

Bylaws of the Heritage Association of San Marcos, Inc.

Article I. Membership and Dues

Section 1. Membership in the Association shall be open to all who are interested in carrying out the purposes of the Association.

Section 2. There shall be six (6) categories of membership. The fee structure will be recommended by the Finance Committee and approved by the Board of Directors. The fees will be published in the Annual Yearbook.

- A. Annual Membership which is defined as an individual or household paying annually.
- B. Life Membership which is defined as an individual or household paying the one-time life membership fee. This membership expires upon the death of the person(s) listed on the original application.
- C. Patron Membership which is defined as an individual or household paying membership fee at the patron level. This membership expires upon the death of the patron(s) listed on the original application.
- D. Business or Association Membership which is defined as a for profit group applying under this category and paying the applicable membership fee.
- E. Non-Profit Organization or Service Club Membership which is defined as a non-profit group applying under this category and paying the applicable membership fee.
- F. Student Membership which is defined as an individual of 12-18 years of age who pays annually and has the written consent of a parent or guardian.

Section 3. Changes in membership

- A. An Annual Membership may be changed to a Life Membership or Patron membership by paying established dues for the elected category (by paying the Life or Patron membership fees.)
- B. A Life Membership may be upgraded to a Patron Membership by paying the difference in the established dues for these memberships.
- C. Life Membership and Patron Membership dues (or a Patron Membership upgrade) are paid one time only.
- D. Memberships are non-transferable.

Section 4. For record keeping purposes, members shall be defined as the names entered on the application or renewal form. For voting purposes, each application or renewal shall have one vote at the Annual Meeting.

Article II. Officers and Their Duties

Section 1. The Officers shall be President, President-Elect, Treasurer, and Secretary. The Officers and the Immediate Past President will form the Executive Committee and will serve on the Board of Directors.

Section 2. The Officers shall be elected for a term of one (1) year at the Annual Meeting held in the fall of each year. The term of office is to begin on January 1st of each year. A term is considered any portion of a fiscal year. No officer shall serve more than four (4) continuous terms in the same position with the exception of the Treasurer who may serve six (6) continuous terms.

Section 3. Duties

- A. The President shall issue calls for and preside at all meetings of the Association, of the Board of Directors and of the Executive Committee; send an agenda 3-5 days before a meeting; shall appoint, subject to the approval of the Board of Directors, Chairs of all special committees and of all standing committees not otherwise provided for; shall be

Ex-Officio member of all committees except the Nominating Committee; and shall perform other duties usually incidental to the office. The President will only vote in case of a tie in a vote.

- B. The President-Elect is charged with close cooperation with and service to the President, and shall perform all duties of the President in case of absence or inability from any other cause to serve. The term of the President-Elect shall be spent as a learning and proving period toward the Presidency. The President-Elect shall serve as a member of the Finance Committee and shall serve as a member of the Membership Committee. The President-Elect may serve as Ex-Officio member of the Nominating Committee. By December 31, the President-Elect shall appoint chairs for the following year for committees not addressed by the Nominating Committee.
- C. The Treasurer shall receive all funds of the Association and deposit them to the credit of the Association in some state or national bank or savings institution or financial investment firm in San Marcos. The Treasurer shall disburse such funds as directed by the Board of Directors and the approved budget. The Treasurer shall render monthly reports to the Board at least three (3) days prior to the Board meeting. The Treasurer of the Association shall handle all financial reporting and oversee all moneys of the various committees.
- D. The Secretary shall record the minutes for the Association, the Board of Directors and the Executive Committee, and shall perform such other duties as pertain to the office. The Secretary shall distribute the minutes via mail, email or facsimile to each Board member within one week after the meeting with supporting documents to members not present. The Secretary shall record attendance at each meeting of the Board. The Secretary will track attendances and absences in the minutes and will report to the President anyone with more than four (4) absences, and the President will have five (5) days to notify the nominating committee to make recommendations. The Secretary shall maintain the official copy of the by-laws of the Association. Official copies of Board meetings, Executive Board and any committee minutes or reports shall be available at all meetings for consultation.

