

BYLAWS

of the

Cherokee County Historical Society, Inc.

REVISED DECEMBER 4, 2007
REVISED FEBRUARY 20, 2007
REVISED OCTOBER 18, 2005
REVISED OCTOBER 19, 2004
REVISED FEBRUARY 18, 2003
REVISED JULY 20, 2000
REVISED JUNE 13, 1995

ARTICLE 1

MEMBERSHIP AND DUES

Section 1. Any person interested in the purposes of the Cherokee County Historical Society [herein after, the Society] who applies for membership in any classification of membership and who tenders the necessary dues shall thereby become a member.

Section 2. Adult member - A person over the age of 18 may become a member by paying annual dues established by the Board of Directors for an individual or family membership.

Section 3. Student Member - A person under the age of 18 may become a member by paying annual dues established by the Board of Directors.

Section 4. Life Member - A person may become a Life Member by paying the dues established by the Board of Directors in one payment.

Section 5. Corporate/Government Member - A corporation or government entity may become a member by paying annual dues established by the Board of Directors.

Section 6. Honorary Life Member - Honorary membership may be conferred upon any person whose activities have contributed to the objectives of the Society. Honorary members shall be elected by a three-fourths vote of members present at a regular meeting of the Society.

Section 7. The Society shall operate on a calendar year basis January - December. Membership dues shall be billed on an annual basis based on the date the member joined the Society.

ARTICLE II

SCHEDULE AND QUORUM FOR MEETINGS

Section 1. At least six regular meetings of the Society shall be held each year. Regular meetings shall be held on the third Tuesday of even-numbered months, unless otherwise ordered by the Board of Directors. Special meetings may be called by the President.

Section 2. A dinner meeting shall be held in April.

Section 3. The annual business meeting of the Society shall be held in February. Committee reports and an annual written Treasurer's Report shall be given at this meeting.

Section 4. Twenty-five members, at least two of whom are officers, shall constitute a quorum.

ARTICLE III

OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. While not elected, the Immediate Past President for the preceding year will serve on the Board for the current year.

Section 2. There shall be at least three and up to sixteen Directors at Large.

Section 3. The officers, directors, and the Immediate Past President shall constitute the voting members of the Board of Directors.

Section 4. The Board of Directors shall meet at least four times each year. Special meetings of the Board may be called by the President. At any meeting of the Board of Directors, no less than 50% of voting members shall constitute a quorum.

Section 5. An Advisory Board consisting of requested standing committee chairs and the Board of Directors shall meet as required by the President to report on the activities of their committee and will make recommendations as needed.

ARTICLE IV DUTIES OF THE OFFICERS AND DIRECTORS

Section 1. The President shall have executive supervision over the activities of the Society within the scope provided by these By-Laws. The President shall preside at all meetings, shall report regularly on the activities of the Society, shall appoint the chairman of the committees and other committee members with the aid of the Executive Director and committee chairmen, and shall act as the chairman of the Finance Committee unless he/she appoints a replacement.

Section 2. The Vice President shall assume the duties of the President in the event of absence, incapacity or resignation of the President, and shall serve as the chairman of the Programs Committee.

Section 3. The Secretary shall keep the minutes of meetings of the Society and the Board of Directors, and shall perform any necessary correspondence.

Section 4. The Treasurer shall be responsible for the safe-keeping of Society funds, for maintaining adequate financial records, and shall ensure that all monies received are deposited with a reliable banking company in the name of the Cherokee County Historical Society, Inc. Monies shall be paid out by numbered checks signed by signatures of any one of the following officers: President, Vice President, Secretary and Treasurer. The Treasurer shall render an annual written report for all members at the February meeting, shall act as the co-chairman of the Finance Committee, and shall ensure that an annual audit by an outside auditor is conducted.

Section 5. The Immediate Past President shall serve an advisory role to the current President. The Immediate Past President shall also serve as the chairman of the Nominating Committee and as the Society Parliamentarian.

Section 6. The Board of Directors shall decide questions of policy that for any reason cannot be acted upon at a meeting of the Society and perform such other functions as designated by the By-Laws or otherwise assigned to it.

Section 7. An Executive Committee, comprised of the President, Executive Director and any two other Officers, shall be empowered to make administrative decisions pertaining to the operations of the society unless a vote on the matter by the Board is required under these By Laws.

Section 8. A vote of the Board shall be required for any expenditure of Society funds over one thousand dollars (\$1,000.00).

ARTICLE V ELECTION AND TERMS OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers and directors shall be elected by a plurality of votes of the general membership, following the annual deliberations of the nominating committee.

Section 2. The terms of the Board of Directors shall be either one or two years. The term of Officers will be two years. A slate of officers and nominees for open Board of Directors positions for each year will be developed by the Nominating Committee for approval by the general membership. The Immediate Past President serves due to his/her previous role as Society President. Expiration of Directors terms will not be concurrent.

Section 3. Any nomination made after the deliberation of the Nominating Committee shall be added to the slate of candidates upon affirmative vote of a majority of members. Any candidate for election shall be an adult member whose consent to serve has been secured.

Section 4. A person who has been elected to the Board of Directors for two consecutive terms, or elected as an officer for three consecutive terms, shall not be nominated to the same office unless one year elapses between terms.

Section 5. Officers and directors shall assume their duties on January 1 of each year. In the event of resignation or incapacity of any officer except the President, the vacancy shall be filled by the Nominating Committee for the unexpired term of office. An officer or director shall be considered incapacitated if for any reason he is unable to carry on the duties of his office, and the remaining officers and directors have declared him incapable of service by two-thirds vote of those voting.

