, group, or firm providing special support for the objectives of the Society.
4. Honorary membership may be conferred upon persons whose activities have contributed to the objectives of the Society. Honorary members shall be elected by majority vote of the Board of Directors.

**Section 2: Dues**-The Society's dues structure shall be established by the Board of Directors upon the recommendation of the Membership Committee. Dues received on or after November 1 shall be credited to the next calendar year. The Society's calendar year is defined as running from January 1 through December 31.

### **ARTICLE IV**

#### **MEETINGS:**

**Section 1: Regular Meetings**-Regular meetings of the Board of Directors may be held monthly, at such time and place as the Board may determine. A majority of the Board of Directors serving shall constitute a quorum for the transaction of business. All regular meetings of the Board shall be open meetings unless, by a majority vote of the Board, just cause shall be deemed necessary to close the meeting.

**Section 2: Annual Meeting**-There shall be an Annual Meeting of the membership of the Society in November at a time and place to be determined by the Board of Directors. Notice of the time and place shall be given to all members. Those members present shall constitute a quorum.

**Section 3: Special Meetings**-Special meetings may be called by the President of the Society with three days notice to each member of the Board, either personally, by mail, by email or by telephone.

## **ARTICLE V**

**OFFICERS:** The officers of the Society shall be the President, Vice-President, Secretary and Treasurer. These Officers will be known as the Executive Committee for the Society. No individual who holds an office may simultaneously serve as a Director. All officers shall be active members of the Society. Officers shall be elected by the members at the Annual Meeting of the Society.

**Section 1: President**-The President shall serve for a term of one year and may be re-elected to three consecutive one year terms. After serving three consecutive terms, he/she shall not be nominated to serve in the same office unless at least one-year elapses between the end of the last term and the beginning of a new term. The President shall:

1. Preside at all meetings of the Society, the Board of Directors, and the Executive Committee;
2. Appoint from among the Board of Directors or from the members of the Society, subject to the approval of the Board of Directors, the Chairperson of all standing committees, permanent sub-committees and of all standing committees not otherwise provided for;
3. Appoint annually an audit committee;
4. Serve as an ex-officio member of all committees except the Nominating Committee;
5. Supervise the activities of any administrative staff of the Society; and
6. Perform such other duties as are usually incident to the office held.

**Section 2: Vice President**-The Vice President shall serve for a term of one year and may be re-elected to three consecutive one-year terms. After serving three consecutive terms, he/she shall not be nominated to serve in the same office unless at least one year elapses between the end of the last term and the beginning of a new term. The Vice President shall:

1. Perform all of the duties of the President in case of his/her absence or inability to serve;
2. Serve as Chairman of the Ways and Means Committee; and
3. Perform such other duties as are usually incident to the office held.

**Section 3: Secretary-** The Secretary shall serve for a term of one year and may be re-elected to additional one-year terms. The Secretary shall:

1. Record the minutes of all meetings of the Society, the Board of Directors, and the Executive Committee;
2. Send meeting notices to all Board Members and Committee Chairmen;
3. Be responsible for all Board correspondence;
4. Supply new Board members, Officers and Committee chairs with copies of the Constitution/By-Laws;
5. File committee year-end reports and other pertinent information deemed necessary;
6. Perform such other duties as are usually incident to the office held.

**Section 4: Treasurer** –The Treasurer shall serve for a term of three years and may be re-elected to additional three-year terms. The Treasurer shall:

1. Receive all funds of the Society and deposit them to the credit of the Society in the Society's designated bank account in Salado;
2. Disburse such funds as may be directed by the Board of Directors; Render a monthly report to the Board of Directors and an annual report to the members of the Society;
3. Be responsible for ensuring that a set of books are maintained and that all State and Federal forms are filed annually to maintain the tax-free and tax-deductible status of the society and
4. Perform such other duties as are usually incident to the office held.

