

Bylaws of the Heritage Association of San Marcos, Inc.

Article I. Purpose of Heritage Association of San Marcos

The Heritage Association of San Marcos is a non-profit organization chartered in 1975 to support the preservation of buildings, historical sites, and archives, as well as to perpetuate traditions that beautify and enrich the community life of San Marcos.

Article II. Membership and Dues

Section I. Membership is open to all individuals interested in furthering 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 fee will be published in the Annual Yearbook. For record-keeping purposes, a member is defined as the name of the individual or household listed on the membership application or renewal. For voting purposes, each application or renewal shall have one (1) vote at the Annual Meeting.

- A. Annual Member is defined as the name of the individual or household listed on the membership application or renewal paying annually.
- B. Life Membership is defined as an individual or household paying the one-time life membership fee, which expires upon the death of the person(s) listed on the original application.
- C. Patron Membership is defined as an individual or household paying the membership fee at the Patron level, which expires upon the death of the person(s) listed on the original application.
- D. Business Membership is defined as a business association paying the applicable fee.
- E. Non-profit Organization or Service Club Membership is defined as a non-profit group paying the applicable fee.
- F. Student Membership is defined as an individual of 12-18 years of age paying the annual fee with the written consent of a parent or guardian.

Section 3. Changes in Membership

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

Article III. Officers and Their Duties

Section 1. The Officers shall be President, President-Elect, Treasurer, Secretary, and Immediate Past President. The Officers 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 begins on January 1st of each year. A term is considered any portion of a fiscal year.

Section 3. Duties

- A. President
 - 1. Calls for and presides at all meetings of the Association, Board of Directors, and the Executive Committee.
 - 2. Sends the agenda to Directors 3-5 days in advance of meetings.
 - 3. Performs other routine business of the Association incidental to the office.
 - 4. Appoints, with Board approval, vacant positions of standing and special committees and special appointments not otherwise provided for.

5. Functions as an ex officio (non-voting) member of all committees except the Nominating Committee.
 6. Votes only in the case of a tie in a vote.
- B. President Elect
1. Works in close cooperation with and for the President and performs all duties of the President in case of the President's absence or inability to serve.
 2. Uses the office as a learning and training time to lead to the office of the President.
 3. Serves as a member of the Finance Committee and of the Membership Committee and may serve as an ex officio member of the Nominating Committee.
 4. Organizes the Annual Meeting.
 5. Selects Heritage Member of the Year and Heritage Community Member of the Year from nominations and presents these awards at the Annual Meeting.
 6. Considers other yearly awards for deserving Heritage Members.
- C. Treasurer
1. Receives all funds of the Association and deposits them to the credit of the Association in a state or national bank, a savings institution, or a financial investment firm in San Marcos.
 2. Disburses funds as directed by the Board and the approved budget.
 3. Renders monthly reports to the Board at least three (3) days prior to a Board meeting.
 4. Handles all financial reporting and oversees all monies of the various committees.
- D. Secretary
1. Records the minutes for all the Association Meetings, the Board of Directors, and the Executive Committee, and performs such other duties as pertain to the office.
 2. Distributes minutes via mail, email, or facsimile to each Board member within one week after the Meeting, including supporting documents for members not present.
 3. Keeps records of attendance at Board Meetings. Any member with more than four (4) unexcused absences will be subject to removal. Notice will be sent to the President, who will have five (5) days to notify the nominating committee to make recommendations.
 4. Maintains yearly Board Meeting, Executive Board, and any committee meeting minutes or reports, and delivers a copy to the San Marcos Public Library Archives.
 5. Maintains the official copy of the Association By-laws.
- E. Immediate Past President
1. Chairs the Past Presidents Advisory Council, consisting of any Association past presidents holding a current membership.
 2. Researches and recommends Landmark Awards to the Board.
- F. Executive Committee
1. Consists of the President, President-Elect, Treasurer, Secretary, and Immediate Past President, with a majority constituting a quorum.
 2. Convenes Special Board Meetings in between regular Board Meetings on topics that require immediate discussion and/or action before the next Board meeting.
 3. Provides 24-hour notice of Special Board Meetings to all Executive Committee members.
 4. Reports any action taken at the next regularly scheduled Board meeting.

