

BY-LAWS
OF THE
TISHOMINGO COUNTY ARCHIVES & HISTORY MUSEUM
A NON-PROFIT, NON-SHARE CORPORATION

Article I
Name and Purposes

Section 1: Name

The name of this Corporation shall be Tishomingo County Archives & History Museum, a division of the Tishomingo County History & Genealogy Society, hereinafter referred to as TCAHM or the Museum.

Section 2: Purpose

The purpose of this Corporation is as follows:

- To operate as a County archives in order to discover and memorialize the history of Tishomingo County, to discover, purchase, commission, or otherwise procure, and to publish or otherwise preserve writings, newspapers, journals, and the like, which shed light on the history of the County; to discover, procure, and preserve physical objects that may relate to the history of the County; to establish and maintain a library and museum; and to hold regular meetings and other activities for the education and instruction of the members, and the public.
- To serve the residents of Tishomingo County and others by collecting, assembling and exhibiting items of the past such as trade tools and written information and by providing assistance in matters of genealogy, personal and family histories.
- To gather, assemble and put in written form various fragmented information regarding the history of the County.
- To assist appropriate officials of Tishomingo County in the protection, preservation and proper storage of County records.
- To maintain a systematic account of important events connected with the County, its communities, groups of people or individuals for the continuation of a history of the County and State.
- To exercise any powers, privileges or authority conferred by laws of the State of Mississippi or the United States regarding antiquities, archives, history, or protection of historical records.
- To discharge such other powers, privileges or authority as may be conferred by laws of the State of Mississippi upon private, non-profit corporations.

Section 3: Restrictions

The chapter shall be nonpolitical, nonpartisan, and shall not engage in collective bargaining on behalf of its members or others.

Article II Offices

Section 1: Location

The domicile of the Corporation shall be in the City of Iuka, Tishomingo County, Mississippi.

Section 2: Offices

The Corporation may have such other offices, either within or without Tishomingo County or the State of Mississippi, as the Board of Directors may designate or as the purposes of the Corporation may require. The Corporation may change the registered office by filing the appropriate form or information with the Secretary of State of the State of Mississippi.

Section 3: Agent

The Corporation shall maintain a registered agent in the State of Mississippi which agent shall be an individual resident. The Corporation may change the registered agent by filing the appropriate form or information with the Secretary of State of the State of Mississippi.

Article III Board of Directors

Section 1: Board of Directors

The policymaking body of the Museum Board shall be managed and controlled by a Board of Directors, consisting of five (5) directors and the president elected by the regular membership. The Board of Directors shall be elected initially at a special meeting in August 2004. The outgoing president shall continue to serve on the board for one year immediately following the term as president.

Directors will be elected to serve a term of one (1) year and will hold office until the annual membership meeting when their respective term of office expires or until the election and qualification of their respective successors.

Article III Meetings

Section 3: Installation Meeting

The installation meeting shall be the last meeting of the administrative year; this is typically in December.

Section 4: Special Meeting

Such meetings may be called for specific purposes only. No other business may be transacted at these meetings. Special meetings may be called by the president, a majority of the board of directors, or two-thirds of the membership.

Section 5: Board of Directors Meetings

Board meetings will be held quarterly in February, May, August, and November of each year. Special meeting dates for the board, in lieu of or in addition to the monthly meetings, shall be as decided by the board.

Article VII Committees

The minimum standing committees shall consist of Bylaws Committee, Finance & Administration, Museum, and Policy Administration. Additional committees may be authorized by the Board of Directors.

Section 1: Bylaws Committee

The Bylaws Committee shall maintain an official text of the Bylaws, incorporating all changes as adopted by the membership (as does the Executive Director), and shall verify as correct all published text of the bylaws. These responsibilities shall include maintenance of style rules and the authority to make minor grammatical or syntax changes which do not change the substance of the documents. The committee shall, as requested by the Executive Board, the President, or the Society membership, or on its own initiative, study problems concerning the TCAHM bylaws; interpret bylaw questions; and draft possible amendments to the bylaws to implement solutions to potential problems.

Section 2: Finance & Administration Committee

The Finance & Administration Committee shall review TCAHM's plans and budgets and any material deviations in plans and budgets. It shall actively seek avenues of funding (local, private, and state) via personal and professional contacts, grant writing, etc.

