

THE BYLAWS OF THE MISSION HISTORICAL MUSEUM, INC.

Mission Statement

The Mission Historical Museum tells the story of Mission and western Hidalgo County by collecting and preserving objects and records of historical significance to the area, and by providing related exhibitions, programs, and research opportunities for area residents and visitors.

Bylaws

ARTICLE 1 – Membership and Dues

Section 1.1. Membership in the Mission Historical Museum (MHM) is open to persons who adhere and are committed to the purpose and objectives of the MHM and who tender the necessary dues to become a member.

Section 1.2. The Board of Directors (the MHM Board) shall set the annual membership dues. These dues are payable on the anniversary date of each member.

Section 1.3. Classes and dues of membership are to be determined by the Executive Committee and are subject to review on a yearly basis.

Section 1.4. Membership contact information shall not be released to anyone.

ARTICLE II – Board of Directors

Section 2.1. The MHM Board shall oversee the affairs of the MHM and shall be the legislative body.

Section 2.2. Nine elected members, **to include seven voting members and two non-voting members**, shall constitute the MHM Board.

Section 2.3. Upon election, each member shall serve for a term of three (3) years. These terms are renewable, **but no member shall serve more than three (3) consecutive terms. Terms are renewed** via re-election at the end of each three (3) year term. **for a term limit of three (3) consecutive three-year terms. No member shall serve more than three (3) consecutive terms with the following exception: An initial appointment as a member to serve the remainder of the year of a vacated office shall not count toward the three (3) year consecutive term limit. There is no limit to the number of terms to which a board member can be elected.**

Section 2.4. As member terms expire and vacancies occur on the MHM Board, the Chair shall appoint, during the **May monthly third [?] fourth [?]** Board **meeting of the year**, a Nominating Committee consisting of a Chair plus two (2) additional members of the MHM Board and one (1) general MHM member to recommend individuals to fill MHM Board vacancies and **three (3) year** term expirations.

This committee shall investigate the qualifications and availability of persons who might serve as MHM Board members, and shall report its recommendations by letter to the Chair. The Nominating Committee shall also consult with the Executive Committee and the Museum Director who shall give consideration to Board representation of various community interests and organizations. The slate of candidates shall be presented at the **July monthly fourth meeting of the year**, and the election shall be held during the October Annual Membership Meeting.

Section 2.5. MHM Board members shall be elected during the Annual Membership Meeting by secret ballot only if more than one candidate per vacancy is recommended for election.

Section 2.6. MHM Board membership requires current museum membership, regular attendance at meetings and compliance with the oath taken and the paperwork initially signed by each MHM Board Member upon taking the oath.

Section 2.7. The MHM Board is to meet at least **six four** times annually. , **in the months of October (after the Annual Membership Meeting), January, February, March, July, and September**. Specific dates and times of meetings shall be determined at the **October first** MHM Board meeting **of the year**. However, at any meeting, alterations may be made in the scheduling of any future meeting. Notice of special called meetings, or change in date or time of a scheduled meeting, is to be provided to MHM Board members and the Museum Director/CEO at least two weeks prior to the date of the **proposed or** affected meeting.

Section 2.8. Attendance at Board meetings is a requirement. The Chair will call the roll at the beginning of the meeting, and attendance will be noted at that time. Notification of reason for absence shall be made to the Chair. A MHM Board member who is absent two (2) times from the annual, monthly or special meetings within the year, without advance notice and good cause (illness, accident, or work conflict) shall be removed from the MHM Board and from any office held. At the meeting immediately following the one in which the absence occurs, the MHM Board shall make the decision whether an absence is excused or not.

Section 2.9. In the event of a vacancy on the MHM Board, a successor may be appointed by the Chair. The successor shall: a. be ratified at the next MHM Board meeting and b. complete the remainder of the year of the vacated office.

Section 2.10. MHM Board meetings shall be conducted according to the latest revision of Robert's Rules of Order, but it shall be necessary in any

event for a quorum to be present for the MHM Board to act. A quorum for MHM Board meetings shall be a majority of those required to be in attendance. [Because they're not allowed to vote, should non-voting members be considered in determining a quorum? If not, I recommend changing the preceding sentence to read:] A quorum for MHM Board meetings shall be a majority of voting Board members.

Section 2.11. The MHM Board shall assume oversight of the MHM through the direction of the Museum Director. It shall determine the policies of the administration and operation of the MHM and shall provide oversight for finances and responsibility for the ethical standards of the MHM.

