



# African American Heritage Society of Rutherford County

**VISION:** All Rutherford County residents will value the history of African-Americans in our community





**"We tell the story of the people of Rutherford County by preserving records and artifacts of Historical value and promoting a better understanding of Rutherford County history."**

# **Bylaws**

**January 09, 2014**

**Revision 1.0**

**African American Heritage Society  
of  
Rutherford County**

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**BYLAWS  
of the  
AFRICAN AMERICAN HERITAGE SOCIETY  
OF RUTHERFORD COUNTY**

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the organization shall be African American Heritage Society of Rutherford County (hereafter the Society). The principal office shall be located in Rutherford County, Tennessee. The mailing address is P. O. Box 11838, Murfreesboro, Tennessee 37130 . The Corporation shall have and continuously maintain a registered office and registered agent as required by the Tennessee Non-Profit Corporation Act.

**ARTICLE II -Mission**

The Mission of the African American Heritage Society of Rutherford County is to discover, preserve, teach, share the heritage and history of African Americans in Rutherford County, Tennessee by

1. expanding the knowledge base and raising the community's consciousness regarding the historical and cultural heritage of African Americans by documenting the contributions of individuals to their community, county, state, or country;
2. organizing and sponsoring seminars, forums, workshops, programs and events, sponsoring exhibits, and issuing publications;
3. identifying, acquiring, and supporting the maintenance of places with historic significances, which includes, but are not limited to, cemeteries, churches, schools, organizations and family genealogy.

## **ARTICLE III - MEMBERSHIP**

**Section 1.** Membership in the Society is open to everyone interested in furthering the objectives of the Society.

**Section 2.** Submitting an application, payment of dues, as set by the Board of Directors, and agreement with the objectives of the Society are the only requirements for membership in the Society.

**Section 3.** Classes of Membership may include, but are not limited to:

- A. Regular (individual membership);
- B. Family (household);
- C. Honorary;
- D. Diamond Club (Optional one-time payment).

**Section 4.** Membership shall be automatically terminated upon non-payment of dues by the beginning of the next fiscal year.

## **ARTICLE IV - OFFICERS AND DIRECTORS**

The management and control of the affairs of the Society shall be vested in its Board of Directors and officers, which shall consist of four (4) duly elected officers, one (1) immediate past president, and three (3) Directors. The officers shall be President, Vice-President, Secretary, and Treasurer.

**Section 1.** Officers and Directors of the Society and their responsibilities are as follows:

- A. **President** - The President is the executive officer of the society and shall:
  - 1. Preside at all meetings.
  - 2. Coordinate the work of the Board and Society.
  - 3. Appoint all committees.
  - 4. Co-sign all Society checks with the Treasurer or Secretary.
  - 5. Sign all contracts and documents on behalf of the society.
  - 6. Present a written report at the Annual Meeting.
  - 7. Serve as an ex-officio member of all committees except the nominations committee.
  - 8. Perform all duties incident to the office and other responsibilities prescribed by the Board of Directors.
- B. **Vice-President** - The Vice president shall:
  - 1. Assume the duties of the President in the absence of, or at the request of, the President.
  - 2. Assume the duties of the President for the remaining term of office in the event of a vacancy in the office of the President.
  - 3. Oversee the functioning of the executive office and be responsible for the Society's long-range planning.
  - 4. Serve as Chair of the Membership and Publicity Committees.
- C. **Secretary** - The Secretary shall:
  - 1. Keep a record of the proceedings of the Society.
  - 2. Keep a file of all minutes, committee reports, Society correspondence, and official membership list.
  - 3. Keep and have available for reference at all meetings, one book in which copies of the Society's Bylaws are kept.

4. Receive the Society's mail and distribute it to the proper person.
5. Maintain a current inventory of all legal documents, records, and equipment belonging to the Society.
6. Send out proper notices of all meetings, including the notification to officers and directors, committees, and the general membership of special meetings as necessary.

D. **Treasurer** - The Treasurer shall be bonded and shall:

1. Be custodian of all funds of the Society and deposit them in insured financial institutions or invest them pursuant to instructions of the Board of Directors.
2. Co-sign with the President all Society checks.
3. Make all financial records available for audit six weeks prior to the Annual Meeting.
4. Serve on the Budget and Finance Committee.
5. Notify members of delinquent dues and report such delinquencies to the Director of Membership Services and the Board of Directors.
6. Maintain a current membership list of all members in good standing.
7. Present a statement of finances at each meeting of the Board of Directors and of the general Membership.
8. Present at the Annual Meeting a financial report covering the entire previous year.

