

**Proposed changes (sections are in italics and specifics are highlighted) to the Bylaws
of COLUMBUS HISTORICAL PRESERVATION TRUST, Inc.**

ARTICLE 1: NAME

The name of the organization will be **Columbus Historical Preservation Trust, Inc.**

The name of the organization will be Columbus Historical Preservation Trust, Inc. hereafter referred to as CHPT.

ARTICLE 2: OBJECT

The object or purpose will be the same as set out in Article #4 of the Articles of Incorporation.

ARTICLE 3: MEMBERSHIP

The membership will be composed of adult persons who are interested in supporting the object or purpose of the organization. Membership levels are as follows: Active (individual), Benefactor, and Patron/Corporate. Each member is entitled to one vote. Annual membership dues must be paid by May 1 in order to vote at the General Membership Meeting on the last Wednesday of June each year. Members must be present to vote.

The membership will be comprised of adult persons who are interested in supporting the objective or purpose of the organization. Membership levels are as follows: Individual, Couple, Benefactor, and Patron/Corporate. Each member is entitled to one vote. Annual membership dues must be paid by May 1 in order to vote at the General Membership Meeting in June each year. Members must be present to vote.

ARTICLE 4: DIRECTORS

There will be fifteen (15) directors elected by the voting membership. The term of the directors will be three (3) years and election so staggered that (five) 5 new directors will be elected each year. A director may not succeed himself if such has served (two) 2 consecutive three (3)-year terms as a director. The directors will be

directly responsible to the membership for the conduct to Columbus Historical Preservation Trust, Inc. The Board of Directors will have the authority to appoint a new director to fill the expired term of any director who resigns or who misses three (3) consecutive meetings.

Board of Directors - There will be **nine (9)** directors elected from its membership. The term of the directors will be three (3) years and election so staggered that three (3) new directors will be elected each year. A director may not succeed himself if such has served two (2) consecutive three (3)-year terms as a director. The directors will be directly responsible to the membership of **CHPT**. The Board of Directors will have the authority to appoint a new director to fill the expired term of any director who resigns or who exhibits a pattern of nonattendance as defined by The Board of Directors.

Executive Director – The Executive Director will work directly with the Board, serve as liaison with the community, and perform all other duties as required by the Directors. This position is a nonvoting member of the Board and is filled at the discretion of the Board.

Magnolia Belle Director – The Belle Director will oversee the Magnolia Belle Program. This includes but is not inclusive of orientation, communication (with girls/parents and community), scholarship program, volunteer schedule, recordkeeping, and senior presentation. This person may or may not be a member of the Board of Directors and is a nonvoting member of the Board.

Director of Licensing – The Licensing Director is responsible for keeping current all required licenses. This includes alcohol and any other required a license as deemed necessary by the Board. This person may or may not be a member of the Board of Directors and is a nonvoting member of the Board.

ARTICLE 5:

OFFICERS

The officers will be elected each year by the Board of Directors from its membership. Officers will be the incumbent Executive Director, the President, the First Vice-President, the Second Vice-President, the Secretary and the Treasurer and each will serve one (1) year unless re-elected but will not serve over three (3) consecutive years. The Secretary and the Treasurer may be combined into one (1) office. The incumbent

Executive Director, the Secretary and the Treasurer may be selected from the membership, and are not required to be members of the Board of Directors. Term limits do not apply to the Secretary/Treasurer.

The officers will be elected each year by the Board of Directors from its membership. Officers will be elected at the Monthly Meeting in June and will take office immediately. Officers will be the President, the Vice-President, the Secretary and the Treasurer. The Secretary and the Treasurer may be selected from the membership, and are not required to be members of the Board of Directors

ARTICLE 6: DUTIES OF OFFICERS

The officers will perform their duties prescribed by the Bylaws and the Articles of Incorporation and will report and be responsible to the Directors.

The incumbent Executive Director will oversee the everyday workings of the organization, oversee the maintenance of CHPT properties, work directly with the President and the Secretary/Treasurer, serve as liaison with the community, and perform all other duties as required by the Directors.

The President will preside over all meetings, have general supervision of the organization, appoint all committee chairmen and perform all other duties as required by the Directors, to include representing Columbus Historical Preservation Trust, Inc. at functions as they arise. \$200.00 will be designated for the purchase of a framed color photograph of the President to be displayed in the Stafford Opera House.

The First Vice-President will, in the absence or inability of the President, perform the duties of that office.

The Second Vice-President will, in the absence or inability of the First-Vice President, perform the duties of that office.

The Secretary and/or Treasurer will receive and disburse all funds at the order of the President, will keep all receipts of disbursements, and will prepare written reports for the President and the Directors when required. It will be the duty of this office to prepare pertinent information for the filing of annual tax returns.

