

## BYLAWS

### SALADO HISTORICAL SOCIETY, INC.

Date Approved: 3 Oct 2022

#### ARTICLE I - NAME

The legal name of the non-profit organization shall be known as Salado Historical Society, Inc., located in Salado, Bell County, Texas.

#### ARTICLE II - MISSION

The mission of the society shall be to locate, educate, and preserve the history and the historical integrity of the Village of Salado.

The society's major functions include conducting research and archiving materials of historical significance, publicizing the history, and supporting preservation of historic homes and sites.

#### ARTICLE III - CLASSES OF MEMBERS AND DUES

**Section 1: Classes of Members.** There shall be three classes of members, including:

1. Individual. Any individual that is current with payment of dues to the society.
2. Family or organization. A family or organization such as a board, school, or library that is current with payment of dues to the society.
3. Honorary. Any individual or organization that has been elected by majority vote of the Board of Directors in recognition of their contribution to the society. Members of this class shall not be required to pay dues to the society.

**Section 2: Dues.** The society's dues shall be established by the Board of Directors with input from the Membership Committee. The society's fiscal year is January 1 through December 31. Dues received on or after November 1 of each year shall be credited to the next fiscal year.

#### ARTICLE IV - OFFICERS

The officers of the society shall be president, vice president, secretary, and treasurer as described below.

**Section 1: President.** The president shall:

1. Serve for a term of two years and may be reelected to one consecutive two-year term. After serving two consecutive terms, he/she shall not be nominated to serve as president unless at least one year has elapsed between the end of the last term and the beginning of a new term.
2. Serve as chairman of the society's Board of Directors (refer to Article VI below).
3. Serve as chairman of the society's Executive Committee (refer to Article V below).

4. Preside at all meetings of the society, the Board of Directors, and the Executive Committee.
5. Serve as an ex-officio member of all committees except the Nominating Committee.
6. Perform such other duties as are usually incident to the office held.

**Section 2: Vice President.** The vice president shall:

1. Serve for a term of two years and may be reelected to one consecutive two-year term. After serving two consecutive terms, he/she shall not be nominated to serve as vice president unless at least one year has elapsed between the end of the last term and the beginning of a new term.
2. Serve as a member of the society's Board of Directors (refer to Article VI below).
3. Serve as a member of the society's Executive Committee (refer to Article V below).
4. Serve as chairman of the Ways and Means Committee.
5. Perform all of the duties of the president in case of his/her absence or inability to serve.
6. Perform such other duties as are usually incident to the office held.

**Section 3: Secretary.** The secretary shall:

1. Serve for a term of two years and may be reelected to one consecutive two-year term. After serving two consecutive terms, he/she shall not be nominated to serve as secretary unless at least one year has elapsed between the end of the last term and the beginning of a new term.
2. Serve as a member of the society's Board of Directors (refer to Article VI below).
3. Serve as a member of the society's Executive Committee (refer to Article V below).
4. Record the minutes of all meetings of the society, the Board of Directors, and the Executive Committee.
5. Send meeting notices to all members of the Board of Directors.
6. Be responsible for all Board of Directors correspondence.
7. Supply new officers and committee chairmen with copies of the society's Bylaws.
8. Collect and file committee reports.

9. Consolidate inputs from the treasurer and committee chairmen to create the Annual Report, and deliver the report to the president no later than January 20.

10. Perform such other duties as are usually incident to the office held.

**Section 4: Treasurer.** The treasurer shall:

1. The treasurer shall serve for a term of two years and may be reelected to one consecutive two-year term. After serving two consecutive terms, he/she shall not be nominated to serve as treasurer unless at least one year has elapsed between the end of the last term and the beginning of a new term.
2. Serve as a member of the society's Board of Directors (refer to Article VI below).
3. Serve as a member of the society's Executive Committee (refer to Article V below).
4. Receive all funds of the society and deposit them to the credit of the society in the society's designated bank account in Salado.
5. Disburse such funds as may be directed by the Board of Directors.
6. Deliver a monthly report to the Board of Directors.
7. Submit input for the society's Annual Report to the secretary at least two weeks prior to the Annual Meeting.
8. Maintain a set of books and file all State and Federal forms annually to maintain the tax-free and tax-deductible status of the society.
9. Prepare and submit IRS Form 990-N (annual report) to the IRS as required.
10. Maintain a copy of the society's Articles of Incorporation, IRS Form 1023 (exemption application), and Determination Letter from IRS.
11. Maintain Financial Records as required by IRS:
  - a. A copy of bank statements shall be retained for three years after IRS Form 990-N filing date.
  - b. Checkbook and invoices shall be retained for three years.
  - c. Asset records shall be retained for duration of ownership plus three years after disposal date.
12. Maintain a copy of Required Public Disclosures:



a. IRS Form 1023 (on file at Salado Public Library).

b. Three most recent IRS Form 990-N filings (on file with treasurer).