E. **The immediate Past President** shall be a member of the Board of Directors and shall, upon request of the President, give advice, counsel, and any other assistance as shall be required.

F. **Directors** – The Directors shall serve three year terms. One (1) Director shall be elected each year.

Duties of Directors shall include, but are not limited to:

1. Chair and/or serve on any committee appointed by the President.
2. Promote the society at every opportunity.
3. Encourage membership in the Society and invite participation of the community at-Large.

### Section 3. Nominations, Elections, and Term of Office

A. The Nominating Committee shall present a slate of nominees for officers and Board of Directors at the March Board of Directors' meeting. The slate shall be presented to the membership for their vote at the Society's Annual Meeting in June. Nominations may be made by the general membership from the floor at the Annual Meeting, provided each nominee is present or has given written consent to serve if elected.

B. Officers shall be elected for a two-year term and no officer may serve more than two (2) consecutive terms in any one office. Each Officer shall hold office until he/she resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first. **This will not apply to the original Founders of the organization, who will remain seated, not necessarily holding office, until they retire from the Board.**

C. Officers leaving office shall turn over all records and correspondence in their possession pertaining to the offices to their successors within 10 days after their term of office expires. An officer who resigns shall turn over all records in his/her possession for his/her office to the President within five (5) days of his/her resignation.

D. All Officers shall take office at the close of the Annual Meeting.

#### **Section 4. Resignation, Removal, and Vacancies**

- A. Any officer who cannot perform the duties of the office assigned above should offer his/her resignation.
- B. Resignations must be submitted in writing to the President and Secretary. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery of the resignation thereof.
- C. A vacancy on the Board or in any office may be filled by approval of the Board for the duration of the unexpired term. If the number of Directors in office is fewer than the minimum required by these bylaws, a vacancy may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.
- D. Vacancy shall automatically occur should an officer be absent from three (3) consecutive meetings of the Board of Directors

### **ARTICLE V - MEETINGS**

**Section 1. Board of Directors' Meetings.** Meetings of the Board shall be held monthly on a date and time established by the Board.

**Section 2: Regular Membership Meetings.** Regular Membership Meetings of the Society shall be held quarterly at such place as shall be designated by the Board of Directors, who shall in cooperation with the Secretary, issue public notice of said location and planned program.

**Section 3: Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President, or any two (2) Directors and shall only be called when business concerning the Society requires immediate attention. A Special Meeting shall be for only one purpose, and that purpose shall be stated in the Call for the meeting whether issued in writing by mail, email, or orally by telephone at least one week in advance of the said meeting. No business shall be transacted at a Special Meeting except that mentioned in the notice.

**Section 4: Annual Membership Meeting.** The Annual Membership Meeting of the Society shall be held in June of each year to elect Officers and Directors and transact such business as may properly come before the general membership.

#### **Section 5. Voting and Eligibility.**

- A. Membership voting rights will be established at the next regular or special called meeting after dues have been paid in full.
- B. Members in good standing are those paid members who have attended at least 2 out of 3 of the previous meetings.
- C. Voting shall be by voice, providing there is only one candidate for office. If more than one candidate is running for any one office, the voting shall be by written ballot. Majority vote elects.



**Section 6: Quorums.**

- A. A Quorum for any meeting of the Board of Directors shall be four (4) members and must be physically present, or a simple majority of the members present.
- B. A simple majority (over half of valid votes cast) of Society members present shall constitute a quorum for a regular membership meeting.
- C. Proxies will not be accepted to establish a quorum for a Board of Directors' meeting or to establish a quorum of members for the Annual Membership meeting.

**ARTICLE VI - BOARD OF DIRECTORS**

**Section 1.** The management and control of the affairs of the Society shall be vested in its Board of Directors and officers, which shall consist of four (4) duly elected officers, one (1) immediate past president, and three (3) Directors.

**Executive Committee.** The President, Vice President, Treasurer, Secretary and one Director (selected by the Board) shall constitute the Executive Committee of the Society. The President shall act as chairperson of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Society in between Regular Meetings of the Board. The Board of Directors must validate the actions of the Executive Committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Society. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

**Section 2.** Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

**Section 3.** Directors shall be elected on staggered basics, one per year, for three year terms. No Director may succeed themselves.