ARTICLE VI COMMITTEES

Section 1. The Society shall have the following standing committees:

1. **LIBRARY & MUSEUM COMMITTEE** is responsible for the collecting, cataloging, care, arrangement and repair of books, manuscripts, newspapers and other historical source material; and for the collecting, cataloging, cleaning, repair and storage of historic objects; for arranging museum exhibits; and for the correct historical interpretations of these exhibits; and for the care and upkeep of museum quarters.
2. **HISTORIC SITES COMMITTEE** is responsible for establishing the historic validity for of sites proposed for marking; for marking historic sites; and for arranging historic tours.
3. **PROGRAMS COMMITTEE** is responsible for arranging suitable programs and for setting the time, place and date of the meetings and shall be chaired by the Vice President of the Board of Directors.
4. **MEMBERSHIP COMMITTEE** is responsible for membership drives and as directed by the chairman, for participating in the recruitment, selection of individuals to serve as Committee Chairmen, and as Ambassadors for the Society. The committee shall be responsible for assisting the Programs committee with hospitality functions as needing during meetings and functions.
5. **NOMINATING COMMITTEE** is responsible for making nominations for officers and members of the Board of Directors and shall participate in the recruitment, selection and development of individuals therefore. This Committee shall be chaired by the Immediate Past President of the Board of Directors.
6. **PUBLICITY & PUBLICATIONS COMMITTEE** is responsible for working with the Program Chairman and President to publicize meetings and all activities of the Society; and for the publication of the newsletter and the sale of any written materials published by the Society.
7. **GENEALOGY COMMITTEE** is responsible for handling genealogical correspondence and supervising the maintenance of genealogical data files in the possession of Society.
8. **FINANCE & FUNDRAISING COMMITTEE** is responsible for preparing the annual budget, reviewing the annual audit, investing Society funds, and raising funding [private and public donations, grants, estate donations, etc.] for both on-going and special projects [such as capital campaigns], in order to ensure the funding of both the annual operating budget and meeting of the long-term goals of the Society.
9. **PERSONNEL DEVELOPMENT COMMITTEE** is responsible for the annual review and evaluation of the Executive Director. They are also responsible for establishing for that position, in conjunction with the Executive Director, goals, objectives and benchmarks that are reflective of the Society's mission, strategic plan, and annual agenda. The Committee shall consist of the Executive Director, President and up to two other officers as appointed by the President.

Section 2. The President and the Executive Director shall appoint the chairmen of the standing committees and shall aid the chairman, with the assistance of the Membership Committee Chairman, in finding active, working members for their respective committees.

Section 3. Other committees, standing or special, may be appointed by the President as directed by the Society or the Board of Directors.

ARTICLE VII PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* [Ninth Edition, William J. Evans, Henry M. Robert, and Sarah Corbin Robert, eds., Perseus Books, 1991] shall govern the proceedings of the Society except in such cases as are governed by the Constitution or the By-Laws. The Immediate Past President shall serve as Parliamentarian.

ARTICLE VIII

Any sale, transfer or assignment of any stocks, bonds, certificates of deposit, security or any other property standing in the name of the Society, as well as the execution of any evidence of indebtedness, deed, bill of sale, mortgage or other instrument transferring title to or creating a lien on any property or chose in action of the Society or in which it has an interest shall be valid only if: a) authorized by action or resolution of the Society at a meeting duly called and held in accordance with the Charter and By-Laws of the Society, and such instrument or document thus authorized shall be signed by the Society and be binding upon it only when signed by the Society acting through its President and Secretary or other two officers duly authorized by such corporate resolution or action to execute the same; or b) likewise any such sale, transfer or assignment of any document, instrument or property or property interest mentioned in subparagraph a) above may be accomplished by authorization and action of the Board of Directors taken in accordance with the provisions of the Charter and By-Laws. However, actions of the Board of Directors shall be subject to the approval and ratification of the Society at a meeting duly called and held unless such action of the Board of Directors had previously been authorized in accordance with sub-paragraph a) above.

ARTICLE IX

The Society may, but shall not be compelled to, accept gifts and donations of money or property for such purposes and upon such terms and conditions as the Board of Directors may fix by its rules and regulations, which shall be applicable to all donors. Gifts of specific items of property, either real or personal, may be declined if such is deemed unsuitable or inappropriate or for reasons stated or unstated not to be in the best interest of this Society to accept. Also, any gifts may be declined if conditions are imposed by the donor that might render the acceptance of such gift with such restrictions or conditions inappropriate, and not in the Society's best interest. No gifts may be used for the personal or financial gain of any individual member of the Society, but all such gifts together with any income or profits derived therefrom shall be managed and administered for the benefit of this organization as a non-profit corporation and in keeping with the intents and purposes for which this organization was formed and its Charter was obtained.

ARTICLE X PERSONAL GAIN, CONFLICTS OF INTEREST, AND POLITICAL INTERESTS

As outlined in the Society Article of Incorporation, no part of the Society's net earnings shall inure to the benefit of any Board or Committee member. In the event that any Board or Committee member finds themselves in a situation where they might gain financially or otherwise from a Board or Committee action, said member must either excuse themselves from the process or resign from the Board or Committee until such time that said issue has been addressed.

Additionally the Society, and Board or Committee members acting in their roles thereof are expected to avoid public political activities within the City and the County such as actively campaigning for any bipartisan candidate running for office in Cherokee County. All may express their political opinions privately, and are encouraged to vote for their candidate of choice.

ARTICLE XI AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any regular or adjourned meeting by a two-thirds vote of those voting, provided notice was given at least thirty days in advance. They may also be amended at a special meeting called for that purpose with a two-thirds vote of those voting. All proposed amendments shall be submitted in writing.