13. Provide required financial records to the Audit Committee.

14. Perform such other duties as are usually incident to the office held.

#### **Section 5: Election of Officers.**

1. Officers shall be elected by the members at the Annual Meeting of the society occurring in even numbered years.
2. Officers shall be elected by a 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.
3. A candidate for election as an officer shall be an active member of the society.
4. An officer may not serve simultaneously as a standing committee chairman.
5. The term for newly elected officers shall begin on the first day of January following the Annual Meeting.

#### **Section 6: Filling of Vacancies.**

1. With the exception of the office of the president, any vacancy occurring in any office of the society shall be filled by the vote of the Board of Directors for the unexpired term of office.
2. In the event a vacancy occurs in the office of the president, the vice president shall assume the office of president and the office of the vice president shall be filled by the vote of the Board of Directors for the unexpired term of office.

#### **Section 7: Removal of Officers.**

1. Any officer who has missed four Board meetings in one year shall be deemed to have resigned unless the Board of Directors shall by resolution determine otherwise.
2. 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 8: Immediate Past President.** The immediate past president shall be an ex-officio member of the Board of Directors with full voting rights. He/she shall serve as the chairman of the society's Nominating Committee and shall serve on the Board of Directors for as long as he/she is the society's immediate past president.

## ARTICLE V - COMMITTEES

**Section 1: Standing Committees.** The standing committees of the society shall be: Archiving, Awards, Cabins and Cemetery, Christmas Home Tour, Executive, Finance, Historic Preservation, Membership, Memorials, Nominating, Program, Public Affairs, and Ways and Means. The purpose and duties are described below.

1. **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. **Awards Committee.** In addition to working to secure Texas Historical Commission State Markers and placement on the National Register of Historic Places, the Awards Committee shall be responsible for recommending awards to be made by the society and the criteria for the selection of recipients as specified by the society. The committee shall follow the society's policy and procedure for nomination of recipients (see Attachment 1) for recognition on the list of Salado Heroes or as a Salado Landmark for approval of the Board of Directors. The committee shall cooperate with the Program Committee with respect to the manner of presentation of awards and markers.
3. **Cabins and Cemetery Committee.** The Cabins and Cemetery Committee shall be responsible for the upkeep of Denman Cabin, Boles-Aiken Cabin, and Hamblen-Aiken Cemetery. The committee shall be responsible for monitoring the upkeep and preservation of all historic properties within the Salado Historic District.
4. **Christmas Home Tour Committee.** The Christmas Home Tour Committee shall be responsible for organizing and conducting the Christmas Home Tour. Each year, the committee shall recommend to the Board of Directors the homes and other sites identified for inclusion in the tour; coordinate with property owners to secure the site for the tour; recruit, train, and manage docents for each property; work with the Public Affairs Committee to publicize the tour; manage the conduct of the tour, ensuring each property is staffed and prepared for tour guests; and ensure the society expresses appreciation to owners of properties featured in the tour, docents, and others that contributed to the conduct of the tour.
5. **Executive Committee.** The Executive Committee shall include the officers of the society. The president shall serve as the chairman of the Executive Committee. The Executive Committee shall have the authority to conduct business approved by the Board of Directors, including financial expenditures and contractual agreements.
6. **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.



