

BY LAWS

OF

THE SELMA-DALLAS COUNTY HISTORIC PRESERVATION SOCIETY

ARTICLE I - NAME

The name of the corporation is "The Selma-Dallas County Historic Preservation Society."

ARTICLE II - MEMBERSHIP AND DUES

Section One

Membership Any reputable person interested in the history of Selma and Dallas County shall be eligible to active membership in the Society.

Section Two

Membership Classes Membership shall be of four classes as follows:

(a) Active Members - Any person actively interested in the purposes of the Society and shall be of two types:

1. Individual Membership.
2. Family Membership.

(b) Sustaining Members - A person, group or firm offering special support to the objectives of the Society shall be eligible.

(c) Corporate - Any organization, board, school, library, business, corporation or other institution interested in the purposes of the Society shall be eligible.

(d) Honorary - Honorary membership may be conferred upon any person whose activities have contributed to the objectives of the Society. Honorary members shall be elected by a three-fourth vote of the members present and voting at any meeting upon nomination by the Board of Directors.

Section Three

Dues. Annual dues shall be payable in advance, and members whose dues remain unpaid for one year may be dropped from the role of the Society. Any member resigning shall notify the Secretary of the Society.

Section Four

Amount of Dues. Dues shall vary according to the schedule published and fixed by the Board of Directors from time to time with the dues being fixed at the time of adoption of these By-Laws as follows:

Membership Classes:

- (a) Individual - \$25.00
- (b) Family - \$50.00
- (c) Sustaining - \$75.00
- (d) Corporate - \$100.00

ARTICLE III - MEETINGS

Section One

The annual meetings of the Society shall be held during the month of May of each year.

Section Two

Special meetings of the Society may be held at such time or place in Dallas County, Alabama, as may be designated by the President upon ten (10) days notice thereof given to all members by United States Mail, postage prepaid or special meetings may be called by a majority of the Board of Directors upon giving ten (10) days notice thereof as aforesaid.

Section Three

Regular meetings of the Board of Directors shall be monthly and shall be held at such time and place as shall be designated by the President of the Society. Special meetings of the Board of Directors shall be called by the President or by a majority of the Board of Directors by giving three (3) days notice thereof.

ARTICLE IV- QUORUM

Ten percent (10%) of the members shall constitute a quorum at any annual or special meeting of the Society.

ARTICLE V - OFFICERS AND DUTIES

Section One

The Officers of the Society shall consist of the following: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and a Treasurer.

Section Two

All officers shall be elected by a plurality of votes cast at the annual meeting of the Society in May of each year.

Section Three

Officers shall be elected for terms of one (1) year each.

Section Four

The President shall have executive supervision over the activities of the Society within the scope provided by these By-Laws. The President shall preside at all Meetings and shall report annually on the activities of the Society and shall appoint the members of committees not otherwise provided for in these By-Laws.

Section Five

The First Vice-President shall assume the duties of the President in the event of absence, incapacity or resignation of the President, shall oversee the committees assigned to the First Vice-President by

the President and shall automatically become President of the Society upon the expiration of the one (1) year term as First Vice-President.

Section Six

The Second Vice-President shall be in charge of membership recruitment and shall have direct responsibility for the annual membership drive of the Society, shall notify members of the general membership meetings each year and shall oversee the committees assigned to the Second Vice-President by the President of the Society. The Second Vice-president does not automatically assume the position of the First Vice-President upon the expiration of the term of office of the Second Vice-President.

Section Seven

The Third Vice-President shall be in charge of arranging programs for the general membership meeting and making all arrangements for appropriate facilities for conducting such meetings, shall oversee committees assigned to the Third Vice-President by the President. The Third Vice-President does not automatically assume the position of the Second Vice-President upon the expiration of the term of office of the Third Vice-President.

Section Eight

The Secretary shall keep the minutes of meetings of this Society and of the Board of Directors, shall maintain a list of members and shall render an annual report of the status of the membership.

