

Heritage Association of Frisco, Inc.

BYLAWS

ARTICLE I

Name

HERITAGE ASSOCIATION OF FRISCO, INC.
Hereto known as the "Association" or "HAF".

ARTICLE II

Principle Office

The Association shall establish and maintain a principle office within the Heritage Museum or complex at Frisco Junction.

ARTICLE III

Organization

This is a nonprofit, 501 (C) (3) corporation. The period of duration is perpetual. The Association shall be operated as a nonprofit educational corporation under the laws of the State of Texas. No part of the net earnings shall inure to the benefit of any private individual.

ARTICLE IV

Objectives

The Objectives of the Association shall be:

Section 1: To encourage and take a leadership role in the preservation of the historical, cultural, ethnic and artistic places, artifacts, people and events that shaped the history of Frisco, Texas and the surrounding counties and region of North Texas.

Section 2: To encourage careful and accurate research into the history of Frisco, Texas and the surrounding counties and region of North Texas.

Section 3: To provide and act as a lead agent for the dissemination of knowledge of the heritage of Frisco, Texas, the surrounding counties and the region of North Texas.

Section 4: To provide and operate a suitable place(s) to house and showcase the artifacts, history, practices and culture of the region, disseminating information for the benefit of all interested parties, backgrounds and ethnicities for research & educational purposes.

ARTICLE V Membership

Section 1: Membership is open to any person who is interested in the preservation of Frisco history, that of the surrounding counties and North Texas region.

Section 2: A member is defined as one whose dues are current and has not been suspended in accordance with Article XII Section 1 or 2.

Section 3: Membership categories and fees shall be set by the Board of Directors. Membership category examples may include:

- Individual
- Family
- Business

Section 4: Voting – Rights for voting purposes will be assigned as follows:

- Individual Membership – One Vote per member in good standing
- Family – Two votes for a family in good standing
- Business – One vote for assigned Member of Company in good standing

Section 5: The members in all categories will be eligible for full participation in all Association activities and officer positions with the exception of Article VII, Section 2.

ARTICLE VI Meetings

Section 1: General membership meetings shall be held on a monthly basis at a regular, scheduled location with the goal of 9 monthly meetings in a calendar year.

Section 2: Special meetings may be held at the call of the President for the purpose of Association business that cannot be normally conducted at a general membership meeting.

Section 3: Executive sessions and board meetings may be held at the call of the President on a cadence necessary to address the on-going needs and operation of the Association.

Section 4: An annual meeting shall be held, with a goal of aligning with a historic event, activity or recognition of a local, regional or national significance where major committees can report on their activities and a program of historical significance can be held.

Section 5: Meeting dates and times shall be set by the Board of Directors. The Board of Directors "Board" assignments are defined in Article VII "Officers" and in Article VIII Board of Directors.

Section 6: At all general membership or special meetings, 50% of the elected officers and 10% of the membership shall constitute a quorum for the transaction of all business. A quorum for an Executive Committee or Board of Directors meeting shall be 65% (2/3rds) of the members.

Section 7: Each general member shall be entitled to one vote on all matters. All procedural matters, except Bylaw revisions, presented at a meeting shall be decided by a simple majority vote of the members present at the meeting. Amendments to the Bylaws may be effected only by a two-thirds favorable vote of the total membership in attendance for a scheduled meeting.

ARTICLE VII

Officers

Section 1: The officers of the Association, hereto known as the "Executive Committee" shall consist of:

- President
- Vice President
- Secretary
- Treasurer

Section 2: No member may hold multiple offices simultaneously and no more than one family member may hold an officer/board position at the same time.

Section 3: The elected term of office for officers will be two (2) calendar years beginning January 1st and ending December 31st.

Section 4: The officers will be elected in staggered terms, with the President and Secretary elected in the same year followed by the Vice President and Treasurer in the alternating years.

Section 5: An officer will assume office the January after elections.

Section 6: Outgoing officers shall transfer all papers and materials relating to the office to the incoming officers at the end of their term.

Section 7: Officers must maintain an attendance record of two board meetings per quarter to maintain the rights to vote on HAF issues and direction.

ARTICLE VIII

Board of Directors

The Board of Directors of the Association (Board) shall consist of the Executive Committee defined in Article VII plus:

Section 1: The immediate past President should he/she be fitting and willing to serve.

Section 2: up to 8 board members with a minimum of 4 members selected from the current membership appointed by the President with the assistance and approval of the Executive Committee to transact the business of the Association as deemed necessary by said Committee.

Section 2a: The term of each appointed member of the board shall be for 2 years unless specified as "special" by the Executive Committee.

Section 2b: The term(s) will off-set (4 one year, 4 another) to ensure leadership consistency as elected officials change.

Section 2c: Reasonable attempts by the President and Executive Committee must be exercised to keep a minimum of six appointed board members seated at all times.

