

# Bylaws

## HUNTSVILLE- MADISON COUNTY HISTORICAL SOCIETY PRESERVING THE PAST TO ENRICH THE FUTURE

*Revised and adopted June 2019*

### **Article I -- NAME**

The name of this Society is Huntsville-Madison County Historical Society, Inc.

### **Article II -- PURPOSE**

The purpose of this Society is to afford an agency for expression among those having a common interest in:

1. Collecting and preserving information about any past phase of community life in Huntsville and Madison County, Alabama.
2. Erecting historical markers, as funds permit, at historically significant locations.
3. Recording the history of the section of which Madison County is a part.
4. The purposes of this Society are cultural and educational.

### **Article III -- MEMBERSHIP**

Membership in the Huntsville-Madison County Historical Society shall be by payment of dues. Membership is open to all persons who will uphold the purposes of the society.

### **Article IV -- DUES**

**Section 1.** The annual dues for One person, or for one family, shall be \$35, which includes one subscription to *The Huntsville Historical Review*.

**Section 2.** Dues are payable by January 1 each year.

### **Article V -- OFFICERS & BOARD OF DIRECTORS**

**Section 1.** The executive Board of this Society shall consist of the following elected officers:

- a. President
- b. First Vice President
- c. Second Vice President
- d. Treasurer
- e. Recording Secretary
- f. Corresponding Secretary

**Section 2.** The Board of Directors shall consist of the Executive Board and four elected Directors as voting members.

**Section 3.** All retired presidents shall be ex-officio members of the Board of Directors as long as they are members in good standing.

## **Article VI – Officer Elections**

**Section 1.** Officers shall be elected at the Annual Meeting in December of odd-numbered years for a term of two years or until their successors are elected. They shall assume their duties on January 1 following the election. Election shall be by ballot if there is more than one candidate for an office. A majority of the votes cast shall elect.

**Section 2.** The Board of Directors shall be elected at the Annual December meeting of odd-numbered years to serve two years (see Article VI, Section 5).

**Section 3.** A nominating committee consisting of at least three members appointed by the president shall meet prior to the December meeting for the purpose of preparing a proposed slate of new officers and board members.

**Section 4.** The nominating committee shall present its proposed slate of new officers and board members to the membership at the annual December meeting.

**Section 5.** Biennially, officers and board members will be elected.

**Section 6.** Any member may submit additional nominees for any office by nominations from the floor during the December meeting at which the nominating committee presents its proposed slate of officers. Any such nominations will be contingent upon consent of the nominee.

**Section 7.** Vacancies occurring in office, except the office of president, shall be filled by the board of directors. Vacancy of the presidency shall be filled by the first vice president.

## **Article VII – DUTIES OF OFFICERS**

**Section 1.** President. The president shall preside at all meetings of the Society and of the board of directors, shall call special meetings of the Society and of the board of directors when necessary, and shall be the ex officio member of all committees (except the nominating committee). The president shall appoint, after consultation with appropriate chairmen, members of standing committees, shall appoint members of special committees, and shall perform all other duties specified in the parliamentary authority.

**Section 2.** Parliamentarian. At the discretion of the president, he or she shall appoint a parliamentarian to serve in an advisory capacity during the president's terms of office at all meetings of the Society and at meetings of the board of directors when requested. The parliamentarian shall render an opinion, based on *Robert's Rules of Order*, when requested to do so by an officer or member.

**Section 3.** First vice president. The first vice president shall preside in the absence of the president and shall accede to the office of president in case of a vacancy. He or she shall assist the president when called upon. He or she shall be chair of the program committee responsible for providing the program at each meeting of the Society and the introduction of each speaker. If refreshments are to be served at any Society function, they will be the responsibility of the social committee functioning under the first vice president. The first vice president shall perform other duties as may be delegated by the president.

**Section 4.** Second vice president. The second vice president shall be chair of the membership committee. He or she shall be responsible for notifying those new members who desire it of the time and place of meetings. He or she shall also be responsible for recruiting new members and shall maintain a complete roster of active members at all times and shall perform other duties as may be delegated to him or her.