## ARTICLE VI

### BOARD OF DIRECTORS:

**Section 1: Duties-** The affairs of the Society shall be managed by a Board of Directors, who may exercise all powers of the Society except for those designated to the officers and the membership.

**Section 2: Conflict of Interest:** No contract or other transaction between the Society and of its Directors, or any corporation, partnership or other business association in which a Director is directly or indirectly interested, shall be affected or invalidated by the fact that such Director is a party to or interested in such contract or other transaction.

**Section 3: Membership-** The Board of Directors shall consist of the four Officers of the Society and eleven Directors who shall be elected for a term of three years and may be re-elected to two consecutive three-year terms. After serving two consecutive terms, Directors may not be nominated to serve as a Director unless at least one-year elapses between the end of the last term and the beginning of a new term. In addition to the Officers, the Members of the Board of Directors shall include the following:

1. **Chair of the Archiving Committee**
2. **Chair of the Awards Committee**
3. **Chair of the Cabins and Cemetery Committee**
4. **Chair of the Christmas Home Tours Committee**
5. **Chair of the Finance Committee**
6. **Chair of the Historic Preservation Committee**
7. **Chair of the Membership Committee**
8. **Chair of the Memorials Committee**
9. **Chair of the Programs Committee**
10. **Chair of the Public Affairs Committee**
11. **Chair of Nominating Committee**
12. **Chair of Ways and Means Committee**

**Section 4: Immediate Past President-**The immediate Past President shall be an ex-officio member of the Board with full voting rights. He/she shall serve as the Chair of the Society's **Nominating Committee** and shall serve on the Board for as long as he/she is the Society's Immediate Past President.

## **ARTICLE VII**

### **ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS:**

**Section I: Election of officers and Directors-** Officers and Directors shall be elected by plurality of voice votes cast by the members at the annual meeting. Nominations will be presented by the Nominating Committee at the annual meeting of the Society. Nominations may also be made by any member of the Society from the floor during the annual meeting of the Society. A candidate for election as an Officer, Director, or member of the Nominating Committee shall be an active member of the Society. The terms of the eleven non-officer directors shall be overlapping so that four are elected by the members at the annual meeting of the Society; except that, three will be elected in the year in which the Treasurer is elected. The term of duty for new Officers and Directors shall begin on the first day of January following the annual meeting.

**Section 2: Removal of Officers and Directors-** Any elected officer or Director who shall miss four Board meetings in one year shall be deemed to have resigned unless the Board shall by resolution determine otherwise. Any Officer who fails to pay membership dues within two weeks of the third written notice shall be deemed to have resigned his/her membership in the Society and, therefore, is no longer eligible to hold elected office.

**Section 3: Filling of Vacancies-**With the exception of the office of the President, any vacancy occurring in any office of the Society may be filled by the vote of the Board of Directors for the unexpired term of office.

## ARTICLE VIII

### STANDING COMMITTEES

**Section 1:** Standing committees of the Society shall be as follows: 1- Archiving, 2- Awards, 3-Cabins and Cemetery, 4-Christmas Homes Tour, 5-Finance, 6-Historic Preservation, 7-Membership, 8-Memorials, 9-Programs, 10-Public Affairs, 11-Nominating and 12-Ways and Means, 13-The Executive Committee

**Section 2:** The President shall, after consultation with the chairman of each committee, appoint a Vice-Chairman and as many members of each committee as may be deemed necessary, except as provided below:

