



## **Amended and Restated Bylaws**

### **COBB LANDMARKS AND HISTORICAL SOCIETY, INC.**

A Georgia Non-Profit Corporation

#### **ARTICLE I - NAME**

The name of this organization is, as provided in the charter of incorporation, "Cobb Landmarks and Historical Society, Inc." (herein known as "the Society").

#### **ARTICLE II – MISSION**

The mission of the Society is to preserve and promote the heritage, the quality of life, and the sense of place unique to Cobb County, Georgia. The Society will share the stories and preserve the places that form our community for the benefit of current and future generations through advocacy and education. The Society's mission can be summarized as "preserving our past for the future."

#### **ARTICLE III – MEMBERSHIP AND SPONSORSHIP**

Section I. The Executive Committee, subject to the approval of the Board of Trustees, shall establish classes of membership and dues for such classes.

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Section II. The Executive Committee may establish sponsorship classes, with accompanying benefits and recognition, for donors who contribute at specified levels annually.

Section III. Institutional Subscription – Any educational institution contributing to the Society annually an amount to be established by the Executive Committee shall be entitled to all periodical publications of the Society without other privileges of membership.

Section IV. Admission to Membership – Any individual or couple, business, firm, or institution shall be eligible for membership in Cobb Landmarks and Historical Society, Inc., upon submission of a properly completed application.

#### ARTICLE IV – DUES AND CHARGES

Dues are payable as of the date of application for membership in the Society and on the anniversary date thereafter. For other than Life Sponsorship Members and other members with permanent member status (members meeting the previous Life and Founder levels), the payment of dues shall be prerequisite to holding any elective or appointive office in the Society. Any member who fails to respond to two notices of dues payable shall be dropped from the membership rolls.

#### ARTICLE V – BOARD OF TRUSTEES

The Board of Trustees of the Society shall consist of twenty-one to twenty-seven elected individuals or couples, and each person shall have one vote. Seven to nine individuals or couples shall be elected each year to serve a three-year term. Any interim vacancy in the Board of Trustees may be filled by appointment of the Board of Trustees pending the next annual election. If any single trustee or both members of a couple miss three (3) meetings in a calendar year, except when excused by the Board for extenuating circumstances, they may be replaced. The immediate past Chairman shall be an *ex officio* member of the Board for a term of one year.

An optional Advisory Board may be established at the discretion of the Board of Trustees with members appointed by a vote of the Board of Trustees. Advisory Board members provide guidance and support on issues critical to the organization but are not invested with the powers of the Board of Trustees and do not participate in formal voting procedures. Attendance at board meetings is optional for Advisory Board members.

The Board of Trustees sets policies for the Society and exercises oversight of its affairs, which are directed and administered by the Executive Committee in accordance with Article VII, Section I. It shall approve the annual budget of the Society. Only the Board shall have the power and authority to mortgage, sell, convey, or otherwise dispose of any of the property of the Society; and in the exercise of this power may from time to time empower the officers of the Society to execute deeds, mortgages, or other instruments relating to real estate on behalf of the Society and to affix the corporation seal thereto.

## ARTICLE VI – OFFICERS

Section I. Number – The officers shall consist of a Chairman of the Board of Trustees, a Vice-Chairman of the Board of Trustees, a Secretary, and a Treasurer. Couples may be elected as co-officers. All officers shall be elected by the Board of Trustees of the Society for a one-year term. The officers shall remain in office until their successors shall have been elected and have taken office. Any vacancy that may occur among the officers shall be filled by a member of the Board of Trustees for the unexpired term, **appointed by the chair**. All officers shall be eligible to succeed themselves for two additional terms after their original term of office has expired.

Section II. Duties – These officers shall perform the duties usually pertaining to their respective offices, and other such duties as may be directed by the Board of Trustees.

## ARTICLE VII – COMMITTEES

Section I. Executive Committee - The Executive Committee shall consist of the officers, ~~contemplated~~ **listed** in Article VI above, the immediate past Chairman *ex officio*, the Executive Director *ex officio*, and the chairman or co-chairs of the Finance and Development Committee. The Executive Committee shall direct the business and other affairs of the Society in accordance with these bylaws, and in keeping with policies adopted by the Board of Trustees from time to time, except where such power is limited by the provisions of these bylaws or limitations imposed by the action of the Board of Trustees. The Standing Committees in Section III below shall be directed by and shall report directly to the Executive Committee.

Section II. Nominating Committee – The Chairman of the Board of Trustees shall appoint each year a Nominating Committee of at least five (5) persons, including a chairman, with the approval of the Executive Committee. The Nominating Committee

shall entertain suggestions for officers and trustees of the Society for the following year, shall propose candidates for trustees to be voted upon by the membership at the next annual meeting, and shall recommend candidates for officers to the Board of Trustees.

### Section III. Standing Committees-

A. There shall be eight (8) standing committees of the Society: 1) Communications and Technology, 2) Marketing, 3) Finance and Development, 4) Education and Public Programming, 5) Fundraising Events and Membership, 6) Facilities, 7) Preservation, and 8) Furnishings and Acquisitions.

#### B. Committee Responsibilities:

##### 1) Communications and Technology

Shall oversee development and maintenance of the Society's systems, including digital records, patron data, websites, and digital patron experience.

##### 2) Marketing

Shall produce four issues of the Society's member publication, *The Landmarker* and write and/or edit written materials including website content, press releases, patron emails, and event listings and invitations.