Section 2.12. The fiscal year for the MHM shall be that of the City of Mission, October 1 – September 30. The annual budget, for the next fiscal year, for the MHM 501 (c) (3) non-profit corporation must be presented to the MHM Board for approval no later than September 30th.

Section 2.13. The Chair, with MHM Board approval, may from time to time appoint ex-officio members as desired. All ex-officio appointments shall terminate at the following Annual Meeting of the MHM Board, and no ex-officio members shall be entitled to vote, make motions, or be counted for quorum.

Section 2.14. The Executive Committee, which consists of the officers of the MHM Board, shall act on behalf of the MHM Board between meetings and in the case of emergencies with such action to be subject to the approval of the MHM Board.

ARTICLE III – Meetings

Section 3.1. The Annual Membership Meeting of the MHM shall be held the third Saturday of October of each year.

Section 3.2. The Chair may call a MHM Board meeting at such times as deemed necessary; a simple majority of voting MHM Board members constitute constitutes a quorum. [Because they're not allowed to vote, should non-voting members be considered in determining a quorum? If not, I recommend inserting the word "voting" as noted.]

Section 3.3. Special meetings may be called upon written request to the Chair from three (3) members of the MHM Board.

ARTICLE IV – Officers

Section 4.1. The MHM Board shall elect officers annually from within their nine (9) member MHM Board [Should non-voting members be

eligible to serve as officers? If not, I recommend changing the preceding to read:] The MHM Board shall elect officers annually from within the seven voting members of the MHM Board during the first MHM Board meeting held after the October Annual Membership Meeting. MHM Board members elected to serve as officers shall serve in the elected position for one (1) year. The officer positions shall consist of a Chair, Vice Chair, Secretary, and Treasurer.

Section 4.2. Members of the MHM Board are eligible to be elected as officers and may be re-elected to that office or another office during his or her MHM Board membership term.

Section 4.3. Election of members to the MHM Board held during the October Annual Membership Meeting shall be conducted before election of officers.

Section 4.4. MHM Board officers shall be elected by secret ballot only if more than one candidate for each office is recommended for election.

Section 4.5. Officers shall be installed during the first MHM Board meeting held after the Annual Membership meeting, and shall take office at that time.

ARTICLE V – Duties of Officers

Section 5.1. CHAIR

A. Serves as the official representative and spokesperson of the MHM in the absence of the Director of the Museum.

B. Presides at the Annual and monthly Board Meetings, Special Meetings and other meetings of the MHM Board, and shall call the roll at the beginning of each meeting in order to record attendance.

C. Shall appoint a Parliamentarian and standing and ad hoc committees with MHM Board approval.

D. Serves as ex-officio member of all committees except the Nominating Committee.

E. Shall co-sign all checks with the Treasurer for conducting MHM Board business or shall establish a designee for that purpose.

F. Shall be responsible for installing elected officers at the Annual membership Meeting. [This can't happen at the annual membership meeting because officers aren't even elected until the first Board meeting after the Annual Membership Meeting.] The Chair shall be installed by the Past Chair or by a Special Guest.

G. Shall present a written report of activities at the Annual Membership Meeting.

H. Shall order an audit of financial records at the end of each fiscal year (September 30) which shall be due by end of November. Auditor shall be a Certified Public Accountant.

I. Shall appoint a By-laws Committee as directed in Article IX.

Section 5.2. VICE CHAIR

A. Serves in the absence of the Chair and shall assume such duties in the absence of the Chair. Shall assume the Chairmanship if the Chair cannot complete his/her term.

B. Shall present a written report of activities at the Annual membership Meeting.

Section 5.3. SECRETARY

A. Shall keep the complete, dated and accurate minutes, including attendance of MHM meetings in permanent form.

B. Shall keep the MHM Charter, Constitution, Bylaws, Mission Statement, minutes of all meetings, Policies and Procedures, Treasurer's Reports and other related materials on file at the MHM.

C. Shall present a written report of activities at the Annual membership Meeting.

Section 5.4. TREASURER

A. Shall, with the assistance of the Director/Chief Executive Officer, keep accurate financial records in permanent form of 501(c)(3) monies.

B. Shall keep such records on file in a locked file cabinet at the MHM.

C. Shall provide a copy of all Treasurers' Reports to the Secretary.

D. Shall review deposits of all monies in the name of the Mission Historical Museum, Inc., in a bank located in the City of Mission approved by the MHM Board.

