

BYLAWS
STONE MOUNTAIN HISTORIC SOCIETY, INC.

ARTICLE I. NAME

The name of this organization shall be the Stone Mountain Historic Society, Inc. (SMHS)

ARTICLE II. PURPOSE

The purpose of this organization shall be outlined in its mission statement: The mission of the Stone Mountain Historic Society, Inc. is to promote public interest in the preservation of historic buildings and sites, and to collect, interpret and preserve the unique heritage of Stone Mountain and its environs.

ARTICLE III. MEMBERSHIP

Section 1. Membership shall be open to any person, corporation, firm or institution upon payment of dues. The Board is responsible for setting membership dues. Dues are payable at the beginning of each fiscal year.

Section 2. There shall be the following categories of membership:

- a. Founding Members. This type of membership was available until December 31, 1997, with initial annual dues of \$150.00, After January 1, 1998, general membership dues shall apply to Founding Members.
- b. Student (High School or College).
- c. Senior Citizen (65 or older).
- d. Individual Membership.
- e. Family Membership.
- f. Organizational Membership (*offered to clubs and organizations with 501(c)(3) tax-exempt status*).
- g. Corporate Membership. .

Section 3. Joint membership with the DeKalb History Center is also offered as an option with the following four categories of membership:

- a. Student (High School or College).
- b. Senior Citizen (65 or older).
- c. Individual Membership.
- d. Family Membership.

ARTICLE IV. OFFICERS

- Section 1. The officers of this organization shall be a President, First Vice President, Second Vice President, Third Vice President, Treasurer and Secretary.
- Section 2. Officers of this organization shall be elected for a period of two years.
- Section 3. A nominating committee shall be appointed at the July meeting prior to the expiration of the Officers' two year terms. They will compile a slate of officers to be presented and voted on at the October meeting.
- Section 4. Officers will be elected and installed at the October meeting.
- Section 5. Officers will assume all duties at the January meeting.

ARTICLE V. DUTIES OF OFFICERS

- Section 1. The President – The President shall be the chief executive officer of the organization and perform all duties incident to the office. The President shall appoint the chairperson of all committees and shall be ex officio member with the exception of the nominating committee.
- Section 2. The First Vice President – The First Vice President shall perform the duties of the President in his/her absence, inability to serve or resignation. The First Vice President shall serve as Program Chairman of the organization.
- Section 3. The Second Vice President – The Second Vice President shall serve as Membership Chairman of the organization.
- Section 4. The Third Vice President – The Third Vice President shall serve as Wells-Brown House Chairman of the organization. The responsibilities include coordinating all activities for the House and grounds; i.e., inside and outside repairs and maintenance, use of the house, etc.
- Section 5. The Treasurer – The Treasurer shall be responsible for keeping an accurate record of all financial affairs of the organization and shall have the books audited at the end of the fiscal year. The Treasurer shall send annual dues notices.
- Section 6. The Secretary – The Secretary shall be responsible for keeping records of meetings of the organization, conduct the correspondence of the organization and send written notices of meetings.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number, Election and Term. The Board of Directors shall consist of the elected officers and five appointed members. These appointees will serve two-year terms. The President may appoint any member to fill an unexpired term.

Section 2. Powers. Except as otherwise provided by any legal agreement among members, the property, affairs and business of the Society shall be managed and directed by its Board of Directors, which may exercise all powers of the Society and do all lawful acts and things which are not by law, by any legal agreement among members, by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

ARTICLE VII. MEETINGS

There shall be quarterly meetings of the members of this organization held on the fourth Thursday of the following months: January, April, July and October, at 7:00 pm, at a place to be designated by the Officers.

The Executive Board shall meet prior to the quarterly meetings.

Special meetings shall be called as deemed necessary.

ARTICLE VIII. FISCAL YEAR

The fiscal year of this organization shall begin on January 1 and end on December 31.

