

Friends of Fort McKavett

BYLAWS

Article I OFFICES

The principal office of the corporation in the State of Texas shall be located in the Community of Fort McKavett, County of Menard. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require.

The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed by the Board of Directors.

Article II

PURPOSE AND MISSION STATEMENT

The purpose of this corporation is for the receipt, solicitation, administration and disbursement of gifts, grants, bequests or other conveyances of real and personal property for the benefit of the operation and maintenance of Fort McKavett State Historic Site, and to provide information regarding the site and its resources to the public.

Mission Statement

The mission of the Friends of Fort McKavett, a non profit 501 (c) organization, is to assist in the operation, the receipt, solicitation, administration and disbursement of gifts, grants, bequests or other conveyances of real and personal property. The Friends of Fort McKavett will also assist with a volunteer program including labor, hosts, living history, and research through the Post Library for the benefit of the operation, maintenance and preservation of Fort McKavett State Historic Site and to provide information regarding the site and its resources to the public both on and off site.

Article III MEMBERSHIP

Section 1. Classes of Members: The Corporation shall have one class of members.

Section 2 Qualifications: To be eligible for membership in the corporation, an individual, corporation, partnership or association must have an interest in improving Fort McKavett State Historic Site and must pay dues.

Section 3. Voting Rights: Each membership is entitled to one vote. Families and other groups may purchase more than one membership as individuals in order to have individual voting rights. Board of Directors with family memberships must hold the voting rights for that family membership. Board of

Directors with family members also on the board must hold individual memberships with individual voting rights.

Section 4. Term of Membership: Membership shall be from the day in which application is accepted and shall terminate at the end of the corporation's fiscal year.

Article IV MEETINGS OF MEMBERS

Section 1. Annual Meeting: An annual meeting of the members shall be held in January each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings: Special meetings of the members may be called by the President, the Board of Directors or not less than one-tenth of the members having voting rights.

Section 3. Place of the Meeting: The annual meeting and any special meeting of members of the corporation shall be held in the Community of Fort McKavett.

Section 4. Notice of Meetings: Notice of the place, day and hour of any meeting of members shall be delivered by email, newsletter, or the website to each member entitled to vote at such meeting, not less than seven and not more than fifty days before the date of the meeting, by or at the direction of the President, or the Secretary or the officers calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail at the address that appears on the records of the corporation with postage thereon prepaid.

Section 5. Quorum: The Board of Directors shall determine the number of members necessary to be present at a meeting to constitute a quorum at the annual meeting.

Section 6. Conduct of Business: A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof.

Article V ELECTION PROCEDURES

Section 1. Nominations from the floor: In addition to the slate presented by the Nominating Committee, nominations may be made from the floor at the Annual Meeting.

Article VI BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Tenure of Directors: The board of Directors shall consist of not less than five and no more than eleven directors. Each director shall have a term of office of one year. The Board of Directors shall be elected at the Annual Meeting.

Section 3. Annual Meeting: At the Annual Meeting, the members shall elect the President, Vice President, the Secretary and the Treasurer and transact other business. These officers will also be members of the Board of Directors.

Section 4. Regular Meetings: The Board of Directors shall conduct bi-annual meetings in a manner determined by the Board.

Section 5. Special Meetings: Special meeting of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 6. Notice of Meetings: Notice of regular or special meetings shall be given to Directors at least one day, prior by written notice delivered personally, by email, by mail, or verbal notice given personally or by telephone.

Section 7. Quorum: One director less than half of the Board of Directors, but not less than three shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum are present, a majority of the Directors may adjourn the meeting without further notice.

Section 8. Conduct of Business: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Vacancies: Any vacancy occurring in the Board of Directors between elections or due to fewer than the authorized number of directors having been elected at the Annual Meeting may be filled by the affirmative vote of a majority of the remaining directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the position being filled.

Section 10. Removal: Any Director may be removed from office by 1) a two-thirds majority vote by the directors present at a meeting in which a quorum is present whenever in its judgment the best interests of the corporation would be served thereby, provided the Director at issue is given ten days written notice of the action prior to a vote being taken; or 2) automatically by absences from three out of five consecutive meetings of the directors.

Section 11. Compensation: Directors shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Article VII OFFICERS

Section 1. Officers: The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The offices of President and Secretary may not be held by the same person.