7. **Historic Preservation Committee.** The Historic Preservation Committee shall be responsible for: reviewing and making recommendations to the Planning and Zoning Commission or Village office related to changes in zoning within the Historic District/Overlay; writing and reviewing grant applications and other types of proposals related to historical preservation/restoration in and around the Village of Salado, and recommending for approval by the Board of Directors those proposals deemed appropriate; and administering and expending funds made available by the Board of Directors for historic preservation and restoration.
8. **Membership Committee.** The Membership Committee shall be responsible for securing new members of the society, renewing existing memberships, and recommending to the Board of Directors such classes of membership and dues as it deems appropriate. The committee shall maintain a list of names and contact information for members of the society. The committee shall be responsible for notifying members of general membership meetings.
9. **Memorials Committee.** The Memorials Committee shall make arrangements for the receipt of memorial donations and make provision for the appropriate recognition of the same.
10. **Nominating Committee.** The Nominating Committee shall consist of five members of the society. 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 chairman of the committee. The nominating committee shall present to the Annual Meeting of the society nominations for officers and standing committee chairmen for election by the membership of the society.
11. **Program Committee.** The Program Committee shall be responsible for arranging for programs for the society, and for arranging decorations and refreshments as appropriate.
12. **Public Affairs Committee.** The Public Affairs Committee shall be responsible for matters pertaining to publicity. The committee shall be responsible for establishing, updating, and maintaining the society's web page.
13. **Ways and Means Committee.** The Ways and Means Committee shall suggest fund-raising projects and, upon approval of the Board of Directors, shall be responsible for their implementation. The vice president shall serve as the chairman of the Ways and Means Committee.

## **Section 2: Election of Standing Committee Chairmen.**

1. Standing committee chairmen shall be elected in even numbered years to serve a two-year term.

2. Nominations for standing committee chairmen shall be presented by the Nominating Committee during the Annual Meeting of the society. Nominations may also be made by any member of the society from the floor during the meeting.
3. Each standing committee chairmen shall be elected by a plurality of voice votes cast by the members at the Annual Meeting.
4. A candidate for election as a standing committee chairman shall be an active member of the society.
5. A standing committee chairman shall not serve simultaneously as an officer of the society.
6. A standing committee chairmen shall serve as a member of the society's Board of Directors (refer to Article VI below).
7. The term for newly elected standing committee chairmen shall begin on the first day of January following the Annual Meeting.

**Section 3: Filling of Vacancies.** Any vacancy occurring for a standing committee chairman may be filled by the vote of the Board of Directors for the unexpired term of office.

**Section 4: Removal of Committee Chairman.**

1. Any elected committee chairman who has missed four Board meetings in one year shall be deemed to have resigned unless the Board of Directors shall by resolution determine otherwise.
2. Any elected committee chairman 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 position within the society.

**Section 5: Ad Hoc Committees.** The president may, with the approval of the Board of Directors, appoint such ad hoc committees as he/she deems necessary.

**Section 6: Special Committees.** The president may, with the approval of the Board of Directors, appoint such special committees as he/she deems necessary. Among those special committees shall be a Person of the Year Committee and the Audit Committee.

1. The Person of the Year Committee shall be convened in January each year for the purpose of selecting the society's award recipient. The committee chairman shall ensure the committee follows the society's policy and procedure for nomination (see Attachment 2), evaluation, selection, and presentation of the award.
2. The Audit Committee shall be convened in January of even numbered years for the purpose of conducting a full audit of the financial records of the society in accordance with accepted financial audit principles and guidelines.



## **Section 7: Committee Reports.**

1. Each committee chair shall submit reports to the Board of Directors as necessary to inform the board of the work of the committee. These shall be incorporated in the permanent record of the society.
2. Each committee chair shall submit input for the Annual Report to the secretary at least two weeks prior to the Annual Meeting.

## **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 delegated to the officers of the society.

**Section 2: Membership.** The Board of Directors shall consist of all officers and all standing committee chairs of the society. The immediate past president shall be an ex-officio member of the Board of Directors with full voting rights and shall serve on the Board of Directors for as long as he/she is the society's immediate past president.

**Section 3: Conflict of Interest.** No contract or other transaction between the society and of members of the Board of Directors, or any corporation, partnership, or other business association in which a member of the Board of Directors is directly or indirectly interested, shall be affected or invalidated by the fact that such member of the Board of Directors is a party to or interested in such contract or other transaction.

## **ARTICLE VII - MEETINGS**

**Section 1: Regular meetings.** Regular meetings of the Board of Directors may be held monthly, at such time and place as the Board of Directors 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 of Directors shall be open meetings unless, by a majority vote of the Board of Directors, there is just cause to conduct a closed meeting.

**Section 2: Annual Meeting.** There shall be an Annual Meeting of the membership of the society in November at a time and place 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 with a three-day notice to each member of the Board of Directors, either personally, by mail, by email or by telephone. A majority of the Board of Directors serving shall constitute a quorum for the transaction of business.

## **ARTICLE VIII - RULES OF ORDER GOVERNING THE SOCIETY**

The rules contained in Robert's Rules of Order Revised shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of Salado Historical Society, Inc.

