

**CONSTITUTION AND BY-LAWS
HATTIESBURG AREA HISTORICAL SOCIETY**

Article I - Name

The name of this society shall be HATTIESBURG AREA HISTORICAL SOCIETY.

Article II - Purposes

Section 1. The purposes of the Hattiesburg Area Historical Society (HAHS) are:

(a) To bring together those people interested in history, and especially the history of the Hattiesburg area and the State of Mississippi; and to emphasize the fact that understanding the history of our community is basic to our democratic way of life, gives us a better understanding of our state and nation and promotes a better appreciation of our American heritage.

(b) To discover and collect any material which may help to establish or illustrate the history of Hattiesburg and the surrounding counties.

(c) To provide for the preservation of such material and its accessibility, as far as may be feasible, to all who wish to examine or study same; to cooperate with others in insuring the preservation and accessibility of the records and archives of the area; and to assist in the preservation of historic buildings, monuments, and markers.

(d) To disseminate and arouse interest in historical information through communication media and program meetings.

(e) To own, acquire, and manage property of any kind in connection with the purposes of HAHS; provided, however, that HAHS shall never use any of its funds, assets or property for the purpose of promoting any political organization or political campaign, and that the HAHS shall never carry on or promote propaganda, or otherwise attempt to influence legislation, either state or federal, not related to the legitimate functions of HAHS; and provided, further, that HAHS shall never grant any gift, donation or benefit to any person other than those listed in Section 501 (c) (3) of the United States Internal Revenue Code, or any amendment thereof, or any re-enactment thereof, or any provision of similar import contained in any other or future taxing act passed and adopted by the Federal Government, to invest and reinvest any principal or income accruing to the HAHS, but not so as to violate Section 504 (a) (3) of the

Internal Revenue Code of 1944 as now in force or as hereinafter amended.

Section 2. HAHS shall issue no share of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for non-payment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the HAHS assets, and there shall be no individual liabilities against the members for HAHS debts, but the entire HAHS property shall be liable for the claims of creditors.

(a) The HAHS Board of Directors shall manage and control its funds, assets and property so as to obtain for HAHS the most advantageous yield of income, consistent with safety of investment, for the uses and purposes of the HAHS.

(b) The income of HAHS shall be used entirely and exclusively for the purposes of HAHS and no income shall be divided among the members of the HAHS.

(c) Unless approved by a majority vote of the Board of Directors, no member, officer or director of HAHS shall receive compensation for a service rendered.

(d) There shall be established a permanent FDIC insured HAHS Endowment Fund into which life membership dues shall be deposited. Designated contributions and surplus funds may be placed in this fund. Only interest from the fund may be used for the purposes for which HAHS was founded.

Article III - Membership

Section 1. Member - Any person interested in the purposes of HAHS shall be eligible for membership in HAHS. Membership categories shall include individual active member or life member.

Section 2. Student member - Any full time student interested in the purposes of HAHS shall be eligible for membership in the society, and shall be entitled to all of the privileges except those of making motions, voting, and holding office.

Article IV - Annual Business Meeting

The annual business meeting of HAHS shall be held in June of each year at a place and time set by the Board of Directors. The Board of Directors shall give ten days notice of the annual meeting by printed or electronic means to each active and life member of HAHS.

Article V - Officers and Board of Directors

Section 1. The officers shall be president, first vice-president, second vice-president, recording secretary, corresponding secretary, treasurer, and assistant treasurer. Three (3) directors shall be elected. A parliamentarian may be appointed by the president. The parliamentarian is a non-voting member of the Board of Directors.

Section 2. Officers and Directors shall be elected for a term of two (2) years.

Section 3. The officers, the directors, and the immediate past president shall constitute the Board of Directors.

Article VI - Election of Officers and Board of Directors

Section 1. All officers and directors shall be elected by a majority of votes cast by ballot at the annual business meeting.

Section 2. A Nominating Committee shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select a slate of qualified officers and directors and submit their report at the annual meeting.

Section 3. Additional nominations may be made from the floor, provided the consent of the nominee shall first have been obtained. A candidate for election shall be an active or life member.

Section 4. The terms of all officers and directors shall begin on January 1 of even-numbered years and end on December 31 of odd-numbered years.

Section 5. In the event of resignation or incapacity of any officer or director, the vacancy may be filled by a vote of the Board of Directors for the unexpired term of office, except that in the event of resignation or incapacity of the president, the first vice-president automatically becomes president.

Article VII - Membership and Dues

Section 1 Any person interested in the history of the Hattiesburg Area, the State of Mississippi, and the United States who applies for membership in any classification of membership and who pays the necessary dues shall become a member.

Section 2. Annual dues for individual active members shall be Fifteen Dollars

(\$15.00).

