

# CONSTITUTION AND BYLAWS

## Article I

### **NAME**

The name of this corporation shall be *The Shelby County Historical Society*.

## Article II

### **PURPOSES**

#### **Section 2.1**

The purpose of this society shall be to bring together those people interested in history, and especially in the history of Shelby County. Understanding the history of our community is basic to our democratic way of life, gives us a better understanding of our state and nation, and promotes a better appreciation of our American heritage.

The society's major function will be to discover and collect any material which may help to establish or illustrate the history of Shelby County: its exploration, settlement, development and activities in peace and in war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade and transportation. To this end the society will collect material of various kinds, printed and otherwise.

The society will 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, to cooperate with officials in insuring the preservation and accessibility of the records and archives of the county and of its cities, towns, and villages and institutions and to undertake the preservation of historic buildings, monuments, and markers.

The society will disseminate historical information and arouse interest in the past by such means as publishing historical material in the newspapers or otherwise; by holding meetings with pageants, addresses, lectures, papers, and discussion; by marking historic buildings, sites, and trails; and by using the media of radio and television to awaken public interest.

The society will cooperate with the state historical society, state historical commission, and state department of archives and history to collect and preserve materials of statewide significance so that these materials can be made available to students and scholars.

The purposes of this constitution and bylaws are made subject to all restrictions on corporate purposes, powers and activities which are set forth in the articles of incorporation.

No part of the society shall be devoted to carrying on propaganda and it shall not participate in any political campaign in behalf of any candidate for public office.

## Article III

### **MEMBERSHIP ~ DUES**

#### **Section 3.1**

Membership shall be open to any person interested in the purposes of the society. Upon submitting an application and yearly dues to the society a new member is added to the membership list. All members in good standing shall have voting rights and shall be entitled to one (1) vote on each matter submitted to the membership for a vote.

#### **Section 3.2**

Membership shall be of four (4) classes:

1. Active members - members who have tendered the necessary dues.
2. Contributing and sustaining members - a person, group, or firm offering special support to the objectives of the society.
3. Patron members - a person, group, or firm offering special financial support to the objectives of the society.
4. Honorary members - a person who has made a special contribution to the objectives of the society. Honorary members shall be elected by a three-fourths (3/4) vote of members present at an annual meeting upon nomination by the Board of Directors.

**Section 3.3**

Yearly dues shall be regulated by the Officers and Board of Directors.

**Section 3.4**

Yearly dues shall be payable in advance to the society. The fiscal year shall be January 1 through December 31. Upon failure of any member to pay dues by January 15<sup>th</sup> a notice shall be sent to the member. Failure to pay after February 1<sup>st</sup> shall cause delinquent members to be dropped from the membership roll. Failure to reinstate their membership within that year will result in member losing their membership status.

**Article IV*****MEETINGS, QUORUMS*****Section 4.1**

Regular meetings of members shall be held quarterly on the first Sunday of February, May, August, and November.

**Section 4.2**

The annual meeting of the society shall be held at the November meeting.

**Section 4.3**

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the membership having voting rights.

**Section 4.4**

The Board of Directors shall meet at the call of the President. Six (6) members of the Board shall constitute a quorum.

**Section 4.5**

One-tenth (1/10) of the active members of the society shall constitute a quorum.

**Article V*****OFFICERS, DIRECTORS, ELECTIONS*****Section 5.1**

The officers of the society shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Historian, all of whom shall be members and hold office for two (2) years.

**Section 5.2**

There shall be nine (9) Directors, three (3) of who shall be elected every two (2) years on a rotation basis. In the event of a retiring President, this officer shall assume a two (2) year term on the Board as one of the three (3) elected Board members.

**Section 5.3**

All officers and directors shall constitute the Board of Directors and may succeed themselves in office.

**Section 5.4**

Elections shall be held every two (2) years at the annual meeting.

**Section 5.5**

The President shall appoint a nominating committee consisting of three (3) members not less than one (1) month prior to the annual meeting. The First Vice President shall serve as chairman of this committee. The nominating committee shall submit one (1) name for each office and shall select three (3) new Directors [two (2) if the President is retiring] from the membership. After securing the consent of all nominees, the nominating committee shall present this slate to the membership at the annual meeting. There may be nominations from the floor for each Officer and each Director, provided the consent of the nominees has been secured. These names shall be voted upon at the same meeting. A two-thirds (2/3) majority vote of the membership present shall be necessary for election. Voting by proxy shall not be allowed.