Article III. Board of Directors

Section 1. There shall be a Board of Directors consisting of the officers and the following: the Historian/Archivist; Communications Chair; Guild Chair; Membership and Recruitment Committee Chair; Riverwalk/Parks Committee Chair; Merriman Museum Chair; Tour of Homes Chair; immediate Past President; and four (4) Board Members elected at-large to serve two-year terms.

Honorary lifetime members of the Board are not counted as part of the quorum.

Section 2. Vacancies in the Board membership shall be filled by the Board of Directors with the assistance of the Nominating Committee, if requested.

Section 3. Duties of the Board of Directors are as follows.

- A. Shall adopt and amend the By-Laws for the government of the Association not inconsistent with the Articles of Incorporation.
- B. Shall provide the creation and appointment of all standing and temporary or ad hoc committees, except for the Nominating Committee, and prescribe their powers and duties.
- C. Shall supervise finances and business of the Association and the carrying out of the purposes of the Association through its various Officers and committees.
- D. Shall have control of the routine business and affairs of the Association in the interim between the meetings of the Association.
- E. Directors at Large shall actively participate on one committee.

Article IV. Election of Officers and Board of Directors

Section 1. The Nominating Committee shall present a proposed slate at the Annual Meeting of the Association, nominating Officers as described in Article II, Section 1 of these Bylaws and Directors, as described in Article III, Section 1 of these Bylaws, with the exception of the Riverwalk/Parks Committee and the Guild Chairs, and two members of the Nominating Committee. See Article V. Committees and Their Duties, Section 14 for details.

Section 2. A member shall not be eligible to be elected to an office or be a member of the Board until they have been a member of the Association for one year.

Section 3. The President shall call for nominations from the floor at the annual meeting.

Section 4. The membership shall elect the Association officers at the annual meeting.

Section 5. Directors shall not receive salaries for their services.

Section 6. The Board of Directors may vote to remove a Director at any time for good cause by vote of three-fourths at a regular meeting. This action must be on the agenda where action will be considered.

Article V. Committees and Their Duties

Each committee shall have a Chair and a Vice-Chair (or Chair-Elect for Heritage Guild Committee). The Chair of each committee shall serve for a period of at least one (1) year. The Chair of each committee shall appoint as many committee members as needed. A minimum of three (3) members is recommended for each committee. Committee Chairs shall attend Board meetings or submit written reports to the President as requested by the President. Each committee chair shall provide information to the Yearbook Chair by December 15. The President elect shall appoint committee chairs by December 1.

Section 1. The Membership and Recruitment Committee shall be responsible for securing renewals and recruiting new members of the Association. The Chair of the Membership Committee conducts the annual membership drive and serves on the Yearbook Committee.

Section 2. The Structure, Function and By-Laws Committee shall ensure that the by-laws are complied with and shall review the by-laws annually and make recommendations for change.

Section 3. The Finance Committee shall be responsible for establishing a yearly budget to facilitate the work of the various committees and to estimate the yearly income of the Association from dues, gifts, projects and other sources. Each Committee Chair shall send a proposed budget for their committee to the Finance Committee before January 15th of each year. The Finance Committee shall submit a budget for approval of the Board at the February meeting. Each Chair shall authorize invoices for payment which are included in the budget. If an expense is greater than the committee's budget, approval by the Board of Directors must be obtained for a budget adjustment prior to an expense being authorized.

Section 4. The Communications Committee shall be responsible for publicizing the meetings and activities of the Association through various channels such as news media, the website, and other Internet options as available. This committee shall consist of the public relations person for each committee (when applicable), the Membership Chair, the Newsletter Editor, and the Website Administrator. The Association shall have a presence on the Internet to include a website and other forms of communication to enhance the Association's visibility.

Section 5. The Heritage Guild Officers will be elected at a fall meeting of the Guild.

- A. Any member in good standing of The Heritage Association is eligible to be a member of the Guild.
- B. The Officers shall be Chair, Chair-Elect, Vice Chair, Secretary, Historian/Archivist and Luncheon Recorder. They shall perform the duties of the respective offices as outlined by the Guild.
- C. The Guild shall conduct its business under its own rules of procedure, such rules not to be in conflict with the By-Laws of The Heritage Association of San Marcos.
- D. The Chair of the Guild shall report Guild activity to the Board at their monthly meeting.
- E. Responsibilities include:
 1. Coordinate the work of volunteers for certain ongoing projects of the Association. These include but are not limited to the following: Cottage Kitchen Luncheons and Special Events.
 2. Evaluating gifts offered to the Guild and recommending action to the Board.
 3. Maintaining a written inventory of all acquisitions. An annual inventory will be conducted and given to the Board.

