

The By-Laws
of
The Wilson County Historical Society

ARTICLE I – Name

The name of this organization shall be Wilson County Historical Society (hereinafter called the WCHS or the Society).

ARTICLE II - Objective

The WCHS is a 501(c)(3) organization setup as the fund raising and operational arm of the Wilson County Historical Commission (WCHC or Commission). It acts somewhat separately from the Commission with the shared mission of researching, protecting, and preserving the county’s history and historic resources for the use, education, enjoyment, and economic benefit of present and future generations.

ARTICLE III - Membership and Dues

Section 1 – Membership in the organization shall be open to all citizens who are interested in carrying out the objectives of the Society.

Section 2 – The annual dues for membership in the Society shall be as follows:

- Regular Membership, Single \$ 20.00
- Regular Membership, Couple \$ 30.00
- Life Membership, Single \$200.00
- Life Membership, Couple \$350.00
- Business Membership \$500.00

Section 3 – Membership dues shall be for the period from October 1 to September 30. An announcement for annual dues shall be made during the August meeting and a reminder will be enclosed in the Society monthly e-mail.

ARTICLE IV - Officers

Section 1 – The officers shall be President, Vice President, Treasurer, and Secretary.

Section 2 – The officers shall be elected for a term of two (2) years on the even numbered years. Special elections shall be held if an officer vacates a position between elections.

Section 3 - Duties

- A. **The President shall** issue calls for and preside at all meetings of the Society according to the Robert’s Rules of Order. The president shall appoint all special committees and all standing committees not otherwise provided for, shall be ex-officio member of all committees, and shall perform other duties usually incident to the Office and the Board of Directors.

B. **The Vice President shall** perform all duties of the President in case of absence or inability to serve for any other cause.

C. **The Treasurer shall:**

- 1) Have charge and custody of and be responsible for all funds and securities of the Society.
- 2) Receive and give receipts for funds due and payable to the Society from any source.
- 3) Deposit all funds in the name of the Society in banks, trust companies or other depositories as provided in the By-laws or as directed by the Board of Directors or President.
- 4) Write checks and disburse funds to discharge obligations of the Society. (Online banking features are being used. Any Society member can request a username and password to view all transactions.)
- 5) Maintain the financial books and records of the Society.
- 6) Prepare financial reports at least quarterly.
- 7) Keep a register of the mailing address of each member, director, officer and employee of the Society.
- 8) Perform all duties incident to the Office of treasurer.

D. **The Secretary shall:**

- 1) Conduct all correspondence of the Society under the authority or the direction of the President.
- 2) Record the minutes of the Society and shall perform such other duties as pertain to the office.
- 3) Give all notices as provided in the By-laws or as required by law.
- 4) Take minutes of the meetings of the members and of the Board of Directors and keep minutes as part of the Society records.
- 5) Maintain custody of the Society records.
- 6) Perform all duties incident to the office of secretary.

ARTICLE V - Board of Directors

Section 1 – There shall be a Board of Directors consisting of the Officers and the Chairpersons of each standing committee elected at the annual membership meeting in September on even numbered years.

- A. The total number of Directors shall be a minimum of seven (7). Directors shall be residents of Wilson County and shall be members of the Society.
- B. Each director shall serve for a term of two (2) years. Elections shall be held in September of even numbered years.
- C. Directors may be re-elected for additional terms.

Section 2 – Duties of the Board of Directors:

- A. Shall supervise finances and business of the Society and the carrying out of the purposes of the Society through its various officers and committees.
- B. Shall have control of the routine affairs of the Society.
- C. Shall have the authority to make rules and regulations for carrying out procedures established by

these bylaws

- D. Shall provide a report of the affairs at the regularly scheduled membership meetings.
- E. Elected Board members shall be required to attend three (3) of the regularly scheduled meetings of the Board.
- F. Elected Board members may also serve as Committee Chairpersons on the Wilson County Historical Commission.
- G. Shall have the authority to suspend or expel a Board member for cause, after an appropriate hearing, by a two-thirds vote of the Board.
- H. Shall have the authority to fill any vacancies.
- I. Shall not place themselves in a position, nor allow themselves to be placed in a position, where their personal or professional actions would be a conflict of interest or perceived to be a conflict of interest with the goals, activities, or purpose of the Society.

Section 3 – Meetings: The Board of Directors shall meet quarterly with the first meeting to be held in October unless determined otherwise, to transact the business of the Society.

Section 4 – At any meeting at which the election of a Director occurs due to a vacancy on the Board, a voting member in good standing may nominate a person with the second of any other voting member in good standing.

Section 5 – Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fourth of the voting members.

Section 6 – The Board of Directors may designate any place either within or without the State of Texas, as the place of meeting for any quarterly meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of the meeting, the meeting shall be held at the registered office of the Society in Texas.

Section 7 – The Board membership shall try to act by consensus. However, the vote of the majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or by the by-laws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by a ballot or voice, except that any election of the directors shall be by ballot if demanded by any voting member at the meeting before the voting begins.

Section 8 – The Board of Directors shall try to act by consensus and allow members to present their views on the subject at the beginning of the meeting for not longer than five (5) minutes per each member and a total of fifteen (15) minutes presented by membership.

Section 9 – A voting member entitled to vote may not vote by proxy.

Section 10- Directors shall not receive salaries or compensation for their services.

ARTICLE VI - Election of Officers and Board Directors

Section 1 – The nominating Committee shall present a ballot to the President at the August meeting

nominating all officers and directors.

Section 2 – The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer.

