

Fayette County Historical Society
BYLAWS

April 16, 2000

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Fayette County Historical Society BYLAWS

ARTICLE ONE

INTRODUCTION

Definition of Bylaws

1.01. These Bylaws constitute the rules adopted by the Fayette County Historical Society, Inc. for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as or now or may be granted hereafter by law. The primary purpose of this Corporation is that as outlined in the Articles of Incorporation.

ARTICLE TWO

MEMBERSHIP

Definition of Membership

2.01. The Members of this Corporation are those persons or Corporations having Membership rights in accordance with the provision of these Bylaws.

2.02. This Corporation will have one or more classes of Member which shall be designated as "Members in good standing". Members in good standing shall be evidenced by certificate issued by the Secretary or other person designated by the Board of Directors.

Qualification of Members

2.03. The qualification and right of the Membership of all citizens, residents, and friends of this County who apply for Membership in any classification of Membership, upon the approval of the Board of Directors and who tender the necessary dues, shall thereby become a Member.

2.04. Those whose service or knowledge justify the honor, may be elected honorary Members without obligation to pay dues, but with all rights and privilege of the Corporation. Election as an Honorary Member shall be at the discretion of the Board of Directors.

Membership Dues

2.05. The annual dues payable to the Corporation by Members shall be in such amount(s) as may be determined from time to time by resolution of the Board of Directors. Annual dues will be payable in advance by March 1 of each year. The present dues are as follows:

- 2.06. Annual dues for Students shall be one dollar (\$1.00).
- 2.07. Annual dues for Individual Members shall be ten dollars (\$10.00).
- 2.08. Annual dues of Continuing Members shall be twenty-five dollars (\$25.00).
- 2.09. Annual dues for Sustaining Members shall be fifty dollars (\$50.00).
- 2.10. Annual dues for Patron Members shall be one hundred dollars (\$100.00).
- 2.11. Dues for Life Members shall be two hundred and fifty dollars (\$250.00).
- 2.12. The failure to pay any dues assessed shall render the Member liable to termination. Members in arrears for six months after payment date is due shall be dropped from Membership.

Place of Meeting

- 2.13. Meetings of Members will be held at 3:00 p.m. on the third Sunday of each month at the Fayette County Historical Society, Inc. Building or at a time and place designated by the Board of Directors, with no meeting held the months of June, July, or August.

Annual Members' Meeting

- 2.14. The annual meeting of the Members to install officers will be held at 3:00 p.m. on the third (3rd) Sunday of March each year at the Fayette County Historical Society, Inc. Building.

Special Members' Meeting

- 2.15. Special meeting(s) of the Members may be called by any one of the following:
 - (1) Two Members of the Board of Directors
 - (2) The President
 - (3) Ten percent (10%) of the Membership

Notice of Members' Meeting

- 2.16. Written or printed notice, stating the place, day and hour of the meeting, and in the case of a Special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five (5) and not more than thirty (30) days before the date of the Members' meeting, either personally, by mail or at the direction of the President, the Secretary, or the officers or other persons of Member calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States Mail addressed to the Member at the address as it appears in the records of the Corporation, with postage prepaid.

Voting Rights of Members

- 2.17. Each Member will be entitled to one vote on each matter submitted to a vote of the Members.

Quorum of Members

2.18. Ten percent of the Membership will constitute a Quorum of Members at a meeting of the Membership.

Transferability of Membership

2.19. Membership in this Corporation is nontransferable and nonassignable.

Termination of Membership

2.20. Membership will terminate in this Corporation in any of the following events, and for no other reason.

- (1) resignation of a Member
- (2) the death of a Member
- (3) The failure of a Member to pay dues or assessments on or before six (6) months after due date will be deemed to constitute resignation
- (4) For cause inconsistent with Membership. After notice, hearing a vote of termination by the Board of Directors as set forth below. Any Member whose Membership is to be terminated for cause is entitled to the following procedures.
 - (i) Not less than fifteen (15) days prior written notice of termination and reason therefor, and
 - (ii) An opportunity for the Member to be heard orally or in writing not less than five (5) days before the effective date of termination by the Board of Directors.

