

**BYLAWS**  
**OF**  
**HISTORIC MESQUITE, INC.**

**ARTICLE I. – NAME**

Section 1. The name of this organization shall be Historic Mesquite, Inc, hereinafter referred to as the Corporation.

**ARTICLE II. – MISSION**

Section 1. The Corporation is organized for the charitable and educational purposes of identifying and preserving historic structures, identifying and securing historic designations for properties, and providing the public with the tools to navigate Mesquite history and culture.

**ARTICLE III. – VISION, PURPOSE AND GOALS**

Section 1. Vision: Infusing Mesquite’s past into its future, Historic Mesquite, Inc. keeps Mesquite’s history alive.

Section 2. The purposes of this Corporation will be charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. More specifically the purposes and aims will be:

- A. To provide leadership to search records and build on the past to preserve the history of the community.
- B. To encourage other organizations to be historically minded for the common goal of preservation.
- C. To be a resource for the education of future generations as well as those in the community.
- D. To identify areas and places of historical significance.
- E. To develop and maintain a historical museum and visitors center.
- F. To preserve and accumulate local history, including sites, artifacts, genealogy data and any and all items pertaining to all periods of local history.
- G. To determine ways and means to accomplish the aforementioned purposes and aims, including total community involvement.

H. To develop a long-range plan for preservation of Mesquite's heritage.

Section 3. The goals of this Corporation allow it to meet its mission and vision. They are: preservation, education and funding.

**ARTICLE IV. – BOARD OF DIRECTORS**

Section 1. Number and description: The governing body of the Corporation shall be the Board of Directors. This body shall consist of no more than eighteen (18) members selected as follows:

- A. Nine (9) elected directors nominated by the Corporation's nominating committee and voted on by the Board of Directors.
- B. Nine (9) appointed directors appointed by the Mesquite City Council.

Section 2. Non-Voting Directors: The Executive Director, Chairperson (except in the case of a tie) and Parliamentarian shall serve as non-voting Directors of the Board. The Ex-Officio (former Board Directors) and Honorary Directors will also serve as non-voting members. All members are required to submit agenda items prior to the meeting.

Section 3. Management and Adopted Policies: The Board shall be responsible for the management of the Corporation's affairs and shall have full power and authority to promote the objectives for which the Corporation is organized. The Board shall adopt such policies as may be deemed necessary to conduct the business of the Corporation not inconsistent with the terms of the BYLAWS.

Section 4. Election of Directors: The Directors will be elected as follows:

- A. The elected Directors will be nominated by a three (3)- member nominating committee of the Corporation, to be appointed by the Chairperson at the August meeting of the Corporation. Nominating committee results will be presented at the September meeting and balloting will occur at the October meeting. Duly elected Directors will assume their duties January 1. Only one member of an immediate family shall serve as Board Director during the same term of office as another family member.
- B. The appointed Directors will be chosen by the Mesquite City Council after the candidates have first attended at least one of the Corporation's meetings and fulfilled any other requirement as set forth by the City of Mesquite.

Section 5. Terms of Office: Directors shall serve three-year terms. Directors' terms are staggered so that 1/3 (one-third) of the terms will expire each year.

Any Director may be eligible for one additional three-year term. Terms shall begin January 1 following the Directors' election. All directors serve without compensation.

- Section 6. Meetings: The Board of Directors shall meet every month with the exception of December. Special meetings may be called by the Chairperson or on petition of at least three (3) Board Directors. A quorum will consist of a simple majority (one-half plus one) of voting Directors of the Board. Chairman and parliamentarian may count as part of the quorum.
- Section 7. Vacancies: The Board shall have the power to fill all vacancies in elected Board positions for the unexpired term of office. Vacancies in positions filled through appointment by the Mesquite City Council shall be filled through the established procedure for City Boards and Commissions, and for the unexpired term of office.
- Section 8. Removal: Any Director may be removed from the Board by the affirmative vote of two-thirds of the voting Directors of the Board. Any Director may resign at any time by giving written notice to the Chairperson of the Board. If a Director misses three (3) consecutive meetings without properly notifying the Chairman or the Executive Director of the Corporation prior to meeting time, it will be considered an automatic resignation, and he/she will be notified in writing by the Secretary of any resignation or removal in order for the Council or the Board to make another appointment.
- Section 9. Duties of individual Directors: Each Director is required to attend Board meetings and to promote all activities of the organization. Each Director is expected to sign and adhere to the Addendum to the Application to Serve on the Board of Directors for Historic Mesquite, Inc.
- Section 10. Notice of Meetings: Notice shall be given in a timely manner of the regular meetings and notice of special meetings shall be given as soon as possible. Such notice shall be deemed delivered when e-mailed and/or deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. Notices shall also be posted in accordance with the City of Mesquite requirements.
- Section 11. Proxies: Proxy voting is not allowed.
- Section 12. Telephone and e-mail votes: Telephone and e-mail voting is allowed with a simple majority casting their votes. A record will be kept of the balloting and will be recorded with the following meeting's minutes.