ARTICLE VII - Duties of Committees

Section 1 - The Chairman or each Committee, after consulting with the President, shall appoint a Vice-Chairman and as many committee members as needed.

Section 2 – Committees

At a minimum, the following committees should be considered.

- A. Historical Archives Committee.** This committee oversees the historic preservation program in Wilson County and shall be concerned with the management of preserving, restoring and recording tangible evidences of local and state history.

- B. Historical Marker, Research, and Cemetery Committee.** This committee shall:
 - 1) Be responsible for all matters related to Texas Historical Markers. It shall survey subjects and sites for possible historical markers, update landmark lists for the county, and secure locations for, and obtain permission to erect markers.
 - 2) Research and prepare marker applications as possible.
 - 3) Help persons interested in obtaining a marker through the application process.
 - 4) Review all marker applications for accuracy and completeness before submitting them to the Texas Historical Commission.
 - 5) Establish a system of review, assessment and maintenance for all county historical markers. This committee will also pursue Historic Texas Cemetery designations for the cemeteries within Wilson County.
 - 6) Be involved with cemetery surveys, cemetery clean up days (in conjunction with local cemetery association) and or other local activities

- C. History Appreciation and Tourism Committee.** Committee members shall be responsible for projects related to disseminating information about local history by publicizing the Society projects through the news media, schools, civic organizations, historical tours, etc. This committee formulates strategy and develops the tools needed to spread the word about the county's historic sites and attractions. The committee also shall be responsible for securing renewals and new members of the Society.

- D. Advisory to the Library.** This committee shall act as liaison between the WCHS and the Wilson County Public Libraries.

- E. Publicity, Marketing, and Publication Committee.** This Committee shall be:
 - 1) Responsible for printing a handbook containing officers and members' names, addresses and phone numbers, also all committee assignments.
 - 2) Available for assistance in the selection, approval and editing of all publications sponsored by the WCHS. If there is work to be approved the chairman appoints a committee to approve publication.
 - 3) Responsible for making sure Society activities are well publicized, so citizens of the county are aware of the commission and its responsibilities in the field of preservation.
 - 4) Suggest fundraising projects and will be responsible for planning and completing them.

F. Jailhouse Museum Committee. The Museum Committee shall be responsible for:

- 1) Day-to-day operation of the museum
- 2) Securing items for the museum (documents, mementos, furnishings, etc.).
- 3) Setting up displays.
- 4) Providing a list of themes for displays to Society.
- 5) Evaluating gifts offered to the Society and recommending action to the Board of Directors.

This committee should also stay abreast of activities in all museums throughout the county.

G. Dewees-Remschel House Committee. The Claribel R Deering Charitable Trust deeded the Dewees-Remschel House and associated land to Wilson County. The same trust delegated the responsibility of maintenance, upgrades, and renovations to the Society. The Society receives monthly funding and intermittent yearly monetary distributions from the Trust to provide the necessary maintenance, upgrades, and renovations to the Dewees-Remschel House. All monies received from the Trust are to be used solely for the House and cannot be used for any other Society activities. Event booking fees can be considered as revenue for the Society. This committee:

- 1) Shall be responsible for all matters related to the Dewees-Remschel House and associated property, including house furnishings.
- 2) Will plan, coordinate, and oversee event bookings, maintenance, upgrades, renovations, etc.

This committee should also stay abreast of activities in all museums throughout the county.

H. Budget and Finance Committee. The Finance and Budget Committee is responsible for all matters relating to the Society's fiscal responsibilities. This includes management of the Society's budget and funds. This committee's activities include working with other committees and the Treasurer to determine the total amount of anticipated revenue and expenditures for the year and develop an annual budget that is presented to the Directors in September for approval.

ARTICLE VIII - Nominating Committee

Section 1 – There shall be a Nomination Committee consisting of three (3) members appointed by the President no later than the July meeting to present a slate of officers at the August meeting.

Section 2 – Nominating Committee members shall be fully informed of the nature of responsibilities of officers and directors, and shall determine that nominees are genuinely interested in the goals of the Society and willing to fulfill the obligations incurred with these positions.

Section 3 – The Nomination Committee shall present a ballot to the September meeting of the Society nominating all officers and directors who are to be elected from the membership of the Society.

Section 4 – Nominations may also be made from the floor.

ARTICLE IX - Meetings

Section 1 – Notices of general and quarterly meetings shall be by publication, by letter or otherwise, and given not less than five (5) days before the meeting.

Section 2 – Those present at the general meeting shall constitute a quorum.

Section 3 – A majority of the members of the Board of Directors shall constitute a quorum.

Section 4 – Nominations may be made from the floor prior to the annual election.

Section 5 – The first regularly scheduled meeting of members of the Society shall be held in October.

Section 6 – The members, Board of Directors, and any committee of the Society may hold a meeting by telephone conference-call, via the internet or by other electronic media.

ARTICLE X - Dissolution

Should the Wilson County Historical Society disband or dissolve, all funds remaining in the general business account shall be given to the Wilson County Historical Commission. All funds remaining in the Dewees-Remschel account shall be returned to the Trust for re-distribution.

ARTICLE XI - Revisions

These By-Laws may be revised or amended by two-thirds vote of the Board of Directors of the Society at any regular meeting or once called for that purpose provided notice has been given at the previous meeting.

1st Revision: March 15, 2011

2nd Revision: September 20, 2016

WCHS President

Signature: _____ **Date:** _____

WCHS Secretary

Signature: _____ **Date:** _____