

Grapevine Historical Society

Bylaws

Adopted October 24, 2016

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Bylaws:

ARTICLE I. Name, Purpose and Location of the Society

Section 1. Name and Non-Profit Nature

The name of the organization shall be the Grapevine Historical Society herein referred to as the Society. It shall be a non-profit corporation, incorporated and chartered under the laws of the State of Texas.

Section 2. Purpose

The purpose of the Society shall be set forth in its charter, approved by the Secretary of State of Texas on May 2, 1974.

- a. More specifically, it shall be to promote a program for the appreciation of history and the natural social sciences;
- b. To preserve the history of the area, and to create and maintain a permanent educational museum and allied projects;
- c. To encourage the recording, preservation and presentation of the history of the Grapevine area through artifacts, books and photos and all other mediums.

Section 3. Location

The principal office of the Society shall be located in the City of Grapevine, Tarrant County, Texas.

ARTICLE II. Membership and Meetings

Section 1. Qualifications for Membership

Any person, firm, partnership, corporation or association who applies for membership either individually or as a group and who pays annual dues and abides by the Bylaws of this Society shall qualify as a member.

Section 2. Regular Meetings

Regular meetings of the membership shall be held in the City of Grapevine, Tarrant County, Texas on the fourth (4th) Monday of each month or as called by the President with reasonable advance notice.

Section 3. Election of Officers

The October meeting shall include the election of officers (members of the Board of Trustees) for the coming term.

Section 4. Voting

A member must be present and in good standing to vote. No Proxy or absentee voting shall be permitted.

Section 5. Quorum

- a. A quorum of members must be present to conduct (1) an election or (2) approve revisions or amendments to these Bylaws.
- b. Twenty percent of the membership in good standing shall constitute a quorum for the transaction of any business of the Society requiring a quorum.
- c. In the event a quorum is not present, the President shall postpone the election or revision of the Bylaws until the next regular meeting when a quorum is present.
- d. The Vice President of Membership will rule on the presence of a quorum.

Section 6. Annual Meeting

The Annual meeting of the Society membership shall be in November each year unless otherwise announced.

Section 7. Order of Business

The order of business at any regular meeting of the membership shall be:

- a. Attendance shall be taken.
- b. Reading or approval of the Minutes of previous meeting.
- c. Reports by officers and committees.
- d. Unfinished business.
- e. New business.
- f. Program.
- g. Adjournment.

ARTICLE III. Board of Trustees

Section 1. Governing Body

- a. The governing leadership of the Society shall be vested in a Board of Trustees who shall consist of the duly elected officers of the Society.
- b. The officers shall be nominated and elected by the Society members in good standing, who are present at the October meeting on the fourth (4th) Monday of the month.
- c. The Board shall be composed of the Society President, First Vice President – Museum Operations, Second Vice President – Programs and Events, Vice President of Administrative Services, Treasurer, Vice President of Membership Services and Vice President of Communications.
- d. The Board shall have full authority and responsibility for the management of all operational tasks and programs of the Society.
- e. The Board shall make all policy decisions and pursuant regulations consistent with legal requirements necessary to govern and achieve the purpose of the Society.

Section 2. Qualifications of Board of Trustees

- a. Each Trustee shall be approved and elected as a member in good standing.
- b. Any Trustee who shall be absent from three (3) consecutive Board meetings in one year shall be deemed to have resigned from the Board.
- c. The Trustee may be reinstated by vote of the Board.

Section 3. Presiding Trustee

- a. The President shall preside at all meetings of the Board of Trustees.
- b. In the absence of the President, the First Vice President or other officer designated by the President shall preside.

Section 4. Board of Trustees Meetings

- a. The annual meeting of the Board of Trustees shall be held in Grapevine, Tarrant County, Texas, in the month of October.
- b. Other meetings may be held at the call of the President with reasonable advance notice.
- c. Meetings of the Board shall be conducted in accordance with Robert's Rules of Order.
- d. A quorum shall consist of a simple majority of Board members present to conduct business.

Section 5. Fiduciary Responsibility

Annually the Board may review and select one or more banks to act as depositories of the funds of the Society upon recommendations of the Treasurer.

Section 6. Annual Report

The Board of Trustees, under the leadership of the President, shall produce and distribute to the membership, an Annual Report of the Society's activities and financial status no later than January 31 of the succeeding year.