4. Preserving, restoring, repairing, cleaning and caring for the all properties listed in their inventory
5. Acquire items for the C.S. Cock House Museum such as documents, mementos, furnishings, cooking equipment, dining materials, etc.

Section 6. The Landmarks Awards will be the responsibility of the Past Presidents Advisory Council. The Landmark Awards recognizes the preservation of buildings, markers, historical sites, etc., as provided for in Article IV of the Articles of Incorporation of The Heritage Association. It shall annually select up to four (4) residential or commercial building(s) at least seventy-five (75) years old worthy of citation for preservation projects completed during the past three years.

Section 7. The Yearbook Committee shall:

- A. Collect the calendar of events, dates of meetings and activities from officers and committee chairs for the ensuing year for inclusion in the yearbook.
- B. Identify an active member of the previous Membership Committee to provide continuity in development of the membership list and include additional members to assist in preparing the yearbook for reproduction and mailing.
- C. Provide a draft yearbook to any Executive Committee members not already a member of the Yearbook Committee who serve as Ex-Officio members, upon request by that member.

Section 8. The Riverwalk/Parks Committee shall have the following responsibilities:

- A. Continue the legacy of the San Marcos River Beautification Corporation to bring about beauty along the river.
- B. Coordinate action with the City and the Parks and Recreation Department in perpetuating the Riverwalk, the Memorial Grove and improvements to Juan Veramendi Plaza.
- C. Monitor additional improvements to the grounds around the Charles S. Cock House Museum and the Merriman Cabin Museum with payment from the Association and Guild Funds if funds are available at the end of the year.
- D. Plan and carry out Memorial Grove Planting/Arbor Day Celebration and the Association Tree of Honor which includes selecting the recipient(s) according to the criteria listed in the yearbook.
- E. Coordinate with the City for landscaping additions (trees, flower beds, etc.) within the park and along the Riverwalk.
- F. The Riverwalk Chair will be elected at a fall meeting of the Committee.

Section 9. The Oral History Committee shall conduct an on-going project of contacting persons in the community and conducting interviews in order to preserve history. The oral histories will include people's memories of San Marcos and of interesting events that have taken place in our city. These histories will be transferred to CD's or other appropriate media and placed in the San Marcos City Library. While one copy will be kept for the permanent record, other copies will be made available to the public.

Section 10. The Tours Committee coordinates any tours that are guided by the Association and include but are not limited to the following:

- A. The Living History Tour Committee shall schedule and conduct tours of San Marcos' Historic Districts and other points of interest once each month. This committee shall make all arrangements including publicity, promotion and mode of travel. The committee shall receive reservations and payments for the tours. Payments will be forwarded to the Treasurer.
- B. The Heritage Home Tours Chair shall appoint and oversee all functional committees for the annual May tour. The Chair shall make progress reports at the monthly Board meetings, schedule meetings of the Steering Committee and hear reports, shall assemble the final report on the annual tour and shall serve as advisor to the Chair of the tour the following year.
- C. The Historic Tours of Old San Marcos Chair shall arrange and conduct visits to historic buildings in San Marcos, commencing all tours at the Charles S. Cock House Museum with trained docents. When a luncheon is requested in

connection with a tour, the committee shall arrange this with the Special Events Chair of the Guild. The Chair shall attend the regular meetings of the Guild Advisory Committee.

Section 11. The Awards Committee shall be responsible for selecting Heritage members for the annual Heritage Member of the Year and the Heritage Community Member of the Year. These awards are presented at the Heritage Association Annual Meeting. The committee shall review the nomination form, make changes as needed, and ensure the nomination forms are mailed in sufficient time for a decision and to purchase the awards. Nomination forms may be included in other fall Heritage mailings. The committee shall also look for other opportunities yearly for which they may nominate Heritage members.