Article IV. Board of Directors

Section 1. The Board of Directors, referred to as the Board, consists of currently filled Officers, Standing Committee Chairs (Communications, Guild, Membership, Merriman Cabin, Riverwalk, Tour of Homes, Preservation Advocacy), and four (4) Members at Large elected at large to serve two-year terms.

Section 2. Voting and Quorum

- A. A quorum consists of the currently filled Officers, Standing Committee Chairs, and Members at Large, whether present or not.
- B. Officers, Standing Committees Chairs, and Members at Large have voting rights. If the Chair is unable to attend, a designated delegate in attendance will count for quorum and voting.
- C. Honorary Lifetime members of the Board may vote but are not counted as part of the quorum.

Section 3. Vacancies:

Shall be filled by the Board of Directors with the assistance of the Nominating Committee, if requested.

Section 4. Duties

- A. Adopts and amends the Bylaws for the governance of the Association consistent with the Articles of Incorporation.
- B. Provides the creation and appointment of all standing, special or ad hoc committees, except for the Nominating Committee, and prescribes their powers and duties.
- C. Supervises the finances and business of the Association and the carrying out of the purposes of the Association through its various Officers and committees.
- D. Controls the routine business and affairs of the Association in the interim between meetings of the Association.

Article V. 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 III, Section 1 of these Bylaws and Directors, as described in Article IV, Section 1 of these Bylaws, except for the Guild Chair, and two members of the Nominating Committee. See Article VII. Standing Committees and Their Duties, Section 7.

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 an active 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 proposed slate 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 a vote of three-fourths (3/4) at a regular meeting. This action must be on the agenda where action will be considered.

Section 7. Unfilled Director positions are appointed by the Board of Directors with the assistance of the Nominating Committee if requested.

Section 8. No Director is allowed to occupy more than one (1) Director position.

Article VI. Members at Large

Section 1. Consists of four (4) Board members to serve two-year terms; two (2) Directors are replaced every two (2) years.

Section 2. Each Director participates actively in one (1) standing or special committee.

Article VII. Standing Committees and Their Duties

Each committee shall have a Chair and a Vice-Chair (or Chair-Elect). 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. Committee Chairs shall attend Board meetings or submit written reports to the President as requested by the President. Chairs submit invoices of expenses within the Committee budget to the Treasurer and request Board approval of expenses not within the Committee budget.

Section 1. Communications Committee

- A. Publicizes meetings and activities of the Association through various channels such as news media, the website, and other Internet options as available.
- B. Disseminates information in coordination with the chairs of Association Committees.

- C. Includes the Membership and Newsletter Chairs and the Website Administrator.
- D. Maintains a presence on the Internet to include a website and other forms of communication to enhance the Association's visibility.

Section 2. Guild Committee

- A. The Officers shall be Chair, Vice-Chair, Secretary, Historian/Archivist, and Luncheon Organizer. They shall perform the duties of the respective offices as outlined by the Guild. Committee officers elected by the Guild.
- B. Conducts its business under its own rules of procedure, such rules not to conflict with the By-Laws of The Heritage Association of San Marcos.
- C. Coordinates and supports ongoing Guild and Association projects and events.
- D. The Chair reports on Guild activity to the Board at the monthly meetings.
- E. Acquires, receives, and evaluates items for the Charles S. Cock House, such as documents, mementos, furnishings, and equipment.
- F. Maintains a written inventory of all acquisitions. An inventory will be given to the Board upon request.
- G. Preserves, restores, repairs, cleans, and cares for all Cock House items and furnishings.

Section 3. Tour of Homes Committee

- A. The Chair appoints and oversees all Home Tour committees for the annual May tour.
- B. The Chair submits reports at the monthly Board meetings, assembles the final report on the annual tour, and serves as advisor to the Committee Chair the following year.

Section 4. Membership Committee

- A. Secures renewals and recruits new members.
- B. Conducts annual membership drive and organizes events for recruitment.
- C. Serves on the Yearbook Committee.