**Section 3:** The duties of the standing committees shall be as follows:

1. **The Archiving Committee-**The Archiving Committee shall be responsible for archiving the Society's historical collection and providing for its accessibility, as far as may be feasible, to all who wish to examine or study it.
2. **The Awards Committee-** In addition to working to secure Texas Historical Commission State markers and National Register of Historic Places markers, the Awards Committee shall be responsible for recommending all awards to be made by the Society and the criteria for the selection of recipients. Awards of the Society include Salado Heroes and Salado Landmark awards. The committee shall also cooperate with the Program Committee with respect to the manner of presentation of awards and markers.
3. **The Cabins and Cemetery Committee-**The Cabins and Cemetery Committee shall be responsible for monitoring the upkeep and preservation of all historic properties with the Salado Historic District—including the cabins and adjacent cemeteries.
4. **The Christmas Home Tours Committee-**The Christmas Home Tour Committee shall be responsible for planning the Christmas Home Tour,

recommending and acquiring homes and other appropriate sites to be included in the tour, communicating with owners the purpose of the tour, recruiting and managing docents for the homes, ensuring that the Society expresses appreciation to each individual whose home is included in the tour, and working with the Public Affairs Committee to ensure adequate publicity.

5. **The Finance Committee**-The Finance Committee shall be responsible for establishing an annual budget to facilitate the work of the Society and its committees, including an estimate of the annual income of the Society from dues, projects, gifts and other sources. The Treasurer of the Society shall be an ex-officio member of the Committee.
6. **The Historic Preservation Committee**-The Historic Preservation Committee shall be responsible for reviewing and making recommendations related to changes in zoning within the Historic District, reviewing grant applications and other proposals related to historic preservation and restoration in and around Salado, Texas, recommending for approval by the Board of Directors those proposals deemed appropriate, and expending funds made available by the Board of Directors for historic preservation and restoration. This committee shall consist of three members who shall serve three-year terms. One member shall be selected each year in order that there are overlapping terms. Its Chair shall be the Committee's representative on the Board of Directors. The remaining two members shall be nominated by the President, after consultation with the Chair, and approved by the Board of Directors.
7. **The Membership Committee**-The Membership Committee shall be responsible for securing new members of the Society, renewing existing memberships, and recommending to the Board such classes of membership and dues as it deems appropriate. The Committee shall also be responsible for the production of an annual membership directory and the notification to members of all general membership meetings.
8. **The Memorials Committee**-The Memorials Committee shall make arrangements for the receipt of memorial donations and make provision for the appropriate recognition of the same.
9. **The Programs Committee**-The Program Committee shall be responsible for arranging for programs for the members of the Society, and for arranging decorations and refreshments as appropriate.
10. **The Public Affairs Committee**-The Public Affairs Committee shall be responsible for matters pertaining to publicity, establishing, updating and maintaining the Society's web page, as well as its membership list; see #8.

11. **The Nominating Committee**-The Nominating Committee shall consist of five members. Four members shall be chosen by the Board of Directors—two from among their own number and two from the membership at large. The fifth member shall be the Immediate Past President of the Society, who will serve as the Chair of the Committee. The Nominating Committee shall present to the Annual Meeting of the Society nominations for all Officers and Directors who are to be elected by the membership of the Society.
12. **The Ways and Means Committee**-The Ways and Means Committee shall suggest fund-raising projects and, upon approval of the Board, shall be responsible for their implementation. The Vice President shall serve as the Chairman of the Ways and Means Committee.
13. **The Executive Committee** -The Executive Committee shall include the Officers of the Society. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall have the authority to conduct Society business approved by the Board of Directors, to include financial expenditures and contractual agreements.

**Section 4: Ad Hoc Committees**-The President may, with the approval of the Board, appoint such special ad hoc committees as he/she deems necessary. Among those ad hoc committees named shall be an audit committee.

**Section 5: Committee Reports**-All committee chairs shall submit year-end Committee Reports in writing to the Secretary at least two weeks prior to the Annual Meeting. These shall be incorporated in the permanent record and distributed to Board Members and appropriate Committee Chairpersons at the January meeting of each year.

## **ARTICLE IX**

### **AMENDMENT OF THE CONSTITUTION AND BY-LAWS**

**This Constitution and By-Laws may be amended at any regular meeting of the Board of Directors by a majority vote of those voting. All proposed amendments shall be submitted in writing to each Director and to the membership at least twenty-eight (28) days prior to the meeting at which action is to be taken.**