## **ARTICLE V. – OFFICERS AND DUTIES**

- Section 1. The officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Parliamentarian.
- Section 2. Election: The Chairperson of the Board will choose a three (3) - member nominating committee at the August meeting of the Corporation. That committee will be charged with the duty to propose a slate of officers for the coming year. All nominees will have given their consent to having their names placed in nomination. Balloting will occur at the October meeting where other nominations may be placed at the same time. Duly elected officers will assume their duties January 1.
- Section 3. Terms of Office: The five (5) elected officers of the Corporation will be elected annually by the voting members of the Board of Directors at the October meeting. Any elected officer may be elected for two successive terms. The term of office for all officers shall be for one year or until their successors are elected and installed.
- Section 4. Duties of Officers:
- A. Chairperson – Shall serve as the executive officer of the Corporation; shall act as spokesperson; shall appoint the nominating committee; shall preside at all Corporation meetings. The Chairperson may sign with the secretary or any other proper officers of the organization authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by Board of Directors or by these BYLAWS or by statute to some other officer or agent of the organization. As an ex-officio member of all committees (except for the nominating committee), the Chairperson has the same rights as the other committee members, with the exception of voting privileges, but is not obligated to attend meetings of the committees nor is the Chairperson counted in determining the committees' quorum.
  - B. Vice-Chairperson – Shall preside at all Corporation meetings when the Chairperson is absent; shall perform other duties as necessary and as delegated by the Chairperson.
  - C. Secretary – Shall ensure that the minutes of the meetings of the Corporation are accurately kept in an official minute book; shall keep an accurate attendance record; shall keep any other correspondence necessary to preserve records with the meeting minutes. The Secretary or Chairperson shall designate a substitute to record the minutes in the instance of the Secretary's absence.

- D. Treasurer – Shall prepare a treasury report for the Corporation meetings. An independent audit of the Corporation books shall be conducted annually and all Corporate financial records, including checkbooks, shall remain in the office of the Corporation. The Treasurer shall be one of the authorized signatures on checks, as is the Chairperson and Executive Director. Any unbudgeted expenditure shall require Board approval.
- E. Parliamentarian – Shall ensure that the bylaws of the Corporation are followed in a totally unbiased manner. Unless otherwise outlined in the bylaws, the Parliamentarian will see that the newest edition of *Robert's Rules of Order* is followed. The Parliamentarian is counted in the quorum but is not a voting member. If the Parliamentarian wishes to express an opinion, he/she must request from the Chairperson to leave the office. The Chairperson then will appoint a temporary Parliamentarian while the Parliamentarian has the floor. In the case of a ballot vote, the Parliamentarian will tally the votes and report the outcome. The Parliamentarian is not an ex-officio member of the nominating committee.

Section 5. Vacancies in Offices: In case of vacancy in an elected office, the Executive Committee of the Corporation will appoint a successor to fill the unexpired term. The appointed officer is then eligible to serve a full term upon election by the Board of Directors.

Section 6. Executive Committee:

- A. Members: The Executive Committee of the Corporation shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Parliamentarian. The Executive Director will serve as an ex-officio member of the Executive Committee.
- B. Meetings: The Executive Committee shall meet at the call of the Chairperson or on petition of at least three (3) members of the Executive Committee. Three members including the Chairperson shall constitute a quorum.
- C. Powers: The Executive Committee may exercise the powers of the Board between meetings of the Board, except that it may not modify any action taken by the Board.