Section 5. Merriman Cabin Committee

- A. Acquires and evaluates offered gifts, documents, mementos, and furnishings for the Cabin and recommends action to the Board.
- B. Maintains a written inventory of all acquisitions and submits it to the Board upon request.
- C. Preserves, restores, repairs, cleans, and cares for all inventoried properties.
- D. Coordinates educational projects and tours

Section 6. Preservation Advocacy Committee

Consists of the chair and four (4) other members, with at least one member living outside the Heritage Neighborhood as defined by the City.

- A. Considers preservation issues that come before the Board.
- B. Recommends policies, directives, and community involvement on preservation issues.
- C. Committee Chair attends the San Marcos Historic Preservation Commission meetings.

Section 7. Riverwalk Committee

- A. Continues the legacy of the San Marcos River Beautification Corporation to bring about beauty along the river.
- B. Coordinates with the City and the Parks and Recreation Department to improve, preserve, and maintain the Riverwalk, Memorial Grove, Veramendi Park Plaza, and grounds of the Charles S. Cock Hose Museum and Merriman Cabin.
- C. Plans and carries out Memorial Grove Planting/Arbor Day Celebration and the Veramendi Plaza Award, which includes selecting the recipient(s) according to the criteria listed in the yearbook.
- D. Coordinates with the City for landscaping additions (trees, flower beds, etc.) within the park and along the Riverwalk.

Article VIII. Special Committees and Their Duties

Special Committee chairs do not vote and do not count towards the quorum. Special Committee chairs are recommended by the Nominating Committee and appointed by the Board.

Section 1. Awards Committees

A. Landmark Awards

Will be the responsibility of the Immediate Past President.

1. Recognizes preservation and/or restoration of residential and commercial buildings, markers, and historical sites at least seventy-five (75) years old.
2. Annually select up to four (4) residential or commercial building(s).
3. Preservation and/or restoration must have been completed in the past three (3) years.

B. Membership Awards

Awards selected from nominations by the President-Elect and presented at the Annual Meeting by the President-Elect.

1. The Heritage Member of the year is nominated and selected from the Membership.
2. The Community Volunteer of the year is nominated and selected from the Membership.

Section 2. By-Laws Committee

- A. Ensures By-laws are compiled, and an official copy is kept by the Secretary.
- B. Considers amendments suggested by any Member and submits recommendations to the Board at any meeting.
- C. Reviews the By-laws annually and makes recommendations for change to the Board.
- D. Keeps a record of any By-law changes throughout the year.

Section 3. Finance Committee

- A. 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.
- B. Includes Treasurer as a member.
- C. Receives proposed budgets from Committee Chairs by January 15.
- D. Submits proposed yearly budget to the Board by the February Board meeting.
- E. Receives Chair authorized invoices for payments included in the budget.
- F. Submits to the Board for approval expenses greater than the Committee's budget.

Section 4. Historian/Archivist

- A. Keeps a copy as Historian of the inventory of the Charles S. Cock House Museum and the Merriman Cabin, updating the records as needed in the copies held in the Museum, Cabin and the Library.
- B. Maintains the scrapbook, documents and annually files historical items of the Association as appropriate with the San Marcos Public Library.

Section 5. Membership Committee

- A. Secures renewals and recruits new members.
- B. Conducts annual membership drive and organizes events for recruitment.
- C. Serves on the Yearbook Committee.

Section 6. Nominating Committee

Consists of two (2) Association Members chosen by the Board from its own members at the July Board meeting and three (3) Association Members elected by the Association membership at the Annual Meeting. The President-Elect may serve as an ex officio member.

- A. 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.
- B. 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 Association membership. The proposed slate shall be presented at the Annual Meeting for election by the membership.

Section 7. Oral History Committee

- A. Conducts an ongoing 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.

- B. Transfers histories in appropriate media to the San Marcos City Library Archives.
- C. Keeps one permanent copy for the Association and makes other copies available to the public.

Section 8. Sponsorship Committee.

- A. Seeks and secures financial sponsorships for Association events and activities.
- B. Conducts a yearly campaign for sponsorships from August to December for the upcoming year.
- C. The Chair works closely with other committees to assess their needs.

Section 9. Yearbook Committee

- A. Collects calendar of events, dates, and information for meetings and activities for the ensuing year from officers and committee chairs for inclusion in the yearbook.
- B. Coordinates with a member of the previous Membership Committee to provide continuity in the development of the current membership list to assist in preparing the yearbook.
- C. Arranges for the publication and dissemination of the Yearbook no later than February 15.