A Member terminated for reason other than death may be completely and automatically reinstalled if correcting the cause of termination is done before the formal adoption by the Board of Directors of a resolution acknowledging such termination.

ARTICLE THREE

DIRECTORS

Definition and Duties of Board of Directors

3.01. The Board of Directors of this Corporation will constitute a single class which will consist of Elected Directors, Officers, the immediate past President and legal advisor (if any).

Structure of Board of Directors

3.02. The Board of Directors of this Corporation will constitute a single class which will consist of Elected Directors, Officers, the immediate past President and Legal Advisor (if any).

Qualification of Directors

3.03. The qualification for becoming and remaining a Director of this Corporation is that a Director must be a Member in good standing of this Corporation.

Number of Directors

3.04. The number of Directors of this Corporation will not be less than seven (7). The number of Directors is presently twelve (12).

Terms of Elected Directors

3.05. Terms of elected Directors are as follows:

- (1) The persons elected to the Board of Directors of this Corporation shall serve staggered terms. Four (4) to serve a three (3) year term, four (4) to serve a two (2) year term, four (4) to serve a one (1) year term. After the very first year term of office, four (4) new Board of Directors shall be elected by the membership at large at the February meeting to begin serving in three (3) year terms replacing those whose one year term shall have expired.
- (2) An Elected Director may be removed from office when such action will serve in the best interest of this Corporation by a majority vote of the Board Members present at a Board meeting called for the purpose of removing the Director and the meeting notice must state the purpose or one of the purposes, of the meeting is removal of the Director.
- (3) Notwithstanding anything else to the contrary contained herein, any Director who misses three Board meetings during any year (from annual meeting to annual meeting), may be removed by the vote of a majority of the Directors then in office.
- (4) The present Board of Directors (March 2000) will remain in office until their terms expire subject to items 2 and 3.

Vacancies on the Board of Directors

3.06. A Director may resign at any time by delivering written notice to the Board of Directors or the President. Resignation of elected Director will become effective immediately or on the date specified therein and vacancies will be deemed to exist as from said effective date. Any vacancy occurring in the Board of Directors, will be filled by a majority vote of the remaining Board of Directors. The new Director, elected to fill the vacancy, will serve for the unexpired term of the predecessor in office, otherwise for the normal term of office.

Place of Directors' Meeting

3.07. Meetings of the Board of Directors, regular or special, will be held at the Fayette County Historical Society, Inc. Building at 195 Lee Street in the City of Fayetteville, Georgia, or at place or places as the Board of Directors designate by resolution duly adopted.

Regular Directors' Meeting

3.08. Meetings are as follows:

- (1) The Board of Directors shall meet at the discretion of the President/Chairman of the Board of Directors or upon the request of any three (3) Members of the Board. The meeting to be held on the date, time and place as prescribed by the Chairman or Board Members calling the meeting.
- (2) A majority of the Board will constitute a Quorum.

Notice of Special Directors' Meeting

3.09. Written or printed notice stating the place, day and hour of any special meeting of the Board of Directors must be delivered not less than five (5) nor more than ten (10) days before the meeting either personally or by mail, by or at the directions of the President or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States Postal Service addressed to the address as it appears on the records of this Corporation. Such notice need not state the business to be transacted, nor the purpose of the meeting.

Call of Special Board of Directors Meeting

3.10. A special meeting of the Board of Directors may be called by either of the following:

- (1) The President/Chairman of the Board of Directors
- (2) Three (3) Members of the Board of Directors

Waiver of Notice

3.11. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting at the beginning of the meeting to any transaction of any business because the meeting is not lawfully called or convened.