The officers will perform their duties prescribed by these Bylaws and the Articles of Incorporation and will report and be responsible to the Directors. These duties include but are not inclusive to meeting participation, maintaining communication with the Board and community, supporting CHPT initiatives, and following through on commitments.

The President will set the agenda and preside over all meetings, have general supervision of the organization, appoint in conjunction with the Vice President all committee chairs and perform all other duties as required by the Directors, including representing CHPT at functions as they arise.

The Vice-President will, in the absence or inability of the President, perform the duties of that office. It is the responsibility of the Vice President to oversee committees.

The Secretary will record and distribute minutes for Board approval and archival retention as well as maintain a list of organizational contacts and the terms of director appointments.

The Treasurer will receive and disburse all funds at the order of the President, will keep all receipts of disbursements, and will prepare written reports for the President and the Directors when required. It will be the duty of this office to prepare pertinent information for the filing of annual tax returns and insure document access.

ARTICLE 7: MEETINGS

At the April meeting of the Board of Directors the President will appoint a Nomination Committee for the purpose of submitting a slate of eligible Directors and the Annual Meeting in June. Nominations may be accepted from the floor if the person nominated has agreed to serve as a member of the Board of Directors.

The annual meeting of the membership will be on the last Wednesday of June when five (5) directors are elected and all matters pertinent to the organization will be discussed.

The officers elected at each annual meeting will take office immediately upon election on the last Wednesday in June.

The year will run from the last Wednesday in June until the following year on that same date.

The Board of Directors will meet on the last Wednesday of each month, excluding July and August. Special meetings may be called by the President when necessary.

Directors' meetings will be open to the general membership of Columbus Historical Preservation Trust, Inc. Anyone having specific business to discuss with the

Board of Directors will notify the President of his intention to appear ten (10) days before the regularly scheduled meeting. An Agenda for each meeting will be mailed to each Director at least three (3) days before the scheduled meeting.

Meetings of Committee Chairmen will be called by the President or a majority of the Directors.

Monthly Meeting – *The Board of Directors will meet monthly, excluding July and August. The date of each monthly meeting will be determined each year by the Board of Directors at the June meeting. Monthly meetings will be open to the general membership of Columbus Historical Preservation Trust, Inc. Anyone having specific business to discuss with the Board of Directors will notify the President of intention to appear ten (10) days before the regularly scheduled meeting. An Agenda for each meeting will be sent to each Director at least three (3) days before the scheduled meeting.*

At the April meeting of the Board of Directors the President will appoint a Nomination Committee for the purpose of submitting a slate of eligible Directors at the General Meeting in June.

Annual Meeting – *The Annual Meeting will take place in June. During the meeting of the general membership new directors will be elected (Nominations may be accepted from the floor if the person nominated has agreed to serve as a member of the Board of Directors.) and all matters pertinent to the organization will be discussed. A year in review will be presented and future plans will be introduced.*

Committee Meetings – *Meetings of the Committee Chair will be called as needed by the Vice President or a majority of the Directors. Committee meetings will be called as needed by the Committee Chair.*

Ad Hoc Meetings – *Special meetings may be called by the President when necessary.*

ARTICLE 8:

DUES

Membership dues will be assessed yearly. Membership levels are as follows: Active (individual), Benefactor, and Patron/Corporate. Amounts of each level will be determined by the Board of Directors and reviewed on an as need basis.

ARTICLE 9:

AMENDMENTS

The Bylaws will be amended at the annual membership meeting provided a copy of the proposed amendment has been mailed to each voting member 10 days before the meeting. A two-thirds majority of the membership present will be needed to pass the amendment.

The Bylaws will be amended at the annual general membership meeting provided a copy of the proposed amendment has been sent to each voting member five (5) days before the meeting. A two-thirds majority of the membership present will be needed to pass the amendment.

The bylaws may also be amended at a special or called meeting of the membership provided the members have been notified in writing of the purpose and nature of the proposed amendment ten (10) days in advance of such meeting.

ARTICLE 10:

QUORUM

A quorum will consist of six (6) members of the general membership and will be necessary for any business transition.

ARTICLE 10:

CONDUCTING BUSINESS

Quorum - A quorum at a directors' meeting will consist of five (5) members of the board of directors and will be necessary for any business transaction.

Attendance – Attendance at a meeting can occur in person, by phone, or virtually except at the Annual General Meeting.

Voting – In the event a quorum is not possible, discussion and voting by email will be sufficient. Circumstance includes but is not inclusive to time sensitive material or when a vote by the entire Board of Directors is preferable.

Organizational Year - The year will run from the last meeting in June until the following year on that same date.