**Section 4. Resignation, Removal, and Vacancies**

- A. Any Director who cannot regularly attend Board meetings or for any reason cannot perform the duties of the office assigned above should offer his/her resignation.
- B. Resignations must be submitted in writing to the President and Secretary. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery of the resignation thereof.
- C. Vacancy shall automatically occur should a director be absent from three (3) consecutive meetings of the Board of Directors
- D. A vacancy on the Board may be filled by approval of the Board for the duration of the unexpired term. If the number of Directors in office is fewer than the minimum required by these bylaws, a vacancy may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.

## **ARTICLE VII - DUES**

**Section 1.** The amount of dues shall be determined by the Board of Directors and are due by the 1<sup>st</sup> of July each year. Membership dues must be received by the Secretary by the 31<sup>st</sup> of August each year. After the end of August each year, the names of the members in arrears shall be ineligible to vote until dues are paid in full (See Article V, Section 5).

**Section 2.** A Written notice of required payable annual dues will be provided to each member by June 15<sup>th</sup> of each year.

**Section 3.** The fiscal year of the Society is July 1<sup>st</sup> until June 30<sup>th</sup>.

## **ARTICLE VIII - STANDING COMMITTEES**

### **Section 1. Acquisition Committee**

- A. Composition. The Acquisition Committee shall be composed of one (1) Board member who will serve as Chair and two (2) Society members appointed by the President for a term of one year.
  
- B. Duties and Power.
  - 1. Identify properties that may be of historical significance.
  - 2. Work with the Research Committee to document the history.
  - 3. Present finding to the Board of Directors.
  - 4. The Acquisition Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

### **Section 2. Advisory Committee**

- A. Composition. The Advisory Committee, appointed by the President, shall be composed of not fewer than three (3) and not more than five (5) community leaders or organizations interested in furthering the objectives of the Society.
  
- B. Duties and Power.
  - 1. Advise the Board in all areas that would further the objectives of the Society.
  - 2. The Advisory Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

### **Section 3. Budget and Finance Committee**

- A. Composition. The Budget and Finance Committee shall be composed of a Chairman, the Treasurer and one (1) member of the Board of Directors appointed by the President for a term of one year.
  
- B. Duties and Power.
  - 1. Oversee the finances of the organization.
  - 2. Prepare and present budget to the Board of Directors.
  - 3. Review the financial status of the Society monthly and make recommendations for allocations of funds and/or for projects.
  - 4. Be responsible for securing and maintaining IRS status.
  - 5. The Budget and Finance Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 4. Bylaws Committee**

- A. Composition. The Bylaws Committee shall be composed of the five (5) members of the Board of Directors appointed by the President for a term of one year.
- B. Duties and Power.
  - 1. Review the bylaws as needed and provide a complete revision every three (3) years.
  - 2. Generate amendments to the current bylaws to meet the needs of the Society.
  - 3. The Bylaws Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 5. Development Committee**

- A. Composition. The Development Committee shall be composed of one (1) Board member and two (2) Society members appointed by the President for a term of one year.
- B. Duties and Power.
  - 1. Plan activities that will raise funds for support of the programs and expenses of the organization.
  - 2. Identify and solicit individuals and foundations.
  - 3. The Development Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 6. Membership Committee**

- A. Composition. The Membership Committee shall be composed of the Vice President, who will serve as Chairman, and two (2) Board members appointed by the President for a term of one year.
- B. Duties and Power.
  - 1. Oversee member services and, with appointed assistants, be in charge of the following sub-committee
    - a. Meeting attendance records.
    - b. Delinquent members.
    - c. Programs to increase memberships.
  - 2. Work with officers and committees as needed to conduct fundraising projects.
  - 3. The Membership Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 7. Nominating Committee**

- A. Composition. The Nominating Committee shall be composed of two (2) Board members and one (1) Society member who shall be appointed at the Regular meeting in January each year. The President shall not serve on this committee.
- B. Duties and Power.
  - 1. Report the list of candidates to the Board of Directors at the March Regular Board Meeting.
  - 2. The Nominating Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 8. Oral History Committee**

- A. Composition. The Oral History Committee shall be composed of one (1) Board member who will serve as Chair and four (4) Society members who shall be appointed by the President for a term of one year.