Emergency Board of Directors Meeting

3.12. The President, when time is of the essence and time not permitting a regular or special called meeting of the Board of Directors, may conduct by phone or other communication by which all Directors may participate, discuss, and vote. When the vote is given, the total vote meets a quorum, the results will be recorded in the Minutes Book of the Board of Directors as to date, time, and subject, discussed and the vote recorded. Each Director, participating in this meeting by this means, is deemed to be present in person at the meeting.

Appointment of Board Of Trustees

3.13. A Board of Trustees may be appointed by a majority vote on a resolution by the Board of Directors of the Corporation.

ARTICLE FOUR

BOARD OF TRUSTEES

Definition and Duties of the Board of Trustees

4.01. The Board of Trustees is that group of persons vested with the responsibility to advise the Board of Directors on matters of goals and objectives, strategic planning, development and fund raising.

Structure of the Board of Trustees

4.02. The Board of Trustees of this Corporation will constitute a single class which will consist of the appointed Trustees.

Number, Term, Appointment, Removal and Vacancy

4.03. There will be an odd number of appointed Trustees, not less than seven (7) or more than thirteen (13). The chairman of the Board of Directors of the Corporation will serve as Trustee ex officio, that is, without the power to vote.

4.04. The Trustees will be appointed by a majority vote of the Board of Directors for a term of two years. Each Trustee will hold office for the term for which elected and until a successor has been appointed and qualified. Notwithstanding anything else to the contrary contained herein, the first Board of Trustees will be divided into two groups, the first group with one more than half and the second group with the remainder. The Trustees in the first group will be appointed for one year terms. All successors will be appointed for full two year terms.

4.05. A Trustee may resign at any time by delivering written notice to the Board of Directors, or the President. Resignation of a Trustee will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Trustees will be filled by a majority vote of the Board of Directors. The new Trustee who will be appointed to fill the vacancy will serve for the unexpired term of the predecessor in office, otherwise for the normal term of office.

4.06. Trustees will be appointed by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting.

4.07. A Trustee may be removed upon a two thirds (2/3) vote of the total number of Directors.

Trustees Meetings

4.08. Trustees meetings are as follows:

- (1) Regular meetings of the Board of Trustees will take place twice a year, on the third Thursday of January, and the third Thursday of June each year, at a place and time to be designated by the Board of Trustees. Should any such day constitute a legal holiday, then the meeting will be on the Thursday immediately following.

- (2) Special meetings of the Board of Trustees may be called by the Chairman of the Board of Trustees or three Members of the Board of Trustees. Written notice or printed notice stating the place, day, and hour of any special meeting of the Board of Trustees will be delivered to each Trustee not less than five (5) nor more than ten (10) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman or the Trustees calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States Postal Service addressed to the Trustee at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at , nor the purpose of, such meeting.
- (3) Attendance of a Trustee at any meeting of the Board of Trustees will constitute a waiver of notice of such meeting except where such Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Trustees

4.09. A majority of the whole Board of Trustees will constitute a quorum. The action of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board of Trustees unless a greater number is required under the provisions of the Articles of incorporation of this Corporation, or any provision of these Bylaws.

Liaison with the Board of Directors

4.10. The President shall be a Member ex officio of the Board of Trustees. The President shall serve as a liaison between the Board of Directors and the Board of Trustees. As such, the President shall bring issues and concerns of the Board of Directors to the Board of Trustees which shall transmit the advice of the Board of Trustees to the Board of Directors. It shall be the duty of the President to serve as a facilitator of the meetings of the Board of Trustees, providing for the appropriate need of the Board of Trustees.

ARTICLE FIVE

OFFICERS

Roster of Officers

5.01. The Board of Directors of this Corporation shall elect from themselves the officers of this Corporation.

5.02. The officers of this Corporation will consist of the following persons:

- (1) a President
- (2) a Vice President
- (3) a Secretary
- (4) a Treasurer
- (5) a Historian
- (6) a Legal Advisor (if any)

Selection of Officers

5.03. Each of the officers of this Corporation will be elected annually in March by a majority vote of the Board of Directors entitled to vote in person. Each officer will remain in office until a successor to such office has been elected and qualified. Each officer shall serve for the year immediately following his election except as herein otherwise enumerated.