Section 12. Past Presidents Advisory Council shall consist of any past president of the Association who is a current member of the Association and who wishes to serve in an advisory capacity to assist and support the Board. The Past Presidents Advisory Council will be responsible for the Landmarks Awards. The immediate Past President shall be asked to Chair

Section 13. The Merriman Museum Committee shall have the following responsibilities:

- A. Evaluating gifts offered to the Committee and recommending action to the Board.
- B. Maintaining a written inventory of all acquisitions. An annual inventory will be conducted and given to the Board.
- C. Preserving, restoring, repairing, cleaning and caring for the all properties listed in their inventory.
- D. Acquire items for the Cabin Museum such as documents, mementos, furnishings, etc.
- E. Coordinating educational projects and tours of the Merriman Cabin Museum.

Section 14. Nominating Committee

- A. The Nominating Committee for the next calendar year shall consist of five (5) members, two (2) of whom shall be chosen by the Board of Directors from its own members at the July Board meeting, and the remaining three (3) elected by members of the Association assembled at the Annual Meeting. The President-Elect may serve as an Ex-Officio member of the Nominating Committee.
- B. The Nominating Committee members shall be fully informed of the nature of responsibilities of the Officers and Directors and shall determine that nominees are genuinely interested in the goals of the Association and willing to fulfill the obligations incurred with these positions.
- C. The Nominating Committee shall begin meeting each June in order to present a slate to the Board of Directors at the September Board meeting, nominating all Officers and Directors at large, as well as the three (3) members of the Nominating Committee who are to be elected from the membership. The proposed slate shall be presented at the Annual Meeting for election by the membership.

Section 15. The Historian/Archivist shall keep the original records of The Heritage Association and all of its committees, to include the Guild information, and shall maintain the scrapbook. He/she shall document and file with the San Marcos Public Library historical items of the Association as appropriate.

Section 16. The Steward of Properties shall oversee the maintenance of properties owned and/or operated by the Association. The Steward shall coordinate with the City of San Marcos for repairs/maintenance of buildings located on property owned by the City. The Steward shall work closely with any other committees that pertain to structures regarding their repairs/ maintenance.

Section 17. Preservation Advocacy Committee shall consider preservation issues that may come before the Board. The committee shall consist of the Chair and at least four other members. At least one member of this committee must live outside the Heritage Neighborhood as defined by the City. The committee will make recommendations as to policies, directives, and community involvement on preservation issues. The committee chair shall attend the San Marcos Historic Commission meetings.

Article VI. Special Committees and Appointees

Section 1. Special Committees: The Board of directors may establish special committees and the president shall appoint special committee chairs as may be necessary to carry on the work of the organization.

Section 2. Appointees: The president shall appoint the following:

A. *Parliamentarian*

The parliamentarian shall attend each Board meeting and the annual meeting.

B. *Benevolence Chair*

The benevolence chair shall take note of deaths of Association members and make recommendations to the Board as to action that may be needed such as flowers and/or memorials.

Article VII. Meetings

The Board shall determine the place for and other matters pertaining to the Annual Meeting and all other meetings of the Association.

Section 1. Membership meetings

A. The Annual Meeting shall be held in the fall with notification by letter given not less than ten (10) days before the meeting.

B. Those present at the general and annual meetings shall constitute a quorum.

Section 2. Board meetings

A. The Board of Directors shall meet monthly, unless determined otherwise, to transact the business of the Association

B. A majority of the membership of the Board of Directors shall constitute a quorum. All committee chairs are encouraged to attend. Any member of the Association is welcome to attend as well.

Section 3. Executive Committee meetings

A. The Executive Committee shall have the authority to meet and act in-between meetings of the Board of Directors provided that

1) the topic is of such urgency that that action must be taken prior to the next Board meeting and

2) 24-hour notice is provided to all Executive Committee members and

3) notice of action taken is reported at the next regularly scheduled Board meeting.

B. A majority of the Executive Committee shall constitute a quorum.

Section 4. Special Procedures Concerning Meetings

A. Meeting by Telephone. The Board of Directors and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in all conference-call meetings constitutes presence of that person at the meeting. All Americans with Disabilities Act requirements may be met.