ARTICLE IX. FUNDS

The Executive Board shall approve all fund raising activities. Proceeds from fund raising shall be used for the purpose of this organization as described in these bylaws.

ARTICLE X. DISSOLUTION

Upon dissolution of the corporation, after payment of all debts, no part of the remaining assets may be distributed to any trustee, officer or member of the corporation but shall be distributed to the DeKalb Historical Society, or if that entity is no longer in existence or refuses any part of remaining assets, they shall be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or to the United States, State of Georgia, or local government, for a public purpose.

ARTICLE XI. AMENDMENTS AND APPROVAL

The Board of Directors shall have the power to alter, amend or repeal the bylaws or adopt new bylaws by majority vote of all of the directors, but any bylaws adopted by the Board of Directors may be altered, amended or repealed and new bylaws adopted by the members present at any quarterly or special meeting of the Society's membership.

ARTICLE XII. PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern in all cases in which they are applicable.

Corrected and Amended
April 2003

Amended
June 2003

Amended
January 2006

Amended
January 2011

Changes and corrections made to Bylaws June 2003

Grammatical inconsistencies have been corrected in a few areas but are not noted in detail here.

TITLE, ARTICLE I and ARTICLE II: Correct spelling in name. Historicalal should be Historic.

ARTICLE II. PURPOSE: Insert “to promote public interest in the preservation of historic buildings and sites, and”

ARTICLE III. MEMBERSHIP:

- Section 2.a. Reword text. Delete: “These members shall have the right to vote on any action taken by the Society.” [Voting rights covered in Article XI.]
- Section 2.b. Reword first sentence, add amount of annual dues. Delete last sentence: “These members shall have the right to vote on any action taken by the Society.” [Voting rights covered in Article XI.]
- Add Sections 2.c. through 2.e. covering family, organizational and corporate memberships with dues schedule.

ARTICLE IV. OFFICERS: No changes

ARTICLE V. DUTIES OF OFFICERS: No changes

ARTICLE VI. BOARD OF DIRECTORS:

- Label current text as “Section 1. Number, Election and Term.” delete “initial” and “founding”.
- Add “Section 2. Powers. Except as otherwise provided by any legal agreement among members, the property, affairs and business of the Society shall be managed and directed by its Board of Directors, which may exercise all powers of the Society and do all lawful acts and things which are not by law, by any legal agreement among members, by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.”

ARTICLE VII. MEMBERS: after quarterly meetings of . . . add “the members”

ARTICLE VIII. FISCAL YEAR No change

ARTICLE IX. FUNDS No Change

ARTICLE X. DISSOLUTION (NEW ADDITION. Per IRS Pub 557 a dissolution clause should be in Bylaws)

Current Article X becomes

ARTICLE XI. AMENDMENTS AND APPROVAL. Delete current text and insert that used by DHS.

Current Article XI becomes

ARTICLE XII. PARLIAMENTARY PROCEDURE. No change

Changes made to Bylaws January 2006

ARTICLE III. MEMBERSHIP

Annual dues raised effective 1/1/06:

- Individual Membership from \$5.00 to \$25.00
- Family Membership from \$10.00 to \$35.00
- No change to Organizational and Corporate membership dues – they remain \$25 and \$100 respectively.

Changes made to Bylaws January 2011

ARTICLE III. MEMBERSHIP

Section 2: The price of the dues for each category was omitted.

Two new membership categories added:

- Student (High School or College)
- Senior Citizen (65 or older)

Section 3: Section 3 added, covering optional joint membership in SMHS and the DeKalb History Center. The following four categories are offered:

- Student (High School or College).
- Senior Citizen (65 or older).
- Individual Membership.
- Family Membership.

ARTICLE IV. OFFICERS

Section 1. A Third Vice President position is added and will serve as Wells-Brown House Chairman.

ARTICLE V. DUTIES OF OFFICERS -- Current Sections 4 and 5 become Sections 5 and 6 respectively, and a new Section 4 is inserted.

Section 4. New position of Third Vice President is added and duties are defined.