**Section 5.** Treasurer. The treasurer shall receive all funds of the Society, pay all the bills of the Society, and present a report of the treasury at each meeting. He or she shall preside in the absence of the president and first vice president.

**Section 6.** Recording Secretary. The recording secretary shall keep a record of the proceedings of the meetings and shall send a copy of such proceedings to the president. He or she shall have custody of the *Articles of Incorporation* and other important business documents and records, and shall perform such other duties as may be delegated.

**Section 7.** Corresponding Secretary. The corresponding secretary shall handle all correspondence for the Society, shall send out meeting notices and special bulletins to the membership, and notify delinquent members through the direction of the treasurer. The

corresponding secretary shall be responsible for all publicity of the Society. He or she will be responsible for publicizing meetings and special events through the media (radio, television, newspapers). He or she shall work closely with the president and make arrangements for publicity of special projects at the direction of the president and board of directors and perform other duties as may be delegated.

**Section 8.** Editor. The editor shall be chairman of the publications committee. He or she shall be responsible for the critical selection of material for publication in *The Huntsville Historical Review* and other publications of the Society. This material must meet the scholarly standard of research, documentation, and collection of data demanded by the Society's objectives. The editor shall be responsible for the final publication of *The Huntsville Historical Review* on a regular basis.

### **Article VIII – DUTIES OF THE EXECUTIVE BOARD**

**Section 1.** The executive board shall act for the Society during the interim between meetings of the Society.

**Section 2.** The incumbent president and recording secretary of the Society shall serve as chairman and secretary of the executive board.

**Section 3.** The board of directors shall meet at least once between regular meetings or as is deemed necessary by the president or upon request of five members of the board.

### **Article IX – STANDING AND SPECIAL COMMITTEES**

**Section 1.** The standing committees shall be programs, membership, publicity, markers, archives, and publications.

**Section 2.** Such special committees as may be needed shall be appointed by the president. Since a special committee is created and appointed for a specific purpose, it automatically goes out of existence when its work is finished, and its final report is received.

### **Article X – MEETINGS**

**Section 1.** Regular meetings of the Society shall be held quarterly.

**Section 2.** The December meeting shall be the Annual Meeting.

**Section 3.** Special meetings of the Society may be called by the president or by any five members of the board of directors.

### **Article XI – VOTING**

**Section 1.** Payment of annual dues by an individual member entitles that member to one vote. Each adult member of a family membership is entitled to one vote.

**Section 2.** Voting on all questions coming before the Society shall be by Ayes and Nays. The result shall be determined by a majority of votes of those present. (See exceptions in Article XV, Amendments.)

### **Article XII – QUORUM**

The members present, after being duly notified of the meeting, shall constitute a quorum and be empowered to transact the business of the Society at a regular or special meeting.

### **Article XIII – FISCAL PERIOD**

The fiscal year of the Society shall be January 1 to December 31 of the calendar year.

### **Article XIV – FINANCES**

**Section 1.** The board of directors is authorized to accept donations and gifts for the furtherance of the purposes of the Society.

**Section 2.** Neither the board of directors nor any officer shall have the authority to commit this Society financially for a sum beyond its funds on hand and available.

**Section 3.** The board of directors may not commit this Society to a sum beyond \$2,000 without approval of the membership, excepting regular recurring operational expenses including but not limited to the newsletter and Huntsville Historical Review.

**Article XV – AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the members present at any regular meeting. Proposed amendments to the bylaws shall be presented in writing to the Board of Directors and along with the Board’s recommendations shall be presented for a vote at the next scheduled meeting. Area members shall be notified through the usual notice-of-meeting that a bylaws amendment will be presented for a vote.

**Article XVI – FINAL DISBURSEMENT OF ASSETS**

Whereas the Huntsville-Madison County Historical Society is a non-profit organization, in the event of its dissolution, and after all just debts have been paid, cash assets shall be donated to the Huntsville-Madison County Public Library.

**Article XVII – PARLIAMENTARY AUTHORITY**

*Robert’s Rules of Order, Revised*, shall be the parliamentary authority of the Huntsville-Madison County Historical Society. Should any conflict develop between these bylaws and the said rules of order, the bylaws shall take precedence.