E. Monies shall be paid by debit card or numbered checks; signed by the Treasurer and the Chair or designee.

F. Shall serve on the Budget Committee. The Budget Committee consists of the Chair, Vice Chair, and Treasurer.

G. Shall balance financial records at the end of each fiscal year. Shall have an audit done every three years and when the post of Museum Director/CEO is vacated. The audit shall be done by a Certified Public Accountant.

H. Tax return shall be prepared by a Certified Public Accountant.

I. Shall present a written report of activities at the Annual membership Meeting.

ARTICLE VI – Standing Committees

Section 6.1. The MHM Board shall appoint members of the following standing committees as directed in Articles VII, IX, and X: Nominating, Bylaws, and Budget.

Section 6.2. The Chair shall name the committee chairs with the approval of the MHM Board.

Section 6.3. Each committee shall keep regular minutes of their proceedings and present a written (and oral) report at the Annual Meeting.

ARTICLE VII – Ad Hoc Committees

Section 7.1.

A. The Chair, with the consent of the MHM Board, shall have the power to appoint ad hoc committees.

B. An ad hoc committee shall exist for a specific project and shall disband at the completion of the project.

C. The Chair of an ad hoc committee has no vote at a MHM Board meeting as Chair of the ad hoc committee.

ARTICLE VIII – Nominating

Section 8.1. NOMINATING

A. At the **Monthly Meeting in April third meeting of the year** the Chair, with the consent of the MHM Board, will appoint the Chair of the Nominating Committee, plus two (2) additional members of the MHM Board and one (1) general MHM member.

B. The Nominating Committee shall nominate at least one candidate for each office. The Committee's recommendations of nominees shall be presented at the **July meeting fourth meeting of the year**. Each of these nominees will address the MHM Board for no more than five (5) minutes in support of his or her candidacy at the **October Annual Meeting, first Board meeting following the October Annual Membership Meeting**, and the election will follow.

ARTICLE IX – Bylaws

Section 9.1. BYLAWS

A. The Bylaws Committee shall review and recommend updates to the bylaws as needed.

The Chair shall appoint this Committee at the **January monthly second meeting following the Annual Membership Meeting in October**.

ARTICLE X -- Budget

Section 10.1. BUDGET

A. The Budget Committee shall set an operating budget for the coming fiscal year (Oct 1 to Sept 30).

B. The Budget Committee shall work on fund raising activities, with the approval of the MHM Board.

C. The Budget Committee shall consist of the Chair, Vice Chair, the Treasurer, and a non-Board museum member.

D. The Budget Committee shall turn in a written report at the Annual Membership Meeting.

ARTICLE XI – Appointment of Museum Director

Section 11.1. The Chair, with the consent of the MHM Board, shall recommend to the Mission City Council the preferred candidate for the position of Director of the MHM.

ARTICLE XII – Duties of the Museum Director and Museum Employees

Section 12.1. MUSEUM DIRECTOR

A. Shall be in charge of MHM operations (as defined in job description).

B. Shall be responsible for the museum's administration and activities, according to the policies established by the MHM Board.

C. Shall have the authority to employ and dismiss personnel in accordance with policies and budgets approved by the MHM Board of Directors and in accordance with City of Mission regulations.

D. Shall present a written report at the Annual Membership Meeting and each **monthly Board** meeting on the conditions and activities of the MHM.

ARTICLE XIII – Financial Matters

Section 13.1. No funds of the Mission Historical Museum, Inc. shall be invested or expended without authorization of the MHM Board.

Section 13.2. The fiscal year shall be October 1 – September 30. The financial records shall be audited by a Certified Public Accountant before the last day of November annually.

ARTICLE XIV – Amendments

Section 14.1. Alterations, amendments or repeals of these Bylaws may be made at any Annual Membership Meeting by a two-thirds (2/3) vote of the members present.

Section 14.2. The Chair shall appoint the Bylaws Committee to review the bylaws at the next meeting following his or her installation.

Section 14.3 MHM Board members shall be provided copies of the proposed amendments thirty (30) days prior to the meeting at which the vote is taken.

ARTICLE XV – Annual Reports

Section 15.1. Each officer and chair of a standing committee or ad hoc committee shall present a copy of his or her written report of

activities to the Chair prior to the Annual Membership Meeting, and shall present said report to the MHM general membership.

ARTICLE XVI – Amendment of Bylaws

Section 16.1 These Bylaws may be amended by a two-thirds (2/3) majority vote of the members present at any membership meeting, provided notice of the meeting was given thirty (30) days in advance.