**Section 5.6**

Officers and Directors shall be installed and assume office at the close of the annual meeting when they are elected and shall serve until their successors have been duly elected and installed.

**Article VI*****DUTIES OF OFFICERS AND DIRECTORS*****Section 6.1**

The President shall have executive supervision over the activities of the society subject to the authority and direction of the Board of Directors. The President shall be chairman of the Board of Directors and shall preside at its meetings and at regular meetings of the society. The President shall appoint all standing committees and committee chairmen not provided for in the constitution and bylaws. The President shall make yearly reports as to the property and assets of the society and matters within their knowledge which affect the interests of the society and which may require action. The President shall have such other rights, powers, and duties to perform as are incidental to the office. They shall attend all board meetings and regular meetings of the society.

**Section 6.2**

The First Vice-President shall serve in the absence of the President and shall have all the powers and shall perform all the duties of the President. The First Vice-President shall be Chairman of the Membership Committee and shall work with the Treasurer in keeping a membership list that currently reflects the status of each member. The First Vice-President shall distribute at the annual meeting a revised membership list for that fiscal year. The First Vice-President shall issue and receive membership applications, secure names of prospective members, and otherwise actively recruit new members. They shall attend all board meetings and regular meetings of the society.

**Section 6.3**

The Second Vice-President shall serve as Program Director. The programs shall be planned and announced in advance. They shall attend all board meetings and regular meetings of the society.

**Section 6.4**

The Third Vice-President shall serve as editor of the Quarterly publication. They shall attend all board meetings and regular meetings of the society.

**Section 6.5**

The Recording Secretary shall attend all board meetings and regular meetings and shall keep records of all such meetings and shall keep on file an official list of members, their addresses and telephone numbers.

**Section 6.6**

The Corresponding Secretary shall have charge of all general correspondence for the Board of Directors and the society; shall in the absence of the Recording Secretary perform all the duties of that office; and shall, upon the direction of the President, mail notices of all meetings of the society and of the Board of Directors. They shall attend all board meetings and regular meetings of the society.

**Section 6.7**

The Treasurer shall have the custody and care of all moneys and securities of the society and shall keep accurate records of all accounts and of all transactions of the society, and shall, as often as shall be required by the Board of Directors, prepare and certify proper statements of the financial condition of the society and of all receipts and disbursements by the society. The Treasurer shall collect dues and shall submit reports at meetings and make a prior-yearly report, preferably printed, to the membership at the February meeting. The Treasurer shall deposit all money and other valuable effects of the society in the names and to the credit of the society in a reliable depository. They shall attend all board meetings and regular meetings of the society.

**Section 6.8**

The Historian shall keep all records of the society, including minutes gathered by the Recording Secretary during the year. The Historian shall keep a scrapbook of newspaper clippings, brochures and other matters published by or about the society and shall be in charge of research when a project is planned that needs background data. They shall attend all board meetings and regular meetings of the society.

**Section 6.9**

The management of the society shall be vested in the hands of the Board of Directors, which body shall consist of nine (9) Directors and all elected Officers of the society. The Board of Directors shall decide questions of policy that for any reason cannot be acted upon at a regular meeting of the society and perform such other functions as the affairs of the society shall require.

**Article VII*****CONTRACTS, LEGAL DOCUMENTS, PAYMENTS, ETC.*****Section 7.1**

All legal documents and payments in writing (other than checks, drafts, and orders for the payment of funds of the society) shall, unless otherwise directed by the Directors, be signed in the name and on behalf of the society by the President.

**Section 7.2**

The Treasurer shall unless otherwise directed by the Directors, sign in the name and on behalf of the society all checks, drafts, and orders for the payment of funds of the society. Any member, or his agent or attorney may inspect all books and records of the society, for any proper purpose at any time.

**Article VIII*****PARLIAMENTARY AUTHORITY*****Section 8.1**

The rules contained in *Roberts' Rules of Order* shall govern the proceedings of the society except in such cases are governed by the articles of incorporation or the constitution and bylaws.

**Article IX*****AMENDMENTS*****Section 9.1**

The society shall have the power to amend its constitution and bylaws for the regulation of its internal affairs and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama and with the society's Articles of Incorporation, except that Article II hereof shall not be amended.

**Section 9.2**

The constitution and bylaws may be amended at any regular or special meeting by a two-thirds (2/3) majority vote of the members voting, provided the Board of Directors has approved the amendment and prior notice has been sent to the membership. All proposed amendments shall be submitted in writing.