

BYLAWS
of
Historic Douglas County, Inc.
as Amended by Membership Vote, August 26, 2014

ARTICLE I
Name

The name is Historic Douglas County, Inc. hereinafter known as “Historic Douglas County” or “the corporation.”

ARTICLE II
Mission and Purpose

Section 1 Mission

The purpose of Historic Douglas County will be to expand and enrich public awareness of Douglas County history through education and communication, and through support and coordination among local historical organizations and other related groups.

Section 2 Purpose

The purpose for which Historic Douglas County is organized is the expansion and enrichment of public awareness about history, especially Douglas County history. The purpose of the corporation will be accomplished through:

- A. Outreach, advocacy and education about the history of Douglas County;
- B. Public communication about history and history-related events;
- C. Support and coordination among historical organizations, groups supporting and furthering historical research, and groups disseminating historical educational information.
- D. Fund-raising activities to support the purpose of the corporation.

ARTICLE III
Membership and Sponsorship

Membership within the corporation is unlimited and shall be open to anyone interested in furthering the purpose of the corporation.

Section 1 Constitution of Membership

A member shall be one who is interested in history or supports the purpose of Historic Douglas County, as stated in Article II, and falls into one of the membership classifications as specified in Section 2 of this article.

Section 2 Membership Classifications

Membership classifications shall be: annual individual, annual family, annual student, special liaison, and honorary. Annual individual, annual family, and annual student are dues-paying. Special liaison and honorary memberships have no annual dues. Special liaison memberships are limited to one per specific organization. Honorary memberships can be issued only by the Board of Directors.

Section 3 Non-discrimination

Historic Douglas County will not discriminate in its membership, operations or activities on the basis of age, race, sex, color, creed, religion, national origin, sexual orientation or disability.

Section 4 Board of Directors Requirements

Any members who serve as members of the Board of Directors of the corporation, as identified in Article IV of these Bylaws, must be eighteen (18) years of age or older and a resident of Douglas County.

Section 5 Sponsorships

An annual sponsor is an entity or individual that provides support to the corporation at various financial levels designated by the Board of Directors and reviewed at the annual meeting of the corporation. Sponsorship support provides no voting rights to the entity or individual.

ARTICLE IV
Governing Body

Section 1 Board of Directors/Officers

The Board of Directors of Historic Douglas County shall consist of five (5) members elected from the membership. The Board of Directors shall have complete charge and control of the business, property, funds and affairs of the corporation and shall be responsible for accomplishing the objectives specified in the Articles of Incorporation and the Bylaws of the corporation. The positions on the Board of Directors shall be:

- A. President,
- B. Vice-president,
- C. Secretary,
- D. Treasurer, and
- E. Assistant Secretary-treasurer.

Section 2 Terms of Office

Board members shall serve for two years with their term of office beginning at the January meeting following the election. Terms of office shall be staggered such that two directors shall commence their term of office in an even-numbered year and three directors shall commence their term of office in an odd-numbered year.

Section 3 Elections

Following the initial election of the officers for the Board of Directors by the membership, elections shall be held annually at the October regular meeting using a staggered election basis as specified in Section 2 of this Article.

Section 4 Vacancies

Vacancies shall be filled by the remaining members of the Board of Directors appointing a member of the corporation to fill the vacated position. The appointment for the vacancy will serve for a partial director term until the next election for that position as specified in Section 2 of this Article.

Section 5 Duties of Directors/Officers

A. President

The President shall act as executive officer of Historic Douglas County, shall preside at all meetings of the membership and Board of Directors and shall have general management of the corporation. The President shall be the spokesperson for the corporation. The President shall serve *ex officio* on all committees except the Nominating Committee. The President shall prepare a written annual report, which shall be submitted to the Board of Directors within forty-five (45) days of the fiscal year. The fiscal year of the corporation will run from January 1 through December 31. In the absence of the Treasurer, the President shall sign checks for authorized disbursements.

B. Vice-president

The Vice-president shall perform the duties of the President in the absence of, or at the request of, the President. In the absence of the Treasurer and the President, the Vice-president shall sign checks for authorized disbursements.

C. Secretary

The Secretary shall record the proceedings of regular and special meetings of the Board of Directors and the membership, and shall forward a copy of the Board of Directors' meetings to the Board members prior to the next meeting. The Secretary shall keep on file all documents and records except those specifically assigned to others, such as the Treasurer's books. At the request of the President, the Secretary shall conduct the correspondence of the corporation.

D. Treasurer

The Treasurer shall be custodian of all funds of Historic Douglas County, shall sign checks for authorized disbursements and shall collect and disburse funds as authorized by the Board of Directors. The Treasurer shall keep auditable records at all times and shall keep on file all financial records of the corporation. The Treasurer shall prepare and provide a financial report at each regular meeting of the corporation and shall prepare in a timely manner a year-end financial report for submission to the Board of Directors.

(ARTICLE IV, Governing Body – continued...)

