

Bylaws for the Lower Altamaha Historical Society, Inc.
(amended April 16, 1981, April 21, 2005, April 17, 2014, May 16, 2024)

MISSION STATEMENT - To preserve and disseminate the history of McIntosh County.

Article I – MEMBERSHIP

Section 1: All members of the Lower Altamaha Historical Society, Inc. shall, by virtue of their membership, be entitled to and shall be members of this Corporation. Upon termination of such membership for any reason, they shall automatically cease to be a member of this Corporation.

Section 2: The Board of Directors shall have the authority to determine membership classifications and the requirements for admission to the various classifications.

Section 3: The Secretary of the Corporation shall keep an up-to-date roster of the members of the Corporation, which shall be available for inspection by any member at all reasonable times.

Article II – MEETINGS

Section 1: The Annual Meeting of the Corporation shall be held in McIntosh County, Georgia, at such time and place as may be designated by the Board of Directors.

Section 2: Fifteen (15) members shall constitute a quorum at all business meetings, except as otherwise provided by law. Program meetings may not be considered business meetings unless noticed as per Section 4, Article II. If less than a quorum is present at any proposed business meeting, those members present shall have the authority to adjourn the meeting from time to time without notice other than announcement at such proposed business meeting until a quorum of members shall be present.

Section 3: Regular meeting notice shall be made by the Secretary to every member of record at such address as is indicated upon the records of the Corporation not less than five (5) days prior to said meeting.

Section 4: Special or called meetings may be held upon call of the President or any three (3) Directors or Officers or any seven (7) members. They shall be held in McIntosh County, Georgia, after at least five (5) days written notice to each member. Such notice shall state the purpose of the meeting. Business transactions at all such meetings shall be limited to the agenda items stated in the call unless such requirement is waived by the unanimous vote of a quorum present.

Section 5: Each ~~adult~~ member of the Corporation shall be entitled to one (1) vote upon all questions and motions arising at any special or regular meeting.

Article III – DIRECTORS

Section 1: The Board of Directors of the Corporation shall consist of not more than eleven (11) nor less than nine (9) members as shall be decided by the members, except that the elected officers herein after referred to shall serve ex officio as Directors in addition to the number herein specified. Board members shall be elected on a staggered annual basis with a term of two (2) years not to exceed three (3) consecutive terms.

All elections shall be decided by a majority (50% plus one) of present members.

Section 2: The Board of Directors shall direct and supervise the management and operation of the Corporation. It shall regulate and attend to all internal affairs of the Corporation, shall make such arrangement for carrying on the business as it shall deem appropriate, and shall further exercise all powers authorized now or hereafter by law to Directors and not required to be exercised by members.

Section 3: Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as shall from time to time be determined by the Board. Special or called meetings may be called by the President or Secretary or any three (3) Directors by giving reasonable notice to each Director.

Section 4: An Advisory Board may be established by the Board of Directors. Advisory Board members will be non-voting, and meetings will be scheduled as needed.

Article IV – OFFICERS

Section 1: The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such officers as the membership may deem advisable.

Section 2: At the annual meeting as set by the Board of Directors, the officers shall be elected by the membership from the list of members in good standing. The term of each officer shall be for two (2) years and until a successor is designated. The terms shall be staggered, with a President and Vice President being elected in the even-numbered years and a Secretary and a Treasurer being elected in the odd-numbered years. Each of said officers shall serve as and have all powers and privileges of a director during their respective terms of office. In the event a vacancy occurs, the Board of Directors, by majority vote, shall fill the vacancy for the unexpired term.

Section 3: The President of the Corporation shall be the chief executive officer. They shall preside at all meetings of members and directors and shall be responsible for all orders and resolutions adopted by the membership and Board of Directors. They shall appoint such committees as they deem advisable for such purposes as will best serve the interests of the Corporation.

Section 4: The Vice President shall act in all absences or incapacity of the President. They shall serve on such committees and perform such duties as shall be directed by the President and Board.

Section 5: The Secretary shall keep accurate written minutes of all proceedings; shall keep and maintain an accurate list of all current members of the Corporation; shall issue all required notices to the membership; shall maintain Conflict of Interest statements annually; shall be the custodian of the corporate seal and shall attest the official signature of the Corporation whenever the same is necessary or required.

Section 6: The Treasurer shall perform the normal duties of a treasurer. The fiscal year and the membership year shall run from January 1 to December 31. The Treasurer shall present the annual budget to the membership for approval at the Annual Meeting. The Treasurer shall ensure financial processes are in alignment with IRS 501c3 requirements.

Article V – NET EARNINGS

Section 1: No member of this Corporation shall be entitled to any portion of the net earnings of the Corporation. Said net earnings shall not enure to the benefit of any private person and shall be held and used only for the stated objectives of the Corporation; however, the Corporation may pay a member for services rendered to it.

Article VI – CONTRACTS

Section 1: All contracts shall be approved by the Board of Directors, and no loans or advances shall be made by or to said Corporation without the authority of the Board of Directors, and no legal document whatsoever shall be executed upon behalf of the Corporation except upon the authority of the Board of Directors.

Article VII – AMENDMENTS

Section 1: These Bylaws may be altered or amended, and additional Bylaws adopted by a majority vote at any Annual Meeting of members or at any special meeting of members if in the notice of which meeting the proposed amendment or new Bylaws shall be set forth verbatim.

Attachments: Conflict of Interest Statement