## **ARTICLE IX - STATEMENT OF DISSOLUTION**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of



any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X - AMENDMENT OF THE BYLAWS**

This Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of those voting. A copy of all proposed amendments or revisions shall be submitted to each member of the Board of Directors at least twenty-eight days prior to the meeting at which action is to be taken.

I do hereby certify that the above stated Bylaws of Salado Historical Society, Inc., was approved by the Board of Directors of Salado Historical Society, Inc. at a regular meeting on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the corporation.

William E. Kinnison

WILLIAM "BILL" KINNISON, President

Date: Oct. 3, 2022

Nancy Kelsey

NANCY KELSEY, Secretary

Date: 3 Oct 2022



**ATTACHMENT 1**  
**LANDMARK AWARDS**

Below is the criteria for the Landmark award by the Salado Historical Society.

It is the responsibility of the entity seeking the award to provide the SHS Board of Directors a written history of the structure or site, including any documentation and pictures, to support the historic nature of the structure or site, to the best of their ability.

It is the responsibility of the Awards Committee to obtain the property owner's written approval before accepting an award nomination for consideration. The Village of Salado will not recognize an SHS landmark award without the written approval of the owner or in the case of multiple ownership, the majority of owners.

Realizing that there may gaps in the data provided, the SHS Board of Directors will review what is presented, draw on any knowledge of the Board members and, using archived material, make a decision concerning the justification for awarding the plaque. A decision of the SHS Board of Directors is final unless new information is presented.

**CRITERIA FOR NOMINATION:**

The award will be made for: I. Buildings and Structures and II. Historic and Natural Sites.

I. Buildings and Structures.

- a. The structure must be at least 50 years old.
- b. It must be well-maintained.
- c. It must possess a high degree of integrity as to location, design, setting, material, and workmanship.
- d. Reconstructed buildings or structures which have played a significant part are eligible if accurately executed, suitably located, and otherwise meet the above criteria.
- e. Buildings or structures which have been moved from their original location within the vicinity of Salado and meet the first three criteria.
- f. Buildings or structures which have played a significant part in Salado's history or are associated with people who are significant to Salado's past are eligible for the award even though they do not meet the requirement as to integrity of design or material, providing the design of material modifications comply with the general character of the original.

II. Historic and Natural Sites (includes sites of buildings, structures, or events).

- a. The site must be associated with events that have made a contribution to the broad pattern of Salado's history.
- b. It must be associated with the lives of persons significant in Salado's history.
- c. It must have an historical significance of at least 50 years.
- d. Must be well-maintained.

**ATTACHMENT 2**  
**PERSON OF THE YEAR AWARD**

Below is the criteria for the Person of the Year award by the Salado Historical Society.

Annually, the society selects a Person of the Year. This award is intended to recognize a person who has contributed significantly to preserve the history and maintain the historical integrity of the Village of Salado.

In January of each year, the society's president appoints a chairman of the Person of the Year Committee. This special committee handles every aspect of the award process that culminates in the presentation of the award during the Potluck Supper in March.

The committee must complete the steps and adhere to the criteria listed below for the nomination, evaluation, selection, and award presentation:

1. The committee chairman shall announce the award and request nominations from members of the society.
2. Nominations shall be accepted only from members of the society.
3. Nominations shall be accepted for award to non-members of the society.
4. Nominations shall be accepted for award posthumously to a member or non-member of the society.
5. Nominations shall be in writing.
6. Nominations shall include a specific reason(s) for the nomination, such as the support of the society in maintaining and encouraging public knowledge of the history of the Village of Salado.
7. The committee chairman shall have the discretion to accept or disregard a nomination if it does not conform to criteria.
8. Nominations shall not be limited to activity or contribution to the society that occurred in a particular year or timeframe.
9. Nominations shall be submitted to the committee chairman.
10. The committee shall consider only nominations received prior to the February meeting of the Board of Directors.
11. The committee chairman shall select two members of the society for the committee.
12. The committee chairman shall determine the date, time, and place for the committee to review nominations.
13. The committee shall review all nominations and consider the overall impact and value of the nominee's contribution to the society as well as the strength of the nomination to select a winner.
14. The identity of nominated candidates shall be kept confidential to the Person of the Year committee.
15. The identity of the winner shall be kept confidential until the award is presented during the Potluck Supper in March.
16. The winner shall be presented a trophy selected by the committee chairman.
17. The chairman shall ensure the winner's name is engraved on a name plate and added to the plaque of past honorees.