Section 3: Museum Committee

The Museum Committee shall assist with funding, collection, preservation, exhibition, and interpretation of artifacts that relate to the life and accomplishments of Tishomingo County with emphasis on the period from 1888 to 1971. (Collection policy is included in board member packet).

Section 4: Policy Administration Committee

The Policy Administration Committee shall ensure that TCAHM policies and procedures are reviewed periodically and staff and volunteers are informed of any changes. The committee shall undertake a complete review of the TCAHM policies and procedures at least once during a 12-month period.

Section 5: Special Committees

Special committees of a temporary nature, not to exceed the administrative year in which established, may be established by the president. Chairpersons for such committee may be appointed by the president.

Section 6: Standing Committees

Unless previously designated by the president, all appointments of members to each standing committee shall be made by the chairperson of that committee.

Article IV Contracts, Loans, Checks, and Deposits

Section 1: Authorization

The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3: Checks and Drafts

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Funds

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, companies, or other depositories as the Board of Directors may select.

Article V Vacancies of Office

Section 1: Appointments

If a vacancy occurs in a directorship during the year, the board of directors shall appoint a qualified member to serve for the balance of the year. The remainder of the vacated term shall be filled by a short-term director elected at the next annual election following the vacancy. If a vacancy occurs in an officership during the year, the board of directors shall appoint a qualified member to serve the balance of the year.

Article VI Nominating and Election Procedure

Section 1: The Nominating Committee

The Chairperson of the Board shall appoint a nominating committee, comprised of a minimum of three members from the regular membership of the chapter. None of the committee members shall be a director, officer, or a candidate for office. The names of those serving on the committee shall be announced at a general membership meeting at least one month before election.

Section 2: Committee Instructions

The committee shall nominate one or more candidates for the office of president and one or more candidates for all other offices and vacancies on the board of directors. The list of candidates selected by the nominating committee shall be submitted to the membership at a regular meeting, special meeting, or by mail one month in advance of the election. Additional nominations may be made from the floor upon recognition from the chair, or

by write-in, if the nominating committee's report is by mail. It shall be the nominating committee's responsibility that all nominees on the ballot meet eligibility requirements.

Section 3: Procedures and Time of Election

The election of officers and directors will be by secret ballot at a regularly held general meeting or by mail at least three months in advance of the start of the administrative year. Mail ballots shall contain spaces for casting write-in votes for qualified candidates for each office and Board of Directors vacancy. Those ballots received after that date shall be null and void. Any candidate for office receiving a plurality of the votes cast will be declared the winner. In the election of members of the Board of Directors, all nominees shall be presented and the three having the most votes shall be declared elected. In the case of a tie for third place, a runoff election shall be held. Only regular members of the Society are eligible to vote.

Article XI Miscellaneous

Section 1: Recordkeeping

The Corporation shall maintain correct and complete records of its accounts and minutes of the proceedings of the Board of Directors and any and all meetings of the Corporation.

Section 2: Fiscal Year

The fiscal year of the Corporation shall begin on January 1 in each calendar year and shall terminate December 31 of the same calendar year.

Section 3: Rules of Order

The conduct of all meetings of the Board of Directors, the membership of the Corporation or any committee thereof shall be according to Robert's Rules of Order to the extent that Robert's Rules of Order are consistent with the laws of the State of Mississippi and that Robert's Rules of Order shall be the final authority, unless otherwise provided in accordance with the by-laws. The parliamentarian shall interpret Robert's Rules of Order rule on parliamentary questions and resolve matters of parliamentary procedure. The parliamentarian shall attend all meetings of the membership and Board of Directors. If the parliamentarian is absent, the Director shall discharge the duties of parliamentarian.

Article XII
Amendment of By-Laws

Section 1: Procedure

These by-laws may be amended or repealed and a new by-law or new by-laws may be enacted by two-thirds (2/3) vote of the Board of Directors present at any meeting of the board, the notice or waiver of notice of which shall have specified or summarized the changes proposed to be made, provided that a notice of the proposed amendment shall have been presented to each director at least seven (7) days prior to the meeting at which the proposed amendment or repeal is acted upon, subject to the powers of the members to change or repeal the by-laws.

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of the Tishomingo County Archives & History Museum, a non-profit Corporation existing according to the laws of the State of Mississippi, and that the foregoing by-laws of the Corporation as duly adopted in a meeting of the Board of Directors thereon held on the _____ day of _____, 2007.

SECRETARY OF THE CORPORATION