Multiple Officeholders

5.04. In any election of officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the office of President, Secretary, or Treasurer must be held by separate individuals and the President may not be the spouse of the Treasurer. The immediate past President and legal advisor (if any) shall serve as ex officio Directors of the Corporation.

President

5.05. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Vice President

5.06. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary

5.07. The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Treasurer

5.08. The Treasurer's duties are as follows:

- (1) The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render regular written reports and accountings to the Directors and to the Members at each Board of Directors meeting and of Annual Members meeting as required by the Board of Directors or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

- (2) All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or agent of the Society, in addition to the President, as shall, from time to time, be determined by the Board of Directors.

Historian

5.09. The Historian will be custodian of the scrapbook of the Historical Society and any other duties as designated by the Board of Directors.

Legal Advisor

5.10. The Board of Directors may at its option elect annually a legal advisor/attorney whose duties shall be assigned by the Board of Directors.

5.11. Any person elected, designated or appointed to office or any other position may be removed by the persons authorized under these Bylaws to elect, designate or appoint such persons whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the person so removed.

ARTICLE SIX

CONTRACTS, DEPOSITS, GIFTS

Contracts

6.01. The Board of Directors may authorize any officer or agent of the society to enter into any contract or execute any instrument in the name and on behalf of the Society. Such authority must be in writing and may be general or limited to specific actions.

Deposits

6.02. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select, or, at the discretion of the Board of Directors.

Gifts

6.03. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or device for any general or special purpose of the Society.

ARTICLE SEVEN

COMMITTEES

Definition of Board Member Committees

7.01. The President may create and appoint committees unless otherwise directed by the Board of Directors. Standing committees shall consist of Executive, Nominating, and Finance. Each committee

will consist of one or more Board Members. Such Board of Director Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Submission to Members of any action for which the approval of Members is required under the law.
- (2) Filling of vacancies in the Board
- (3) Adoption, amendment, or repeal of Bylaws.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

7.02. The Board of Directors, by resolution duly adopted by a majority of the Board Members may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

Functionary Committees

7.03. The President may, by resolution, create and appoint functionary committees, unless otherwise directed by the Board of Directors, to transact certain ministerial business of the Corporation or to advise the Board of Directors. Such Committees may be chaired by a Member as designated.

ARTICLE EIGHT

COMPENSATION, LOANS, AND ASSETS

Inspection of Books and Records

8.01. All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations-Compensation

8.02. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Trustees, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to a member for services rendered at the discretion of the Board of Directors.

Loans to Management

8.03. This Corporation will not make loans to any of its Directors or Officers or other personnel.

8.04. Assets

- (1) No Member of this Corporation may have any vested rights, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if the Corporation ceases.
- (2) Expelled Members shall have no property rights to assets of the Corporation.
- (3) On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as indicated in Articles of Incorporation.
- (4) The Directors of this Corporation may authorize secured transactions or other dispositions of corporate assets without approval by the Members.

ARTICLE NINE

AMENDMENTS

Amendment of Articles of Incorporation

9.01. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Membership. Such action must be taken pursuant to a resolution approved by a majority of the Directors.

Modification of Bylaws

9.02. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Membership.

ARTICLE TEN

POLICIES AND PROCEDURES

Parliamentary Procedures

10.01. The rules contained in Robert's Rules of Order shall govern the proceedings of the Society except in such cases as are governed by the constitution or bylaws.

Fiscal Year

10.02 The business and fiscal year shall begin on the fifteenth day of March of each year.

Adoption of Bylaws

Adopted by the Membership by resolution and vote of 16 to 0 on April 16, 2000
at 3pm.

Jonny V Passott
secretary