Section 2. Election and Term of office: The officers of the corporation shall be elected annually by the general membership. The President may appoint a nominating committee. Nominations may also be

made from the floor at the Annual Meeting. Election shall be by a majority of members present. Each officer shall hold office until the next annual election of officers.

Section 3. Vacancies: A vacancy in any office because of death, resignation or other reason may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President: The President shall be the principal executive officer of the Corporation and shall in general supervise all of the business and affairs of the corporation. The president shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other proper officers of the corporation authorized by the Board of Directors any deeds, contracts or other instruments which the Board of Directors has authorized to be executed. The President is a member ex officio of all committees.

Section 5. Vice President In the absence or in the event of inability to act by the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 6. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source; and deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer, including preparation of the annual budget and such other duties as may be assigned by the President or the Board of Directors.

Section 7. Secretary: The Secretary shall record proceedings, actions, and decisions of each meeting of the Board of Directors. The Secretary shall give all required notices; shall be the custodian of the corporate records, and in general, shall perform all the duties incident to the office of Secretary. In case of absence, the Secretary shall designate a substitute to record the minutes.

Section 8. Texas Historical Commission Designee: A representative appointed by the Texas Historical Commission shall be an ex officio director of the corporation. The designee is not a member of the corporation, nor does he or she have the right to vote. However, the designee is entitled to notice of all meetings as any member or director.

Article VIII

COMMITTEES

Section 1. Executive Committee: The Executive Committee shall consist of the President, the Vice President, Secretary and Treasurer. During periods when the Board of Directors is not in session, this committee shall be authorized to act for the Board on any matter affecting this corporation which in the opinion of the committee are important and require immediate attention. All such actions shall be reported to the Board of Directors at its next meeting.

Section 2. Other Committees: Other committees not having and exercising the authority of the Board in the management of the corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the corporation and until a successor is appointed unless the committee shall be terminated sooner.

Section 4. Committee Chair: One member of each committee shall be appointed chair by the Board of Directors.

Article IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officer, officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All checks, drafts, or orders for the payment of money shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 3. Deposits: All funds of the corporation shall be deposited 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 on behalf of the corporation any contribution, gift bequest, or device for the general benefit of the corporation. Article X BOOKS AND RECORDS

The corporation shall keep correct books and records of its accounts and shall also keep minutes of the proceedings of its Board of Directors and General and Annual Meetings, and shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the corporation may be inspected by any Director or the Director's agent or attorney for any purpose at any reasonable time. Article XI FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and shall end on the last day of December each year.

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Article XII DUES

Section 1. Annual Dues: The Board of Directors may determine the annual dues payable to the corporation by members.

Section 2. Payment of Dues: Dues shall be payable annually to coincide with the corporation's fiscal year according to Article XI.

Article XIII DISSOLUTION

Upon dissolution of this corporation, the assets will be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

Article XIV AMENDMENTS TO BYLAWS

These bylaws may be amended by a majority vote of the membership in attendance at an annual meeting, provided that notification of proposed changes has been distributed to the membership at least 30 days prior to the Annual Meeting.

Addendum to Memorandum of Agreement Texas Historical Commission and Friends of Fort McKavett

The Friends of Fort McKavett, hereafter "Association", will assist the Texas Historical Commission, hereafter "Department", with the establishment, operations, and continued support of the "Fort McKavett Post Library", a research facility dedicated to the historical study and preservation of the history of Fort McKavett, the Buffalo Soldiers, the Indian Wars Army in Texas, the Indians War Army in general, the History of Fort McKavett the Town, Cultural Studies of West Texas, Vaqueros in Texas, and the study of Women in the Frontier. These collections will be used in support of the "Buffalo Soldier Heritage Trail" project.

Donations of Books, Video Tapes, DVD's, Audio Tapes, Photographs, Electronic Collections, Manuscripts, Written First Hand Records of events and family histories, Maps and other collections of historical interest will be accepted for this Library. Donations to the Library will be either to the Association or the Department and records will be kept stating which. Other donated articles, such as historical artifacts and equipment will be recorded as well. All donations and equipment will be approved by the Site Manager before acceptance in the Post Library.

Volunteers through the Association will assist with the operations of the Post Library under the supervision of the Site Manager for the Department.

Should the Department decide at a later time to remove their part of the Post Library and artifacts, the Association will continue to operate their part as long as this agreement is in use.

Revised January 13, 2018.