

PROPOSED BYLAW CHANGES
(for February 10, 2019 Business Meeting)

Article III. MEMBERS. Section 3.05. Membership Meetings. A business meeting for the entire membership shall be scheduled annually each year. Special meetings of the membership may be called by the HCJ President. A notice, stating the date, time, place, and purpose of ~~a special the~~ meeting shall be sent to the membership at least seven (7) ~~calendar~~ days prior to the meeting. A quorum for membership meetings shall consist of ten (10) percent of the membership.

Article IV. BOARD OF DIRECTORS. Section 4.01 Board of Directors.

- a. The Board of Directors shall be responsible for the execution, through the officers or other authorized persons, of the policies, resolutions, and decisions of the organization. Directors shall provide for audit of the financial records and designate depositories. The President shall, by working with the Officers and Directors, set dates for ~~membership meeting(s) annual business~~ and Board meetings.
- b. The Board of Directors shall reserve the right to themselves to appoint, dismiss, and fix the compensation of the Executive Director and such other administrative personnel as are necessary to oversee the day-to-day operations of the organization. (*Addresses new position of Executive Director*)

Article IV. BOARD OF DIRECTORS. Section 4.03 Board of Directors. c The Board of Directors shall meet at least eight (8) times per year at a time and place to be determined by the Board or President. Any member in good standing may attend Board meetings and/or bring issues to the Board. Only current ~~officers and~~ Directors are entitled to vote. Special meetings may be called by the President or by written request of a majority of Board members, with notice given to all Board members at least seven (7) days before said meeting. All meetings of the Board or membership shall be governed by Roberts Rules of Order. A quorum for Board meetings shall consist of half, plus one, of the ~~Officers and~~ Directors then serving on the Board. (*Officers are Directors*)

Article V. OFFICERS. Section 5.02. Qualifications of Officers. The qualifications for becoming and remaining an Officer of HCJ is that the proposed Officer must be over the age of eighteen (18) years, be a member in good standing of HCJ, and be interested in the furtherance of the purpose of HCJ. Those nominated for the positions of President and Vice President must have served as a Director, ~~Secretary, or Treasurer~~ for the prior twelve (12) months. (*Officers are Directors*)

Article V. OFFICERS. Section 5.04. President. The President shall be Chief Executive Officer of the ~~organization-Executive Committee and, as such, -The President~~ shall preside at all meetings of the Board and membership, and shall see that orders and resolutions of the Board are carried out and perform all duties incident to the office of President. The President shall appoint committee chairs. (*President is CEO only of the Executive Committee – Executive Director is now CEO of the organization*)

Article VI. COMMITTEES. Section 6.01. Appointment of Committees. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. The President shall appoint chairs and all members to all committees. Committees will not usurp the authority of the Board of Directors in reference to any of the following:

- a. Filling of vacancies on a committee.
- b. Adoption, amendment or repeal of any resolution of the Board of Directors.

- c. Action on matters committed by the Bylaws or resolution of the Board of Directors to another Committee.

(Members for committees are suggested, but the President appoints the members as well as the chair – more detail will be listed in Policy and Procedure)

Article VI. COMMITTEES. Section 6.02. Standing Committees. The President shall appoint the following standing committees: Membership, Education and Programs, History and Documentation, Publicity, Special Events, Finance, and Revolving Fund. All committees shall function in coordination with the President and Board, and the President shall be an ex officio member of all committees. A Director shall be appointed as a consultant for each committee.