##### 3) Finance and Development

Shall prepare annual budgets and make recommendations to the Executive Committee as to the advisability of proposed major expenditures and raise proceeds for the Society's endowment funds and identify other sources of income, including grants and sponsorships.

##### 4) Education and Public Programming

Shall organize three public mission-based events per year, organize one public mission-based event at the Society's Power Cabin per year, and develop and promote educational offerings at the Society's William Root House Museum & Garden property.

##### 5) Fundraising Events and Membership

Shall promote membership sales at three off-site events/programs/festivals per year; organize two general membership social events per year;

organize two Landmark Society member social events per year; assist staff with organizing the Society's annual fundraising event, the Root House Beer Festival; and coordinate/facilitate any other fundraising events during the year.

6) Facilities

Shall monitor and oversee the maintenance and care of the Society's structural assets and seek and present bids for work and repairs related to said assets.

7) Preservation

Shall create an annual list of Preservation Priorities with properties divided into three categories: Preservation Priorities, Watch List, and Preservation Successes; and shall monitor endangered properties and seek opportunities for preservation and manage the Society's historic marker program.

8) Furnishings and Acquisitions

Shall oversee the Society's collections, receive, acquire, and deaccession artifacts, and review changes to exhibited interior spaces.

C. The Vice-Chairman of the Society shall serve as Chairman of the Strategic Planning Committee. The Chairman of the Society shall appoint the chairmen of the other Standing Committees with the concurrence of the Board of Trustees. The Chairman of the Society shall also appoint three additional members to the Finance Committee.

D. Committee Membership. Except as noted in C above, committee chairmen may appoint members of their committees from the membership at large. However, each standing committee and any special committee that may be established (not including the Audit Committee) shall include at least one member of the Board of Trustees in addition to its chairman.

## ARTICLE VIII – EXECUTIVE DIRECTOR

When necessary, the Executive Committee shall appoint an Executive Director of the Society, who shall serve at the pleasure of the Executive Committee, and who shall maintain the business office of the Society. The Executive Director shall keep

such office open to the membership and to the general public during reasonable hours and shall transact the routine business of the Society in keeping with these bylaws and the policies and directives of the Executive Committee. The Executive Director shall be an *ex officio* member of all standing committees, with the exception of the Executive Committee and the Finance Committee. The Executive Director shall maintain current rolls of the membership of the Society in all classes; collect and account for all dues, contributions, and other monies accruing to the Society; make routine disbursements; maintain adequate financial records in a current condition; and prepare and submit such reports as may be required. The Executive Director shall exercise authority over all persons, administrative, professional, security, maintenance and custodial, employed by the Society; establish routine operating policies and procedures; and determine the hours for opening and closing the Society's facilities. The Executive Director shall exercise authority over the use and storage and/or display of all acquisitions of the Society, other than those which may, from time to time, be made the specific responsibility of a committee of the Board of Trustees. The Executive Director shall be the official medium of communication between the Executive Committee of the Society and its paid administrative, professional, security, maintenance, and custodial personnel.

#### ARTICLE IX – MEETINGS

Section I. An annual meeting of the membership of the Society shall be held between ~~January 1<sup>st</sup> and February 15<sup>th</sup>~~ **in May** of each year for the purpose of electing trustees and of transacting such other business as may properly come before it.

Section II. The Board of Trustees shall meet at least six times a year at such times and places as the Chairman may designate.

Section III. The Executive Committee shall meet monthly at such times and places as the Chairman may designate.

Section IV. Special meetings of the membership of the Society may be called by the Chairman. The Chairman shall preside at all meetings of the Board of Trustees, the Executive Committee, and the membership of the Society. The Vice Chairman shall preside in the absence of the Chairman.

#### ARTICLE X – QUORUMS

At any meeting of the membership of the Society, the members present shall constitute a quorum. At any regular meeting of the Board of Trustees, those persons

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present shall constitute a quorum. At any special meeting of the Board of Trustees, one-third of the persons on the Board shall constitute a quorum. At any meeting of the Executive Committee, two-thirds of the Executive Committee members present shall constitute a quorum.

#### ARTICLE XI – FINANCIAL LIABILITY AND AUTHORITY

No financial liability or obligation shall be incurred by or in the name of Cobb Landmarks and Historical Society, Inc., unless authorized by the Board of Trustees. All contracts, notes, deeds, mortgages, and other legal instruments shall be executed for and in the name of the Society by the Chairman and the Secretary, or, in their absence, by those persons specifically authorized by the Board of Trustees. Annually the Chairman of the Board shall appoint a three-person Audit Committee from the membership other than the Board of Trustees to review the financial records of the Society. The committee shall report its findings to the Board of Trustees on or before the annual meeting, and the report shall be part of the minutes of that meeting.

#### ARTICLE XII – AMENDMENTS

Amendments to these bylaws may be made at any annual or special meeting of the membership of the Society, by a vote of two-thirds of the members present, provided that if it is proposed to amend the bylaws at a special meeting, notice of the purpose thereof shall be given in the call of such a meeting. Pending a regular or special meeting of the membership of the Society, any amendments to these bylaws adopted by the Board of Trustees will have full force and effect.

These amended and restated bylaws were duly approved and adopted by the members of Cobb Landmarks & Historical Society, Inc., at the Society's annual meeting on January 23, 2020. [will be updated to read May 21, 2022 at the upcoming annual meeting, upon approval.]

Co-chairs of the Board of Trustees: ~~Margie and Rick Bauer~~ Jennifer Dixon & JoAnn Wood

Secretary: Rick Bauer