

## **BY-LAWS**

### **TOWNS COUNTY HISTORICAL SOCIETY, INCORPORATED**

#### **Article I. NAME**

The name of the organization is Towns County Historical Society, Inc. Its physical address is 900 N. Main Street and its mailing address is P.O. Box 1182, Hiawassee, Georgia 30546. The Towns County Historical Society, Inc., hereinafter referred to as "the Society," was incorporated under the Georgia Nonprofit Corporation Code May 8, 2000.

#### **Article II. PURPOSE**

The purpose of the Society is to protect, preserve, and promote the Appalachian and Native American history, heritage and culture of Towns County, Georgia and the surrounding area by promoting community awareness of local history and culture. This may be achieved by:

- A.** Presenting programs and events to promote interest and participation in the preservation and sharing of local history and culture and to educate the public.
- B.** Maintaining museums and exhibits to inform and educate the public.
- C.** Accumulating materials relative to the history and culture of Towns County, Georgia, including, but not limited to, books, pamphlets, maps, official documents, media, digital materials, and artifacts.
- D.** Securing, preserving and organizing collected materials and artifacts deemed worthy of inclusion in the Society's archives.
- E.** Making books, newsletters, monographs, documents, and other publications in printed or electronic formats available for research in an organized collection.
- F.** Preserving, and encouraging others to preserve valuable historic buildings, sites, cultural resources, and documents.

#### **Article III. FISCAL YEAR**

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

#### **Article IV. MEMBERSHIP**

While membership is not required to attend monthly meetings, it is highly encouraged for the betterment of the Society, and is a requirement for serving as an elected officer or committee member, voting on business items and in elections of officers, and inclusion on the membership and communications lists.

- A.** Membership is open to interested individuals who submit an application and pay the appropriate dues.
- B.** Memberships are for the calendar year, January 1 through December 31.
- C.** Membership Categories and Dues:
  - 1.** Individual \$15.00 per year (one vote)

2. Family \$20.00 per year (up to two adult members listed on the membership application are eligible to vote)
  3. Students \$5.00 (non-voting) per year
  4. Life membership \$250.00 paid only once (one vote).
- D. Dues can only be changed by amending the by-laws.

## **Article V. OFFICERS**

- A. The officers of the Society shall be President, Vice-President, Treasurer, Secretary, and Membership Secretary. The officers collectively shall be known as the Board of Directors and shall serve as the governing body for the Society with responsibility for and authority to conduct the business of the Society and insure compliance with all state and federal rules and regulations on behalf of the Society.
1. Officers will be elected for a term of one year.
  2. Terms of office begin January 1 and end December 31.
  3. Officers may succeed themselves.
  4. Each person elected shall hold only one office at a time.
- B. At the October meeting the president shall appoint a nominating committee of no less than three members of the Society other than officers.
1. The nominating committee shall present a slate of nominees for each officer position at the regular November meeting.
  2. Nominations from the floor by Society members shall be accepted at the November meeting; those accepted and appropriately voted on shall be included on the ballot.
  3. Nominees for office must be members of the Society.
- C. Election shall be by paper ballot.
1. Election shall take place at the December meeting.
  2. Proof of membership in the Society is required for issuance of a ballot.
  3. The President shall appoint a committee of not less than three members of the Society to count votes and report the election results before the end of the December meeting.
  4. The candidate receiving the most votes for each office will be elected to serve as an officer.
- D. If there is a vacancy in the office of president, the vice-president will become the president. Nominations for other vacant offices will be accepted at the regular meeting following the vacancy. Election as detailed in section C above, will be held at the following regular meeting.

## **ARTICLE VI: DUTIES OF THE OFFICERS**

- A. The president is responsible for the overall management of the Society. The president shall preside at all meetings, appoint committees, and serve as official spokesperson for the Society.
- B. The vice-president shall perform the duties of the president in the absence of the president. The vice-president shall be responsible for a program for each monthly meeting.
- C. The secretary shall be responsible for the minutes of meetings and Society correspondence.

- D. The treasurer shall be responsible for conducting the financial affairs of the Society, collecting dues, and presenting a monthly financial report at business meetings. The report shall be filed with the secretary. These reports will be maintained by the Secretary.
- E. The membership secretary shall be responsible for both maintaining records of the membership and outreach to members via all appropriate media.
- F. All officers of the Society are responsible for passing appropriate records, artifacts, equipment, or other Society materials to their successors at the end of their terms of office or upon their departure from the Society.

## **ARTICLE VII: COMMITTEES**

- A. The president shall have the authority to appoint and dissolve committees as necessary to accomplish the work of the Society.
- B. The president shall serve as an ex-officio member of all committees.
- C. Committee members are responsible for the appropriate use of Society facilities, materials, and equipment and for the return of same to the Society. All recordings, records, materials, photographs, videos, and other media created using Society equipment or materials are the property of the Society.

## **ARTICLE VIII: MEETINGS**

- A. The Towns County Historical Building/Old Towns County Recreational Center, 900 N. Main Street, Hiawassee, Georgia will be the usual meeting place of the Society.
- B. Regular Society meetings will be held on the second Monday of each month at a time established by the Board of Directors.
- C. Special meetings may be called by the President or the Board of Directors.
- D. The Board of Directors meetings will be held on the first Monday of each month at a time established by the Board.
- E. Notice for the monthly meeting will be communicated to the membership and shall state the place, date, and time. For special meetings the notice will also state the purpose of the meeting. Methods of communications may include, but are not limited to mail, phone, agenda, e-mail, press releases and the Society's social media pages, and/or website.
- F. Members present shall constitute a quorum at any regular or special called meeting.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

The rules contained in the latest edition of *Robert's Rules of Order* shall be the parliamentary authority on all matters of procedures not otherwise covered by provisions of these by-laws.

## **ARTICLE X: AMENDMENTS TO BY-LAWS**

These by-Laws can be amended by the following procedure:

- A. A proposed amendment must be given to the directors in writing at least 30 days prior to the next meeting.
- B. A notice containing the proposed amendment will be distributed to all Society members.
- C. The proposed amendment will be voted on at the meeting and a two-thirds (2/3) vote of the voting members present will pass the amendment.

## **ARTICLE XI: INDEMNIFICATION**

A director or officer who is involved in litigation by reason of his or her position as a director or officer of this Society shall be indemnified and held harmless by the Society to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in case of such amendment, only to the extent that such amendment permits the Society to provide broader indemnification rights).

## **ARTICLE XII: MISCELLANEOUS**

- A. The Society is organized exclusively for purposes specified by section 501(C)(3) of the Internal Revenue Code and in accordance with the Georgia Nonprofit Corporation code. The Society has not been formed for the making of any profit or personal gain. The assets and income of the Society shall not be distributable to, or benefit the directors, officers, or other individuals. The assets and income shall only be used to promote the Society purposes. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the Society. This Society shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Society shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.
- B. These by-laws are subject to and governed by the Articles of Incorporation on file with the Georgia Secretary of State.

## **ARTICLE XIII: DISSOLUTION**

The Society may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than a two-thirds (2/3) vote of the Society members present. All outstanding bills will be paid and the remaining balance will be given to charitable and educational organizations as determined by the Board of Directors, (organized under Section 501(C)(3) of the Internal Revenue Code).

## **CERTIFICATION**

I certify that the foregoing is a true and correct copy of the by-laws of the above named Society, duly adopted by the membership on May 13, 2019.

\_\_\_\_\_, 2019  
Sandra Green, President of Towns County Historical Society, Inc.

\_\_\_\_\_, 2019  
Tyler Osborne, Secretary of Towns County Historical Society, Inc.