

BYLAWS OF THE BRAZOS HERITAGE SOCIETY

PREAMBLE

These bylaws are adopted by the organization originally incorporated in Brazos County, Texas, on January 27, 1975 as Citizens for Historic Preservation, Inc. The corporate name of this organization was officially changed to Brazos Heritage Society on October 6, 1993.

ARTICLE I -- NAME

The name of this organization is **Brazos Heritage Society**, organized in Brazos County, Texas on January 27, 1975.

ARTICLE II -- MISSION

Brazos Heritage Society is dedicated to preserving the cultural heritage of Brazos County, specifically to: (1) identify, document and preserve the architecture and historical context of Brazos County, (2) promote the community's appreciation of its history through advocacy and educational programs, and (3) combat the deterioration of older parts of our community through education advocacy and special projects.

ARTICLE III -- MEMBERSHIP

Section 1. Individuals, associations and businesses accepting the purposes of this organization may become members upon payment of dues.

Section 2. Membership shall be household, student, business, and Heritage Club. Additional categories of membership may be created.

Section 3. The annual dues shall be in such amounts as may be determined by the Executive Committee from time to time.

ARTICLE IV -- OFFICERS

Section 1. The officers of the organization shall be a president, a vice president, a secretary, and a treasurer. Duties of officers shall be specified by resolution of the Executive Committee, and those job descriptions maintained by the Secretary.

Section 2. All officers shall be elected by ballot at the annual meeting in February for one year or until their successors are selected. The term of office shall begin at the close of the annual meeting at which the officers are elected.

Section 3. Vacancies in office shall be filled by the Executive Committee.

Section 4. By the fifth of each January the Executive Committee shall appoint a nominating committee, which shall nominate candidates for each office.

ARTICLE V -- EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the president, serving as chair, vice president, secretary and treasurer, immediate past president and committee chairs as designated by the president.

Section 2. Meetings of the Executive Committee shall be held at the call of the President, or any two members of the Committee.

Section 3. The Executive Committee shall have general supervision of the organization between its meetings, fix the day, hour and place of meetings, and perform such other duties as may be specified.

ARTICLE VI— MEETINGS

Section 1. An annual meeting shall be held each February for the election of officers, hearing of reports and such other matters of the Society's business and interests.

Section 2. Other meetings shall be held at the call of the Executive Committee.

Section 3. A Quorum shall be those members present at a meeting.

Section 4. When, in the judgment of the Executive Committee, balloting on an issue by mail or electronic means is desirable, then such forms of voting shall be allowed.

ARTICLE VII— COMMITTEES

Section 1. Committees as may be required to implement the purposes of this organization shall be appointed by the President with the approval of the Executive Committee. The President shall be *ex-officio* a member of all committees except the Nominating Committee.

Section 2. A Research Committee shall have as its duty to identify historical structures for preservation and such other duties as may be assigned to it.

Section 3. A Finance Committee shall have as its duty to stimulate gifts to the organization and may investigate and apply for grants. It shall be responsible, in cooperation with the treasurer, for the preparation of the annual budget and for recommendations concerning prudent management of funds.

Section 4. A Membership Committee shall contact individuals and organizations interested in membership. The committee will maintain a current file of membership interests and talents, which will be available to the society.

ARTICLE VIII -- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order, which may be adopted.

ARTICLE IX -- AMENDMENT

These bylaws may be amended at any regular meeting of the organization by a two-thirds vote of members present and voting, provided that the amendment has been submitted in writing at the previous meeting, or by mail within ten days prior to the meeting at which the amendment will be subject to adoption. The Executive Committee may permit balloting by mail and electronic means. If such alternate forms of voting will be allowed, the membership must be advised of that fact at the time the amendment is submitted.

ARTICLE X — DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under section 501(c)(3) of the Internal Revenue Code; and none of the assets will be distributed to any member, officer or trustee of this organization.

Adopted March 3, 1975

Amended October 23, 1978; March 1, 1991; and February 22, 1993

Amended February, 2003