Article IX. Ad Hoc Committees and Appointees

Section 1. Ad Hoc Committees

The Board of Directors can appoint Ad hoc committees as may be necessary to carry out the work of the organization. Ad Hoc committees do not have voting rights and do not count for any quorum.

Section 2. Appointees: The President appoints the following who do not have voting rights and do not count for any quorum.

- A. Parliamentarian: Attends all Board Meetings and the Annual Dinner. Monitors business meetings in accordance with Robert's Rules of Order, subject to special rules adopted by the Board.
- B. Benevolence: Receives notices of serious illnesses and deaths of Association Members and writes notes of condolence. Notifies the Board and recommends appropriate action that may be needed, such as flowers and/or memorials.
- C. Newsletter Editor: Composes Association news for quarterly distribution by mail or email to Members.
- D. Web Administrator: Maintains and updates the Association website.

Article X. Meetings

Section 1. Membership Meetings

- A. Annual Meeting shall be held in the fall and organized by the President-Elect.
- B. Members to be notified not less than fourteen (14) days in advance with a "Save the Date" notice sent thirty (30) days in advance.
- C. Heritage Member of the Year and Heritage Community Volunteer of the Year awards announced and presented by the President-Elect.
- D. Veramendi Plaza Award announced and presented by the Riverwalk Committee.
- E. Slate for Officers, Members at Large, and Standing Committee Chairs presented with nominations from the floor accepted.
- F. Majority vote of Members present elects the Slate. Members present shall constitute a quorum.

Section 2. Board Meetings

- A. Meetings shall meet monthly, unless determined otherwise, to transact the business of the Association.
- B. Agendas shall be sent to Board Members at least 3 days in advance.
- C. 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 (Association Officers) 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 action must be taken prior to the next Board meeting and
 - 2. A 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 or Videoconferencing. Meetings may be conducted by telephone or video conferencing if conditions warrant, and participation in these meetings constitutes the presence of that person at the meeting. All Americans with Disabilities Act requirements should be met.
- B. 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 XI. Offices

Section 1. The principal office of the Association is 400 E Hopkins, San Marcos, TX 78666.

Section 2. The Board of Directors may change the location of the office of the Association by a two-thirds (2/3) vote.

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

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

Section 5. The Association website is www.heritagesanmarcos.org.

Article XII. Financial Policies of the Association

Section 1. All funds of the Association shall be deposited to the credit of the Association 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 the budget must be submitted to the President for Board approval at the following meeting 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 Association shall not make any loan to a Director or Officer of the Corporation. A Member, Director, Officer, or Committee Member of the Association may lend money to and otherwise transact business with the Association except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Association has the same rights and obligations relating to those matters as other persons transacting business with the Association. The Association shall not borrow money from or otherwise transact business with a Member, Director, Officer, or Committee Member of the Association without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person who has a personal interest in the transaction.

Section 4. The Association 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 then be 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 XIII. 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 XIV. By-laws and Amendments

Section 1. An official copy of the Association By-laws is kept by the Secretary.

Section 2. Amendments

- A. By-laws amendments may be proposed by the Board of Directors, a By-laws Committee, or any member. Amendments may be considered at any Board Meeting provided written notification (including email notification) is sent to every Board member at least one (1) calendar week (7 days) prior to the Board Meeting at which they will be considered. E-mail notification shall suffice as written notification.
- B. By-laws may be amended by a two-thirds (2/3) roll-call vote of the Board members present and voting.
- C. Any change approved shall be incorporated into the By-laws and the revision date noted.
- D. A brief explanation of why the By-laws were amended shall be kept in written form in the Association Minute book signed by the President and Secretary.
- E. Current By-laws are published in the Yearbook and on the website. These bylaws were revised in December 2025.
- F. Changes made after such publication are kept in written form in the Corporation Minute book, signed and dated by the President and Secretary, and a brief explanation of why the by-laws were amended.

Article XIV. 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 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.

Definition of Terms

Board = Board of Directors Directors = Board of Directors

Board is the entity and Directors are the members.

Members = Association Members

Association = Heritage of San Marcos Association

Corporation = Articles of Incorporation governing the Association