~~a. Membership. Membership shall be responsible for activities related to membership promotion and membership maintenance. Activities include but are not limited to planning events, recruitment strategies, and promotions. Responsibilities include providing leadership for membership drives and oversight of maintaining a current membership roster.~~

~~b. Education and Programs. Education and Programs shall be responsible creating and planning programs, meetings, and/or activities that expand knowledge of and appreciation for the heritage of the city for adults and youth of the community. Projects include, but are not limited to, history classes and art and essay contests. This includes, but is not limited to, securing the date, location, refreshments, guest speakers, volunteers, and other arrangements for the events.~~

~~c. Publicity. Publicity shall be responsible for publicizing past and future programs, special events and other activities of the organization. Various media may be utilized. Publicity committee shall assist with other committees, as requested. Committee members will include the designated photographer, the newsletter editor, and the webmaster.~~

~~d. History and Documentation. History and Documentation shall be responsible for written documentation related to the community and local historical preservation. Written documentation includes continuing photography and research for completion of books in the State Archives, recording properties within Jefferson City, and assistance with the preparation of applications and grants, as requested.~~

~~e. Special Events and Awards. Special Events and Awards shall be made up of the Board of Directors, with subcommittees designated as required to carry out specific events. Special Events and Awards include, but are not limited to, the annual business meeting, the annual Homes Tour, specific awards (ie. Preservation Pioneer, Volunteer of the Year) and other fundraising activities. This includes, but is not limited to, securing the date, location, refreshments, guest speakers, volunteers, and other arrangements for the event. The Publicity Committee shall be consulted regarding publicity of the event.~~

~~f. Finance. Finance shall be responsible for the management and advisement of fiscal transactions, including, but not limited to, annual budget preparation, review of special event costs, fund raising budgets, and monthly Treasurer's reports. The Finance committee shall be consulted regarding participation in restoring and/or acquiring real estate property. Committee members will include the Treasurer.~~

~~g. Golden Hammer Award. Golden Hammer Award shall be responsible for presenting candidates for the Golden Hammer Award to the Board of Directors for approval prior to selection. The committee will schedule a date for presenting the award to the homeowners, document the history of properties designated for the award, and coordinate media coverage of the presentation of the award and the property history.~~

~~h. Oral History. The Oral History committee shall be responsible for the recording of oral history and the documentation of such histories. These shall be related to the community and local historical events. The Oral History program includes training of interviewers plus scheduling and conducting interviews with residents to preserve memories of earlier days. It is intended that these histories be available to the public.~~

~~i. Revolving Fund. The Revolving Fund Committee (RFC) will serve two main purposes. The first includes involvement in the purchase of property for HCJ. This involvement may include suggestions for property purchase and/or oversight for the renovation of purchased or donated property. The second includes involvement in providing funds to the public in conjunction with established programs whose purpose is the renovation or preservation of older properties (properties that are 50 years or older). RFC may be assigned additional duties related to property. Recommendations from the RFC will be presented to the HCJ Board for consideration. Committee members will include the Treasurer or a member of the Finance Committee.~~

~~(Description of the Standing Committees will be moved to the Policies and Procedures manual)~~

Article VII. INDEMNIFICATION. Section 8.02. Expenses. HCJ shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (d) of Section ~~8. 01 9.01~~ above upon receipt of an undertaking by or on behalf of a Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by HCJ as authorized in this section. This provision shall not be deemed to constitute a loan to such person.

Article VII. INDEMNIFICATION. Section 8.03. Insurance. HCJ may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of HCJ against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not HCJ would have the power to indemnify him or her against such liability under the provisions of Section ~~8. 01 9.01~~ above.

Article VII. INDEMNIFICATION. Section 8.04. Scope of Article. HCJ shall indemnify any person, if the requirements of Sections ~~8. 01 9.01~~ and ~~8. 02 9.02~~ are met, without affecting any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of HCJ and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of HCJ shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this section.

Article X. AMENDMENTS, Section 10.01. Amendments. HCJ by-laws, may be amended, altered, or repealed at a ~~business the annual~~ meeting of the membership, by a two-thirds vote of the members present. The general membership shall be notified at least thirty (30) ~~calendar~~ days in advance of the ~~date~~ of the meeting, and that amendments are to be considered at said meeting. The exact wording of the changes proposed shall be made available to the general membership at least ~~twenty-one (21) calendar~~ days prior to ~~the scheduled business meeting~~ and during the ~~business annual~~ meeting.