- B. Duties and Power.
  - 1. Develop a systematic process to collect oral histories.
  - 2. Identify individuals to be interviewed.
  - 3. Conduct interviews.
  - 4. Publish the results.
  - 5. The Oral History Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 9. Program and Projects Committee**

- A. Composition. The Program and Projects Committee shall be composed of one (1) Board member who will serve as Chair and four (4) Society members who shall be appointed by the President for a term of one year.
- B. Duties and Power.
  - 1. Identify and recognize individual or groups who made a significant contribution to the African American history of Rutherford County.
  - 2. Schedule seminars and lectures to educate the public as to the importance of the African American history in Rutherford County.
  - 3. The Program and Projects Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 10. Publicity Committee**

- A. Composition. The Publicity Committee shall be composed of a Chairman and two (2) members who shall be appointed by the President for a term of one year.
- B. Duties and Power.
  - 1. Make the public aware of the activities that relate to the Society.
  - 2. Develop a relationship with the media at the local, state and national levels.
  - 3. The Publicity Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 11. Research Committee**

- A. Composition. The Research Committee shall be composed of one (1) Board member who will serve as chair and two (2) Society members shall be appointed by the President for a term of one year.
- B. Duties and Power.
  - 1. Complete research tasks to support the activities planned by the Program and Projects Committee.
  - 2. The Research Committee shall not financially obligate the Society in any manner without prior approval of the Board of Directors.

#### **Section 12. Additional Committees**

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with these bylaws.

## ARTICLE IX – PROCEDURES

### Section 1. Notice

Unless otherwise stated in these bylaws, notice of all meetings shall be given to the appropriate Directors and committee members not fewer than ten (10) days prior to the date of the meeting by or at the direction of the President, Secretary, or committee Chair calling the meeting. Notice for all meetings concerning the removal of a Director or Officer, or dissolution of the Society, shall be given to the appropriate Directors or committee members not fewer than fifteen (15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee Chair calling the meeting. Any notice required under the provisions of these bylaws or as otherwise required by law shall be given in person, by mail or email. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Society, with postage thereon prepaid.

### Section 2. Procedure

All meetings shall be conducted according to *Robert's Rules of Order Newly Revised*. The Board shall seek to make decisions through the consensus. If consensus cannot be reached in a reasonable period of time, the President may refer the item to a committee. Each Board or committee member shall be entitled to one vote. Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone not designated in the motion for executive session, but shall be only for personnel matters, property acquisition, and communication with legal counsel.

## ARTICLE X - ADMINISTRATION

**Section 1. Books & Records.** The Society shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and at its registered office the names and addresses of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

**Section 2. Contracts.** The Board may authorize any Officer or agent of the Society to enter into any contract or to execute and deliver any instruments on behalf of the Society.

**Section 3. Loans.** No loans shall be contracted on behalf of the Society and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.

**Section 4. Checks & Drafts.** All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Society shall be signed by such Officer or Agent of the Society in such a manner as determined by the Board.

## **ARTICLE XI - DISSOLUTION OF SOCIETY**

A recommendation by the Board of Directors and approval by a majority vote of the Society membership may dissolve the Society; any remaining assets shall be distributed to another organization of similar purpose or to a charitable organization, provided the organization is exempt under the current version of Section 501(c) 3 of the Internal Revenue Code.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Society in all cases in which they are applicable, and which are not inconsistent with these bylaws and any Standing Rules.

## **ARTICLE XIII - AMENDMENTS**

**Section 1.** These bylaws may be amended only at the Annual Meeting by two-thirds of those voting, using the following procedures:

- A. Proposals must be submitted in writing by any member with at least five (5) signatures of members in good standing to the Board of Directors at least four (4) months prior to the Annual Meeting.
- B. All proposed amendments, together with the recommendations of the Board of Directors, shall be forwarded to the Bylaws Committee for review. The Bylaws Committee may reject the proposed amendments; if rejected, the reason must be communicated back to the Board of Directors and member(s); if accepted, the proposed amendments shall be presented to the membership at least two (2) months prior to the Annual Meeting and distributed to the general membership prior to the Annual meeting.

## **ARTICLE XIV - ADOPTION OF BYLAWS**

The Board of the Directors of the African American Heritage Society of Rutherford County adopted these bylaws on January 09, 2014.

*African American Heritage Society  
Of  
Rutherford County  
P. O. Box 11838  
Murfreesboro, TN 37130*