#### **ARTICLE VI. – COMMITTEES**

Section 1. Nominating Committee: The Nominating Committee shall be appointed by the Chairperson at the annual August meeting of the Board of Directors. The committee shall consist of three (3) members. It shall prepare a slate of proposed officers and present it to the Board at the September meeting for balloting at the October meeting. The

Chairperson and Parliamentarian are not ex-officio members of the Nominating Committee. The Executive Director, however, may serve as an ex-officio member.

- Section 2. Standing Committees: There shall be any number of standing committees, dependent on the work of the Corporation to fulfill its purposes and aims. The chair of each committee shall be a Director of the Corporation and will be selected by the members of the committee subject to the approval of the Board of Directors. Remaining Directors will be appointed to a committee to help the chairs fulfill their work. Appointees to the committees can also be appointed from the community. The Chairperson, Parliamentarian and Executive Director will serve as ex-officio members of all standing committees.
- Section 3. Other Committees: At any time, the Chairperson can appoint a special committee, which is subject to termination upon fulfillment of its purpose.
- Section 4. Committee Quorum: A simple majority (one-half plus one) shall constitute a committee quorum. The act of a majority of the members present at the meeting at which a quorum is present shall act in the interest of the entire committee.
- Section 5. Committee Rules: Each committee may adopt rules for its own government not inconsistent with these BYLAWS or with rules and policies adopted by the Board of Directors.
- Section 6. Committee Action: The chair of each of the Standing Committees shall report to the Board of Directors at each meeting. Except for the Executive Committee, the Board shall pass upon all actions of all committees, which commit the Corporation.

**ARTICLE VII. – EXECUTIVE DIRECTOR**

- Section 1. The Executive Director shall be the manager of the daily operations of the Corporation. He/she shall be under the direct supervision of the City Manager, and will be guided by City personnel policies.
- Section 2. Personnel Policies: The Executive Director will function under the City of Mesquite Personnel Policies.
- Section 3. The Executive Director may be a non-voting member (ex-officio) of the Board of Directors, the Executive Committee and the Nominating Committee.
- Section 4. The Executive Director is authorized to sign budgeted expense checks without a second signature in order to carry out daily Corporate operations.

Section 5. The Executive Director shall serve as the employer of Historic Mesquite, Inc. part-time employees.

**ARTICLE VIII. – PART-TIME EMPLOYEES**

Section 1. Part-time employees: The Executive Director for Historic Mesquite, Inc. may, upon approval of a simple majority of the Board, hire part-time employees for the furtherance of the Board’s work. The Executive Director will interview the proposed candidate and will serve as the selected employee’s supervisor. As such, the Executive Director will have the authority to offer pay rate increases provided the employee merits an increase through his/her job performance, and provided the increase will not adversely affect the organization’s budget.

Section 2. Part-time employee definition: A part-time employee shall be any person who is hired by the Executive Director for less than 40 hours per week. The employee must have a valid driver’s license and other proof of citizenship or right to work. The employee will receive no benefits, such as sick/vacation pay or insurance, but will have flexible hours as long as the employee and the Executive Director come to an agreement on such hours.

**ARTICLE IX. – MEMBERSHIP AND DUES**

Section 1. Separate membership in the Corporation shall be open to any individuals, families, governmental units, clubs, civic organizations, schools, churches, businesses and other groups who support the purposes and aims of the Corporation. In order to best promote the organization, Board Directors are expected to join one of the levels of the HMI membership categories.

Section 2. The Board of Directors shall determine the classes of membership, dues and benefits for each class on the recommendation of the Membership Committee.

Section 3. For those classes of membership subject to annual dues, the annual dues shall cover the twelve month period from the first of the month in which the application is accepted.

Section 4. Paid members shall receive privileges as recommended by the Membership Committee.

Section 5. Members are welcome to attend Corporation meetings but do not have a vote on Corporate matters.