Section 3. Annual dues for couples shall be Twenty Dollars (\$20.00).

Section 4. Annual dues for Student members shall be Five Dollars (\$5.00).

Section 5. Dues for life members shall be One Hundred Dollars (\$100.00) for an individual 50 or more years of age and Two Hundred Dollars (\$200.00) for an individual less than 50 years of age.

Section 6. Annual dues for the calendar year shall be payable on January 1. Members in arrears, more than six months after payment is due, may be dropped from membership.

Article VIII - Schedule and Quorum for Meetings

Section 1. The Society shall hold program meetings when appropriate and an annual business meeting in June.

Section 2. Special meetings may be called by the President or by the Board of Directors.

Section 3. The Board of Directors shall meet quarterly. Meetings may be held electronically, if necessary. Special meetings may be called by the President. A majority of the members of the Board of Directors shall constitute a quorum.

Section 4. The officers shall meet monthly except for December. Meetings may be held electronically, if necessary. A majority of the officers elected shall constitute a quorum.

Section 5. After due notice of meetings of the Society, those present shall constitute a quorum.

Article IX - Duties of Officers and Directors

Section 1. The president shall preside at meetings of HAHS and act as chairman of the Board of Directors. The president shall have executive supervision over the activities of HAHS within the scope provided by these by-laws. He shall report annually on the activities of HAHS. He shall appoint all committees, and is ex officio member of all committees except the Nominating Committee.

Section 2. The First Vice-President shall assume the duties of the president in the event of absence, incapacity or resignation of the president. The First Vice-President is

Chairman of the Program Committee.

Section 3. The Second Vice-President is Chairman of HAHS MUSEUM Committee.

Section 4. The Recording Secretary shall keep a record of the proceedings of the meetings of the Society and of the Board of Directors and shall keep a roll of members of committees and of HAHS.

Section 5. The Corresponding Secretary shall acknowledge donations and memorials to HAHS shall conduct such correspondence as may be requested by the President or required by action of HAHS or the Board of Directors.

Section 6. The Treasurer shall receive all funds of the Society and shall deposit them in such bank or banks as may be designated by the Board of Directors in the name of HAHS. The Treasurer will collect dues, prepare an annual budget, pay quarterly sales tax, render annual reports, and serve as chairman of the finance committee. The Board of Directors may have the annual report audited by a Certified Public Accountant at its discretion.

Section 7. The Assistant Treasurer shall assist the treasurer.

Section 8. The Board of Directors shall have general supervision of the affairs of HAHS and HAHS Museum between its meetings. It is subject to the orders of HAHS and none of its acts shall conflict with action taken by HAHS. The Board of Directors shall decide questions of policy that for any reason cannot be acted upon at a meeting of HAHS and perform such other functions as designated in the Constitution and By-laws or otherwise assigned to it. The Board of Directors, through the president, shall render an annual report at each annual business meeting.

Section 9. An officer or director who is not performing his duties may be removed from office by majority vote of the Board of Directors.

Article X - Committees

Section 1. HAHS shall have the following standing Committees:

- (a) The Membership Committee shall be responsible for HAHS membership drives.
- (b) The Program Committee shall be responsible for arranging suitable programs for meetings and special projects of HAHS.
- (c) The Nominating Committee shall be responsible for making nominations for officers and members of the Board of Directors as provided in the HAHS Constitution and By-

laws.

(d) The Finance Committee shall be responsible for making a budget for HAHS and supervising and recommending to the Board of Directors all policies and actions concerning the finances of HAHS.

(e) The Museum Committee shall be responsible for the operations and activities of the HAHS Museum.

(f) The Newsletter Committee shall be responsible for writing and distributing the HAHS Newsletter.

(g) The Web Site Committee shall be responsible for maintaining the HAHS web site.

Section 2. The president shall appoint members and chairmen of the standing committees including the Nominating Committee.

Section 3. Other committees, standing, special, or ad hoc may be appointed by the president.

Article XI - Parliamentary Authority

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

Article XII - Amendment to the Constitution and By-laws

The HAHS Constitution and By-laws may be amended at any regular or special meeting of the Society by a two-thirds vote of those members present and voting, provided notice was given at the previous meeting or ten days previous notice by mail or e-mail was sent to all active and life members. All proposed amendments shall be submitted in writing.

Article XIII – Dissolution

Upon the dissolution of HAHS, its Board of Directors shall, after paying or making provision for the payment of all the liabilities of HAHS, dispose of all the assets of HAHS exclusively for the purposes of HAHS in such manner, or to such organization or organizations established and operated exclusively for religious, charitable, scientific or educational purposes, as shall at the time qualify as an exempt organization or as exempt organizations under Section

501 (c) (3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

Amended Annual Business Meeting:

November 6, 2003

November 18, 2006

April 23, 2015