B. Notice by Mail, Electronic Mail, or Facsimile. Any notice required or permitted by the Bylaws to be given may be given by mail, electronic mail or facsimile three (3) days prior to the meeting. A person may change his or her address by giving written notice to the Secretary of the Corporation.

C. Meeting by Electronic Mail. Electronic votes may be conducted. Read receipts constitute the number of members present. A quorum must be met.

Section 5. Minutes shall be taken at all meetings.

Article VIII. Offices

Section 1. The principal office of the corporation in the State of Texas shall be located at 400 E. Hopkins, San Marcos, Hays County, Texas 78666.

Section 2. The Board of Directors may change the location of the office of the Corporation by two-thirds vote of the Board of Directors.

Section 3. The President of the Corporation shall be the registered agent during his/her term in office. The President's home address shall be designated as the registered agent's address. It shall be the Secretary's responsibility to fill out all forms regarding the registered agent that is required by the State of Texas.

Section 4. The mailing address of the Corporation is P.O. Box 1806, San Marcos, TX 78667-1806.

Article IX. Financial Policies of the Corporation

Section 1. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies or other depositories in San Marcos, Texas that the Board of Directors may select. The Board of Directors may designate the receiving and investing of funds to appropriate organizations.

Section 2. Approval for an expenditure not budgeted or in excess of budget must have Board approval prior to payment by the Treasurer. If the person deems an expenditure to be an emergency (defined as cannot wait until the next scheduled Board meeting), the person seeking approval must contact the President, immediate Past President, and one of the at-large-Members (whose term expires at the end of the calendar year) to request approval of the expenditure on an emergency basis. If at least two (2) of these three (3) people agree that the expenditure is to be paid and to be paid on emergency, the President will direct the Treasurer to make the expenditure and the President shall bring all information regarding this expenditure to the Board at the next regular meeting to ensure inclusion of the action in the minutes.

Section 3. Conflicts of Interest. The Corporation shall not make any loan to a Director or Officer of the Corporation. A Member, Director, Officer, or Committee Member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligation relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Director, Officer or Committee Member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Section 4. The corporation will use the calendar year as its fiscal year. January 1 through December 31.

Section 5. The Treasurer shall, in early January after all accounts have been reconciled and books closed for the previous year, submit the financial documents (bank statements, checkbooks, payment/reimbursement forms, invoices and receipts) to the President and the two Members-at-large of the Board of Directors whose terms expire at the end of that year. If there is a conflict of interest with the two Members-at-large, the President will appoint a Board member in that capacity for the review. Those members will review the financial documents. The review shall include verification of beginning and ending balances, verify receipts/invoices for all checks written and verify checks and deposits. If the review is unanimously confirmed as being correct, the financial documents will be given to the Board for approval. If the financial review is not unanimously confirmed, the President shall make inquiries of the Treasurer until the review is considered complete. The review should take no more than two weeks. If the Review Committee still recognizes discrepancies, their findings shall be presented to the Board. The approved financial documents will be then returned to the Treasurer who will use the data in these documents to see that the appropriate forms are filed with the appropriate government agencies. The Board will confirm that all forms have been filed as required. The accounts must be audited each time a new Treasurer is elected and a minimum of every five (5) years.

Article X. Parliamentary Procedure

The rules of parliamentary practice in the latest edition of Robert's Rules Of Order shall govern all proceedings of the organization and its Board of Directors, subject to such special rules as have been or may be adopted.

Article XI. Amendments

Section 1. Amendments to these By-laws may be proposed by the Board of Directors, a By-laws committee, or any member.

Section 2. Amendments to these By-laws shall be considered at any Board meeting.

Section 3. All proposed amendments shall be sent in writing to every Board member at least one calendar week (7 days) prior to the Board membership meeting at which they will be considered. E-mail notification shall suffice as written notification.

Section 4. These By-laws may be amended by a two-thirds (2/3) roll-call vote of the Board members present and voting.

Section 5. Any change approved will be incorporated into the by-laws and the revision date noted. These Bylaws were revised in January, 2020, any amendments after this date shall be kept in written form in the Corporation Minute book signed by the President and Secretary and a brief description as to why the Bylaws were amended.

Article XII. Dissolution

Upon dissolution of the corporation, the corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c){3} of the Internal Revenue code of 1954 as the corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.