Section 2d: Reasonable attempts by the President and Executive Committee must be exercised to align board members with strategic alliance partners in the community, including but not limited to regional educational institutions, civic and other non-profit organizations, public entities and business leaders.

ARTICLE IX

Elections

Section 1: A Nominating Committee consisting of at least three (3) members shall be appointed by the Board of Directors at the September meeting in the years where officers need to be elected.

Section 2: The Nominating Committee shall make all reasonable attempts to present minimum of (2) candidates for each position to the membership at the October general meeting for consideration.

Section 3: Only those members present at the October meeting shall be entitled to vote. A simple majority of voters is required for election.

Section 4: If a vacancy occurs in any office except the presidency between elections, the office may be filled by an appointment by the Board of Directors for the balance of the term of office.

Section 5: If the office of the President becomes vacant, the Vice President will assume the duties of the office for the duration of the term.

ARTICLE X

Principal Duties of Officers

Section 1: President - The President shall:

- a. Be the Chief Executive Administrative officer of the Association.
- b. Preside at all meetings.
- c. Be the official spokesperson of the Association.
- d. Schedule all meetings as deemed necessary.
- e. Affix the official signature of the Association to all legal documents.
- f. Be responsible for appointing all committees and be an ex-officio member of each committee.

Section 2: Vice President - The Vice President shall:

- a. Assume the duties of the President in his/her absence or upon his/her resignation.
- b. Reside over the sub-committees, assisting them in establishing and executing an annual budget – delivered for consideration and approval by the Board during its January meeting.
- c. Serve as liaison with appropriate organizations and groups as designated by the Board.
- d. Schedule speakers and /or guests, arrange programs when appropriate.

Section 3: Secretary - The Secretary shall:

- a. Keep records of all of the meetings of the Association.
- b. Provide a monthly report of the meetings to the Association.
- c. Conduct the regular correspondence of the Association.
- d. Give all notices of all special meetings.
- e. Notify members of a change in date or location of meetings.
- f. Keep a register of the address of each member.

Section 4: Treasurer - The Treasurer shall:

- a. Be custodian of all funds of the Association.
- b. Deposit these funds in the name of the Association in an institution in Collin County at the discretion of the Treasurer.
- c. Pay all of the bills of the Association.
- d. Maintain financial records showing receipts and expenditures consistent with IRS and other governmental bodies.
- e. Present a finance and audit report at the annual meeting showing money on hand at the beginning of the year, an itemized list of all receipts and disbursements and the current balance on hand. The report shall also state where funds are located. Provide a brief financial report at each membership meeting with funds on hand and notable expenditures.
- f. Be custodian of the corporate records and the Seal of the Corporation.

ARTICLE XI

Committees

Section 1: Additional committees may be appointed and dissolved at the discretion of the President of the Association.

ARTICLE XII

Suspension or Expulsion

Section 1: Any officer may be suspended or expelled from the Association for any cause deemed sufficient by a two-thirds (2/3) majority affirmative vote of the members present at any regular meeting or special meeting called for this purpose. No vote on suspension or removal may be taken unless at least 15 days notice in writing shall have been given to the officer of the charges against him/her and of the time and place of the meeting at which such ballot on his/her removal is to be taken. At such meeting that officer shall be given a full hearing.

Section 2: Any member may be suspended or expelled from the Association for any cause deemed sufficient by a two-thirds (2/3) majority affirmative vote of the members present at any regular meeting or special meeting called for this purpose. No vote on suspension or removal may be taken unless at least 15 days notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting at which such ballot on his/her removal is to be taken. At such meeting, the member being charged will be accorded a full hearing.

Section 3: Any member or officer suspended or expelled may appeal to the membership of the Association. Such appeal shall be made in writing to the Secretary who will notify the Association President. The President will call a special meeting of the Association or place an agenda item on the next regular meeting for the purpose of acting on the appeal. The Secretary will provide at least 15 days notice in writing to the suspended member or officer, setting the date, time, place and reason for the special meeting or appeal agenda item at the next regular meeting. At the meeting of the Association, the Secretary will read the original charges and any supporting affidavits/evidence. A full hearing will be given the accuser and accused. A vote will be taken by ballot of the members present and a simple majority affirmative vote shall be required to establish any action to be taken.

ARTICLE XIII
Amendments

The Bylaws may be amended, in whole or in part, at any regular general meeting by a two-thirds favorable vote of the membership in attendance, provided the proposed amendments and/or changes have been presented to the membership in writing or via an electronic medium at least 15 day prior to the voting.

ARTICLE XIV
Dissolution of the Association

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for historic, charitable, educational, religious or scientific purposes shall at the time qualify as an exempt organization or organizations under section 501c (3) of the Internal Revenue Code as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV
Authority of Bylaws

These Bylaws shall supersede any prior versions of the Association Bylaws in their entirety.

Roberts Rules of Order, Revised, shall be the Parliamentary Authority governing the Heritage Association of Frisco, Inc.