

**BYLAWS OF THE
NUECES COUNTY HISTORICAL SOCIETY**

ARTICLE I

Section 1. The principal office of the Society shall be maintained in Corpus Christi; and at such place as the Directors of the Society (henceforth known as “Directors”) may, from time to time, determine.

ARTICLE II

Section 1. Membership is open to all interested individuals, corporations, businesses, foundations, and other interested parties. Members must maintain a current membership to remain in good standing. All Directors must maintain a current membership.

Section 2. The Directors shall set dues and membership categories and review them yearly. Refer to Attachment A, “Rules of Operation”, for annual dues. The following membership categories are hereby established:

- | | |
|-----------------------|----------------|
| (a) Military Veteran | (f) Patron |
| (b) Individual | (g) Supporting |
| (c) Family | (h) Benefactor |
| (d) Student | (i) Corporate |
| (e) Sustaining Patron | (j) Angel |

Section 3. The Daniel E. Kilgore Local History Award is hereby established for the purpose of recognizing meritorious service to the NCHS and/or for the promotion and preservation of local and regional history.

ARTICLE III

Section 1. Meetings of the members shall be held from September through May and shall be held at such place and time as the Directors shall determine.

Section 2. The March meeting will call for nominations to the Board of Directors. The April meeting will hold the election for Board of Directors and the May meeting will have the installation of the Board of Directors at the annual banquet.

Section 3. The Board of Directors assumes the duties of the office following their installation. The Treasurers position begins at the start of the fiscal year in September.

Section 4. Special meetings of the members may be held at any time at the call of:

- (a) The President; or

- (b) By a majority of the Directors; or
- (c) By any ten (10) members of the Society in good standing.

Section 5. At all meetings of the members, regular or special, each member shall have one vote, and a majority of the members present voting shall constitute a quorum for conducting business of the Society.

Section 6. The Publications/Newsletter Chair shall, at least (5) five days prior to each meeting of the members, mail written notice of the time and place thereof to each member of the Society. Such notice may, however, be waived by a majority of the Directors.

Section 7. The Directors, or members of any committee designated by the Directors, may participate in and hold a meeting by means of telephone conference or similar communications equipment, provided that all persons in the meeting can fully participate.

ARTICLE IV

Section 1. Regular meetings of the Directors shall be held at least bimonthly and at such time and place as they may determine. No notice of such regular meetings shall be required, and it shall be the duty of each Director to attend same without notice.

Section 2. Special meetings of the Directors may be call by:

- (a) The President; or
- (b) By any three (3) members of the Directors,

in writing, by telephone, or in person, upon twenty-four (24) hour notice, stating the purpose thereof.

Section 3. Any vacant Director position, whether caused by resignation, death or otherwise, shall be filled by the Directors for the unexpired term at any regular or special meeting of the Directors. The Director thus selected shall hold office until the next annual meeting at which time Directors are elected by the members.

Section 4. A majority of the Directors shall constitute a quorum for conducting business of the Directors.

Section 5. The number of Directors to be elected at each annual meeting of the members shall be nine (9) as identified in Article V herein.

Section 6. The Directors shall hold their office for a minimum term of two (2) years and until their successors are chosen.

Section 7. If a Director fails to attend three (3) consecutive meetings of the Directors, regular or special, without good cause shown in advance, he or she shall be deemed to have resigned and no action for removal of the Director shall be required on the part of the Directors; the Directors may fill the vacated position as soon as the third absence is noted.

ARTICLE V

Section 1. Directors of the Society shall be:

- | | |
|------------------------------------|---------------------------------|
| (a) President; | (g) Publications/Newsletter |
| (b) Vice-President; | Administrator; |
| (c) Secretary; | (h) Social Media/Website Chair; |
| (d) Treasurer; | (i) Hospitality Chair; |
| (e) Membership Chair; | (j) Immediate Past President; |
| (f) Publications/Newsletter Chair; | (k) Trustees, four (4) |

Section 2. The President shall preside at all meetings of the Directors and of the members. In the absence of the President the senior Director in the order listed in Section 1 shall preside.