Section Nine

The Treasurer shall be responsible for the safe keeping of Society funds and for maintaining adequate financial records. The Treasurer shall deposit all money received by the Treasurer with a reputable financial institution in the name of "The Selma-Dallas County Historic Preservation Society" and disbursements from said account shall be made only by checks signed by the Treasurer and such other persons as may be designated by the Board. In any event two signatures shall be required. The Treasurer will collect dues, and shall render an annual report. The Treasurer shall serve on a calendar year basis. The person elected at the General Membership meeting as the Treasurer of the Society shall immediately become a member of the Board of Directors, but will not assume the activities duties as Treasurer until the Calendar Year term of the Treasurer begins.

ARTICLE VI - BOARD OF DIRECTORS AND DUTIES

The Board of Directors of the corporation shall consist of the officers referred to above and twelve members of the Society in good standing, that shall be elected by the general membership at its annual membership meeting in May of each year with said Board Members serving on a rotating basis for three year terms, with the first elected board serving four members elected for one year, four members elected for two years, and four members elected for three years, with the four members elected for one year being replaced the following year by four additional members, and so on each year until the Board will consist of all members serving three year terms with four being replaced each year for three year terms.

No Board member nor officer shall serve as a Board member until they have been off the Board for a period of one (1) year. This does not preclude a Board member or officer being reelected to serve as an officer in successive years.

The Board of Directors shall have the entire management of the business of the Society. In the management and control of the property, business and affairs of the Society, the Board of Directors is vested with all powers possessed by this Society itself, so far as this delegation of authority is not inconsistent with the laws of the State of Alabama, with the certificate of incorporation of the Society or with these By-Laws. The President of the Society shall preside as the Chairperson of the Board of Directors. A Board Member missing three (3) consecutive Board Meetings shall be automatically removed from the Board.

ARTICLE VII - COMMITTEES

The Society shall have Committees appointed by the President with the consent and approval of the Board of Directors to carry out the necessary duties and aims of the Society. Committees that have been appointed in the past have included:

- (1) The Pilgrimage Advisory Committee,
- (2) The Plaque Committee,
- (3) The Riverfront Market Committee,
- (4) The Heritage Village Committee,
- (5) The Properties Committee,
- (6) And the Finance Committee.

ARTICLE VIII - NOMINATIONS TO ELECTIVE OFFICE

The Nominations Committee shall be appointed by the President of the Society and shall consist of a Chairperson and two additional

members, one from the Board of Directors, and one Non-Board member from the members of the general membership at large. The Nominations Committee shall be charged with the responsibility of nominating a slate of officers and four (4) Board Members to be voted on at the annual meeting of the Society in May of each year. Nominations may also be received from the floor at the general membership meeting.

ARTICLE IX - VOTING

All members of the Society shall have voting rights and each member shall be entitled to vote on each matter submitted to the membership for a vote, according to its class per article 2 sec. 4. Each member of the Board of Directors shall have one vote on any matter submitted to the Board. Any matter brought before either the Society or Board shall require a majority vote of those present and voting for passage.

ARTICLE X - AMENDMENTS TO THE BY-LAWS

The By-Laws of the Society shall be amended as needed by the membership at its regular meeting or any special meeting as called by the officers of the Society pursuant to these By-Laws.

ARTICLE XI - VACANCIES

If an office of the Board of Directors, President, Vice President, Secretary or Treasurer shall become vacant, the Board of Directors may appoint a member of the Society to fill said vacancy. The person thus appointed shall serve in said capacity for the unexpired term thereof or until said vacancy is filled by election by the members at a general meeting of the membership.

ARTICLE XII - CONTRACTS

Any contract entered into by the Society must have the prior approval of the Board of Directors. The President and the Secretary

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are authorized to execute any contracts on behalf of the Society, including but not limited to deeds, mortgages, bills of sale and leases, but only with the prior expressed approval of the Board of Directors. The undersigned certify the foregoing By-Laws have been adopted as the By-Laws of the Selma-Dallas County Historic Preservation Society.

This the _____ day of _____, 1995.