Section 7. Advisory Council

- a. The Board may create an Advisory Council whose members shall be composed of the Board members and no more than six (6) Members-at-Large who are in good standing.
- b. Members-at-Large shall be elected by the Board of Trustees to serve a one year term.
- c. The Members-at-Large shall be selected from within the Grapevine area community.
- d. Members-at-Large shall have no voting privilege nor obligation to attend regular Board meetings.
- e. Members-at-Large shall have an expressed and deep interest in education and a perpetuating appreciation of the history of the Grape Vine Prairie for current and future generations.
- f. The Advisory Council shall meet no more than four (4) times a year.
- g. Members of the Advisory Council shall maintain the confidentiality of the Council.

Section 8. Compensation

No member of the Board shall receive any compensation for any services to the Society.

ARTICLE IV. Officers

Section 1. Nomination of Officers

- a. At least sixty (60) days, prior to the Society's October membership meeting, the President shall appoint a nominating committee of three (3) persons to serve one year.
- b. The nominating committee shall elect its own chairman and shall investigate the qualifications and availability of members in good standing to fill any officer's expiring term.
- c. The slate of officers shall be presented to the membership at the regular October meeting or at such time as may be specified by the President.
- d. Nominations may also be made from the floor.

Section 2. Officers

- a. President,
- b. First Vice President – Museum Operations,
- c. Second Vice President – Programs and Events,
- d. Treasurer,
- e. Vice President of Administrative Services,
- f. Vice President of Membership Services,
- g. Vice President of Communications.

Section 3. Election of Officers

A member must be present and in good standing to vote. Each member shall be entitled to one vote. No Proxy or absentee voting will be permitted.

Section 4. Quorum (See Article II, Section 5)

Section 5. Election of Officers

- a. At the close of nominations, the membership shall vote for the nominees of their choice.
- b. Vote may be taken by hand, or secret written ballot when there is more than one candidate for a specific office or when called for by the President.

- c. The vote shall be counted and the results announced by the President.
- d. Officers elected shall be introduced at the Annual Meeting in November and take office at the first meeting of the Board the second Monday of the following January.

Section 6. Term of Officers

- a. Officers shall be elected for terms of two (2) years or until their successors are installed by the Board as provided herein.
- b. A member may be re-elected for one consecutive additional two year term without restrictions, then after an interval of two years, they may be elected for another two year term previously held.
- c. The term of office of Board members shall be staggered with about half of the terms expiring in odd numbered years and the rest of the terms expiring in even numbered years thus providing an adequate number of experienced members at any given time.
- d. With the consent of the Board, the President may appoint a person to complete any unexpired term. Prior Board service shall not bar an appointment.
- e. In the event the president is unable to fulfill the complete term, the First Vice President shall fill the President's office. The new President shall appoint a First Vice President to fill the vacancy with the approval of the Board of Trustees.

ARTICLE V. Miscellaneous

Section 1. The Fiscal Year of the Society shall begin on January 1 and end on December 31 of each calendar year.

Section 2. Bylaw Changes

- a. Upon recommendations of the Board of Trustees and after due notice to the membership these Bylaws shall be adopted by vote of the general membership and thereafter shall be printed and distributed to the membership.
- b. The Recording Secretary shall keep and maintain the official copy of these Bylaws and any amendments thereto.
- c. The Bylaws may be viewed at the Grapevine Historical Museum or on the Grapevine Historical Society's official website.
- d. A copy shall be filed with the Secretary of State of Texas.

Section 3. Dues shall be established and announced by the Board of Trustees and shall be payable on January 1 of each year.

Section 4. Standing and Ad Hoc Committees shall be composed of members in good standing.

- a. Standing Committees will be chaired by the appropriate Officer.
 - 1. 1st VP/Museum Operations
 - a. Docent Services
 - b. Acquisitions and Restoration
 - c. Records and Documentation
 - d. Exhibit Development and Management
 - e. Torian Cabin Management
 - 2. 2nd VP/Programs and Events
 - a. Monthly Programs
 - b. Annual Recognitions Dinner
 - c. Special Events

- 3. VP/Administrative Services**
 - a. Corresponding Secretary**
 - b. Recording Secretary**
 - c. Historian**
 - 4. VP/Membership Services**
 - a. Data management**
 - b. Membership Promotion**
 - 5. VP/Communication Support**
 - a. Publicity**
 - b. Social Media**
 - c. Newsletter**
 - d. Web Site Management**
 - e. News Releases**
- b. Ad Hoc committees may be appointed as necessary for specific tasks.
The chairman and membership of these committees shall be appointed by the President.**

ARTICLE VI. Dissolution of the Society

Should the Society be dissolved, the Board of Trustees will ascertain that all debts are paid and that the assets of the Society, including the property in the Historical Museum, are turned over to one or more non-profit organizations exempted under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. Any assets not so disposed of shall be disposed of by the District Court of Tarrant County.