Section 3. The President is the chief executive of the Society. The President shall:

- (a) Have general supervision of the affairs of the Society;
- (b) Sign all contracts and other instruments of the Society, as authorized by the Directors;
- (c) Make reports to the Directors and members;
- (d) Appoint a nominating committee with no less than three (3) persons for the purpose of nominating potential candidates for any vacant Directors' position; and
- (e) President authorizes an audit every two (2) years.
- (f) President appoints a Director / Committee to prepare a list of potential honorees for the Kilgore Award to be approved the Board of Directors
- (g) Perform such other duties as are consistent with the office of President and as are properly required by the Directors.

Section 4. The Vice-President shall:

- (a) In case of the absence or disability of the President, perform the duties of the President;
- (b) Plan and organize the monthly meetings of the members,
- (c) Plan the Daniel E. Kilgore Local History Award banquet; and
- (d) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 5. The Secretary shall:

- (a) Keep minutes of all meetings of the members and of the Directors;
- (b) Have charge and custody of all records and proceedings of the Society;
- (c) Handle all correspondence of the Society; and
- (d) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 6. The Treasurer shall:

- (a) Have custody of the Society's funds;

- (b) Keep full and accurate accounts of receipts and disbursements in regular books of accounts belonging to the Society;
- (c) Deposit all monies of the Society in the depository or depositories of the Society;
- (d) Render to the Directors and to the members, from time to time as may be required, an account of all transactions, within the Treasurer's jurisdiction; and
- (e) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 7. The Membership Chair shall:

- (a) Maintain the membership roster;
- (b) Notify members of their status so as to maintain an active and current membership;
- (c) Recommend to the Directors, plans for expanding membership, and implement plans as directed by the Directors; and
- (d) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 8. The Publications/Newsletter Chair shall:

- (a) Create, produce, and distribute a monthly newsletter with content to be discussed and approved by the Directors;
- (b) Promote and support research in local and regional history; and
- (c) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 9. The Publications/Newsletter Administrator shall:

- (a) Support the Publications/Newsletter Chair in any function necessary to assist in producing and distribute a monthly newsletter;
- (b) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 10. The Social Media/Website Chair shall:

- (a) Create, monitor, and update all approved social media platforms utilized by the Society to increase visibility, membership, and traffic on those platforms;
- (b) For each platform, identify appropriate content from various sources and, with approval of the President, upload to the appropriate platform;
- (c) Strategize with and educate the Directors on incorporating relevant social media techniques to enhance the Society's presence online;
- (d) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 11. The Hospitality Chair shall:

- (a) Arrange for refreshments at the monthly meetings of the members, at the expense of the Society;

- (b) Perform such other duties as may be delegated to such Director by the President or the Directors.

Section 12. The Immediate Past-President shall:

- (a) Serve in full capacity and advise the Board on any and all matters relating to the Society.

Section 13. The Trustees shall:

- (a) Serve in full capacity and advise the Board on any and all matters relating the Society.

Section 14. The same person shall not hold more than one office.

Section 15. The following may be duly authorized by the Board at any regular or special meeting of the Directors:

- (a) Sale, purchase, or lease of real estate;
- (b) All liens covering real or personal property;
- (c) Assignments or transfers of any interest in real or personal property;
- (d) All expenditures, except routine expenditures which may be approved by the President, or the Vice-President in the absence of the President, and the Treasurer.
- (e) Changes in the Bylaws, provided that all Board members have been provided a draft of the proposed changes at the regular or special meeting of the Board at which time changes are acted upon; and
- (f) Changes in the fiscal year of the Society.

Section 16. No such instrument identified in Section 15 (a), (b), or (c) shall be valid unless executed by the President, or the Vice-President in the absence of the President, on behalf of the Society and attested to by the Secretary.

Section 17. All expenditures shall be co-signed by any two of these four (4) Directors: President, Vice-President, Secretary and Treasurer.

Section 18. The Directors may bestow honorary titles on worthy individuals.

Section 19. The following actions require authorization of the majority of the members voting and any regular or special meeting of the members:

- (a) Dissolution of the Society; and
- (b) Removal of any Director.

ARTICLE VI

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases where they are applicable and where they are not inconsistent with these Bylaws, Civil Law or any rules the Society may adopt.

Revised and Amended August 31, 2016
Adopted April 4, 2005