**ARTICLE X. –EX-OFFICIO AND HONORARY BOARD OF DIRECTORS**

- Section 1. Ex-Officio Director: If the Board of Directors so choose, it may appoint, by a 2/3 vote, former Chairs or any former Board Director(s) to serve as non-voting ex-officio Board directors, provided the former Directors have reached the limit of their appointed service, have fulfilled the requirements of a Board Director, and have submitted an application. The purpose of the Ex-Officio directors shall be to actively support the mission of the organization and to serve for a twelve (12)-month period on the committee of their choice. After one (1)-year service as an Ex-Officio Director, a former chair or director may apply for a new term on the Board of Directors or re-apply for Ex-Officio status, provided the applicant has fulfilled his/her duties.
- Section 2. Honorary Board of Directors: If the Board of Directors so choose, it may appoint by a 2/3 vote, an Honorary Board of Directors. The Board will vote on recommended Directors of the Honorary Board from those in the community who have made a significant contribution to the preservation and appreciation of Mesquite’s and surrounding cities’ histories.
- Section 3. Honorary Director Duties: An Honorary Director shall have none of the obligations of full Board Directors, but shall be entitled to those privileges afforded to paid members. The Board of Directors may name honorary directors on any fundraising materials for the sole purpose of restoring historic property or adding to the Permanent Endowment Trust Fund.

**ARTICLE XI. – PERMANENT ENDOWMENT TRUST FUND**

- Section 1. Investment Committee: The Permanent Endowment Trust Fund shall be overseen by an Investment Committee.
- Section 2. Investment of the Permanent Endowment Trust Fund: The principal of the Permanent Endowment Trust Fund shall be invested and reinvested under the Texas Trust Act, as amended and in effect at the time the investment is made. All investments and reinvestments policies shall be authorized by the Board of Directors upon the recommendation of the Investment Committee.
- Section 3. Use of Principal: The principal of the Endowment Trust Fund shall not be used except to endow the continuing structural maintenance of historic properties.
- Section 4. Definition of Principal: On the first day of each calendar year the principal of the Endowment Trust Fund shall be defined as the current value of the combined investments augmented by any income or interest received during the preceding calendar year that was not transferred to the Operating Account in accordance with these BYLAWS. This

determination of the principal of the Endowment Trust Fund shall be used in budgeting projected income for the next fiscal year.

Section 5. Use of Endowment Trust Fund Income: The income from the Endowment shall be used exclusively for such charitable and educational purposes as the Board of Directors of the Historic Mesquite Foundation shall from time to time determine. By a majority vote, the current Directors may put into the yearly operating budget of Historic Mesquite, Inc. a sum of the Endowment, which shall not be larger than 90% of the income of the Endowment for that year. This sum may be transferred only from income.

Section 6. Definition of Income: The income of the Endowment Trust Fund is defined as receipts from investments such as interest, dividends, rents and like items. This shall not be taken to include capital, capital gains or enhancement in value of capital.

#### **ARTICLE XII. – AMENDMENTS TO THE BYLAWS**

Section 1. These Bylaws may be amended by a two-thirds vote of the Board of Directors present at any regular meeting provided: (1) a quorum is present; (2) the changes are presented in writing at least two weeks prior to the amendment vote.

#### **ARTICLE XIII. – FISCAL YEAR**

Section 1. The fiscal year of the Corporation shall be from October 1 through September 30. The service year for Directors of the Corporation shall be from January 1 to December 31.

Section 2. The terms of Officers, elected Directors, appointed Directors, and appointees to committees shall coincide with the service year.

#### **ARTICLE XIV. – POLITICAL ACTIVITY**

Section 1. It shall be the intent of the Corporation to work with governmental officials for enactment and enforcement of laws, ordinances and regulations compatible with the purposes and aims of the Corporation.

Section 2. The Corporation shall not engage in any activity either supporting or opposing the candidacy of any individual, group or individuals, or party for political office.

#### **ARTICLE XV. – BUSINESS PROCEDURES**

Section 1. Contracts: The Board of Directors may authorize any officer or officers or Executive Director (in the case of a grant application/award) to enter into any contract or execute and deliver any instrument in the name of and on

behalf of the organization, and such authority may be general or confined to special instances.