APPROVED:

President:

First Vice President:

Second Vice President

Secretary

Treasurer

EXHIBIT "A"

Pilgrimage Advisory Committee - The Pilgrimage Advisory Committee shall have the following duties and purposes:

1. Select houses which will appear on the annual Pilgrimage Tour;
2. Select the Pilgrimage Co-Chairman who will automatically become the Pilgrimage Chairman the following year;
3. Approve changes in the organizational structure and authority of the various sub-committees which coordinate the activities of the Pilgrimage weekend; and,
4. Make recommendations to the Executive Board of the Selma-Dallas County Historic Preservation Society concerning the budget, format and date of the annual Pilgrimage.

The membership of the Pilgrimage Advisory Committee shall consist of (a) The President of the Selma-Dallas County Historic Preservation Society or one of the Vice-Presidents of the Society designated by the President, (b) Treasurer of the Selma-Dallas County Historic Preservation Society, (c) Tourism Council Director of The Chamber of Commerce, (d) Current Pilgrimage Chairman, (e) Immediate past Pilgrimage Chairman, (f) Five members at large (residents of the Selma-Dallas County Area) who shall serve staggered three year terms (April 1 - March 31) and who shall be appointed by the President subject to the approval of the Executive Board. Each member shall have one vote. Any vacancy occurring by reason of an increase in the number of members at large, or by reason of the death, resignation, disqualification, removal or inability to act of any of the members at large, shall be filled for the unexpired portion of the term by the President, subject to Executive Board approval at a regular meeting or special meeting of the Board called for that purpose. No member at large shall be permitted to succeed himself and cannot be reappointed to the Advisory Committee until the expiration of one full year. A member at large who is appointed to fill an unexpired term and who shall serve for a period less than eighteen months shall be permitted to serve a successive full term. The President shall designate two of the members to the Committee to serve as Chairman and Secretary, respectively, of the Committee; provided however, the Pilgrimage Chairman cannot serve as Chairman of the Pilgrimage Advisory Committee. Such Chairman shall call meetings, at his or her own insistence and/or as requested by the Pilgrimage Chairman, and shall preside over such meetings. The Secretary so designated shall record the minutes of the Pilgrimage Advisory Committee meeting and assist the Chairman of the Committee in preparing his or her report to the Board of Directors.

EXHIBIT "B"

Plaque Committee - The purpose of the Plaque Committee shall be to assist in and promote the identification and preservation of property that adds to the sense of time, place and historic development of Selma and Dallas County and possesses integrity in location, design, setting, materials, workmanship, feeling or association from a historical or architectural standpoint. The Plaque Committee shall be composed of three members to be selected from the membership of the Selma-Dallas County Historic Preservation Society, as appointed by the President. The Plaque Committee shall be responsible for placing historical markers (plaques) on buildings. Applications for markers shall be submitted to the Plaque Committee by the public on forms developed by the Plaque Committee. The Plaque Committee shall evaluate the building and report to the Board of the Selma-Dallas County Historic Preservation Society which by vote will ratify or reverse the recommendations of the Plaque Committee. The criteria or basis of evaluation shall be:

1. The building shall be properly researched and documented as to historical or architectural significance.
2. The building must have been constructed prior to 1910 in order to qualify for a blue or yellow marker. Buildings constructed prior to 1865 shall be eligible for a blue marker and buildings built after 1865 and prior to 1910 shall be eligible for a yellow marker. Buildings that are constructed after 1910 and are at least 50 years old shall be eligible for a green marker.
3. The building shall be homogenous to the architecture of the period during which it was originally constructed being either original, restored or rehabilitated to original design.
4. In the event the building has been altered, its façade must be in accord with the building's original design. The façade of any addition to the original structure must be in accord with such addition's original design. If the addition is substantial in terms of area or architectural significance, the age of the addition shall control for purposes of determination the color of the plaque to which the building is entitled. The committee shall consult the Board's architectural advisor on matters of original design, façade and substantiality of additions, whose opinion shall be made known to the Board at the time of the committee's recommendation.
5. Buildings otherwise satisfying criteria hereby established may be ineligible if asbestos, aluminum, vinyl or similar siding has been added to the exterior walls. A determination with respect to such buildings will be made on a case by case basis with consideration being given to the extent and appearance of such siding. The committee shall consult with the Board's architectural advisor whose opinion shall be made known to the Board at the time of the committee's recommendation.