Section 6 Resignation and Removal of Board Members

Any director may resign at any time by giving written notice thereof to the Board of Directors. Such resignation shall take effect on the date specified therein. Any director may be removed for cause by the Board of Directors when in its judgment the best interests of Historic Douglas County are served thereby.

ARTICLE V
Committees

Historic Douglas County will have three (3) types of committees: Standing Committees, Special Committees and the annually formed Nominating Committee.

Section 1 Standing Committees

The Board of Directors will determine the standing (on-going) committees with the members of each standing committee composed of individuals volunteering from the corporation's membership at large.

Section 2 Special Committees

Special committees are committees formed to coordinate or support a special event or activity of the corporation. The establishment of a special committee will be by made by the Board of Directors. Each special committee will be composed of volunteers from the membership at large. No specific time limit on the duration of the existence of a special committee is established herein. The special committee will exist as long as deemed necessary by the Board of Directors.

Section 3 Annual Nominating Committee

A. Election

A Nominating Committee composed of three (3) members of the corporation shall be elected by the general membership at least two (2) months prior to the October election of directors. The three members of the committee shall choose a chair. No more than one (1) board member shall serve on the Nominating Committee. The President cannot be a member of the Nominating Committee.

B. Duties

The Nominating Committee shall nominate at least one candidate for each director position terminating in a given year. The Nominating Committee shall obtain acceptance in writing from any person nominated for elective office. The slate of nominees for the board shall be presented to the membership in written notification at least two (2) weeks prior to the election.

C. Additional Nominations

Nominations from the floor may be made at the time of the election, providing written consent of the floor nominee has been obtained prior to the voting.

D. Election of Directors

Directors shall be elected at the October annual meeting. Election shall be by majority of those members present and voting.

ARTICLE VI
Dues

Three membership classes of Historic Douglas County as detailed in Article III, Section 2 are assessed annual dues. Two membership classes, special liaison and honorary, will not be dues-paying. The dues associated with each class of membership will be established by the Board of Directors and reviewed at the annual meeting of the corporation. Annual dues are payable prior to March 1 of each year unless otherwise determined by the Board of Directors.

ARTICLE VII
Meetings

Section 1 Parliamentary Authority

Robert's Rules of Order shall govern all of the proceedings of Historical Douglas County meetings.

(ARTICLE VII, Meetings – continued...)

Section 2 Voting Rights of General Membership

Voting rights of the general membership of the corporation for annual, regular and special meetings are as follows for each membership class:

- A. Annual Individual: One (1) vote,
- B. Annual Family: Limited to a total of no more than two (2) votes,
- C. Annual Student: One (1) vote,
- D. Special Liaison: Non-voting, and
- E. Honorary: Non-voting.

Section 3 Annual Meeting

The annual meeting shall be held in October, at a time and place to be determined by the Board of Directors. Members will be notified thirty (30) days in advance of the meeting. Those members present at the annual meeting shall constitute a quorum.

Section 4 Regular Meetings

Regular general membership meetings times and places will be determined by the Board of Directors.

Section 5 Special Meetings

Special meetings for the membership at large may be called by the Board of Directors when deemed necessary by the Board of Directors. Notification of time and place for such meetings will be communicated to the membership.

Section 6 Board of Directors Meetings

A. Meeting Schedules

The Board of Directors shall make every effort to meet monthly. There shall be at least one Board of Directors meeting quarterly. Notice of all meetings of the Board of Directors will be furnished to the general membership. Special meetings of the Board may be called by the President or upon the request of two members of the Board. All Board of Directors meetings shall be open to the general membership of the corporation on a non-voting basis.

B. Quorum

A quorum at any meeting of the Board of Directors shall be the majority of the total members of the Board of Directors.

C. Voting

Only Board members may vote at a Board of Directors' meeting and majority shall rule.

D. Administrative Meetings

The Board of Directors may hold a meeting for administrative purposes without notifying the membership at large. Any proposed change to the purpose or activities of the corporation resulting from such a meeting must be reported to the general membership present at either a regular or special meeting of the corporation.

ARTICLE VIII

Amendments

All proposed changes to the bylaws, including an explanation of such changes, shall be presented to the members thirty (30) days before any meeting at which a vote on the proposed amendment will be taken. The bylaws may be amended by a two-thirds (2/3) vote of the membership present at the meeting.

ARTICLE IX

Finance

Section 1 Use of Corporate Funds

All membership fees, donations and funds raised by the corporation shall be placed in the treasury of Historic Douglas County and may be drawn upon to cover expenses authorized by the Board of Directors in accomplishing the purposes and objectives of the corporation. No loan shall be made by the corporation to any entity or individual.

Section 2 Financial Report

The Treasurer shall provide a financial summary report at each regular meeting and at Board of Directors' meetings.

(ARTICLE IX, Finance – continued...)

Section 3 Financial Audits

During each year, the Board of Directors will decide when a financial audit by a Certified Public Accountant should be conducted and announce their audit decision to the membership at a regular meeting.

ARTICLE X

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the registered office of the corporation is located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for purposes similarly related to those of the corporation.