- Section 2. Checks, Drafts, etc.: All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to special instances. The Chairperson, Treasurer, and Executive Director will serve as authorized signers of any checks, drafts, or other orders of payment. For unbudgeted amounts, a simple majority of the Board of Directors must authorize payment.
- Section 3. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 4. Gifts: The Board of Directors may accept property gifts, upon recommendation of the Properties and Acquisitions Committee. The policies and procedures are outlined in the Board- approved Collections Management Policy Manual.
- Section 5. Special Funds and Memorials: Funds received by Historic Mesquite, Inc. for special purposes shall be restricted for said special purposes, shall be reported and accounted for separately, and expended only in accordance with said special purposes. Unrestricted memorial gifts will be deposited into the Permanent Endowment Trust Fund.
- Section 6. Additions to the Permanent Endowment Trust Fund: Additions to the Permanent Endowment Trust Fund may be made by gift, bequest, devise, or other transfer. If requested by the contributor or for other reason deemed appropriate by the Board of Directors, additions to the Endowment Trust received from, or as memorials to, a particular person may be administered as a separate fund of the Endowment and designated by the name of the person from whom or in whose memory the gift is received. The Board of Directors will discuss and authorize, by December 31 of each year, the contribution of 10% of the funds raised through special events for the Permanent Endowment Trust Fund.

#### **ARTICLE XVI. – BOOKS AND RECORDS**

- Section 1. Books and Records: The Corporation shall keep correct books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the organization will be kept at the registered or principal office

and may be inspected by any Director or the Director's attorney for any reasonable purpose at any reasonable time.

Section 2. Disclosure: The Corporation will, upon request, provide copies of its past three years' Form 990s as well as its applications for tax exempt status, or the Form 1023. Requests may be made in person, via mail, FAX or e-mail. These documents remain available for public inspection in the principal office, 1616 N. Galloway Ave., during normal hours of 8 a.m. to 5 p.m., Monday through Friday.

If copies are requested, the Corporation will charge \$1 for the first page and \$.15 for each additional page, plus the cost of postage. Sensitive documents such as donor lists are not subject to inspection. Requests made in person will be filled in the same working day; a request made in writing will be made within 30 days.

If staff is off-campus, due to conferences, seminars or other circumstances, in-person requests may be delayed up to five business days. If the delay would be longer than five business days, the Corporation's Chairperson would release the records as soon as possible.

Only in the event of a harassment campaign will the Corporation be exempt from complying with IRS rules. If the Corporation fails to comply, the Corporation and the manager would be subject to penalties under Code Section 6652 (c)(1)(C) and (D).

Section 3. Honorary Historian: The Board of Directors shall have the power to appoint an Honorary Historian for the purpose of compiling and recording current Corporation events and activities. The Honorary Historian would be the custodian of all records and materials pertinent to the history of the organization.

#### **ARTICLE XVII. – ETHICS STATEMENT**

Section 1. No part of the net earnings of this Corporation, if any, shall inure to the benefit of any member of the Corporation. Board Directorship in the Corporation or on any of its committees shall in no way entitle any member to any interest in any property, funds, or other assets owned, acquired, or held by the Corporation.

Section 2. In the case of deaccessioned objects from any of the Corporation's museums, Historic Mesquite, Inc. will not, under any circumstances, sell or give deaccessioned objects to volunteers, staff, Directors, members,

subcommittee members, or their immediate family. Items purchased by the organization may be sold to offset exhibit costs and repairs. Sale of such items shall be directed by the Properties and Acquisitions Committee.

Section 3. The Board of Directors and staff of the Corporation shall be loyal to the purposes of the Corporation and, as such, to the museum properties under its management. Individuals shall recognize their responsibilities to the public trust and shall avoid real or perceived conflicts of interest at all costs.

Section 4. The Corporation's full Ethics Statement, as approved by the Board of Directors and periodically reviewed, is available for viewing in the principal office.

#### **ARTICLE XVIII. – DISSOLUTION**

Section 1. Dissolution: In the event of dissolution of the Corporation, any interest in any funds of property of any kind, real, or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and delivered, after satisfaction or provision for satisfaction of debts and claims, to the City of Mesquite for public purpose.

*Board approved June 22, 2010*

*Board amended Nov. 9, 2010*