

BYLAWS OF FIVE RIVERS HISTORIC PRESERVATION, INC.

ARTICLE I - NAME, PURPOSE and STRUCTURE

Section 1: NAME: The name of the organization shall be Five Rivers Historic Preservation, Inc.

Section 2: PURPOSE: Five Rivers Historic Preservation, Inc., is organized exclusively for charitable, scientific and educational purposes, more specifically to identify, document, preserve, exhibit and display historic sites, structures and artifacts relating to the history of Randolph County, Arkansas.

Section 3: STRUCTURE: Fiver Rivers Historic Preservation, Inc., is the umbrella entity which identifies, facilitates and oversees numerous projects related to historic preservation in Randolph County, Arkansas. Specific historic preservation projects under the auspices of Five Rivers Historic Preservation, Inc, include, but are not limited to: Randolph County Heritage Museum, Randolph County Oral History Project and Archives, Century Farms Program, National Historic District Project, and the Early Arkansas Heritage Trail Project. Each of these projects has Directors and committee members and in the case of the Museum, a Board of Directors.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place at the convenience of the Board.

Section 2: Special Meetings. Special meetings may be called by the Chair or by any Board member.

Section 3: Notice. Notice of each meeting shall be given to each member by telephone, not less than two days before the meeting, unless there is reason for emergency action, in which case notice shall be hours in advance of the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the corporation and delegates responsibility for day-to-day operations to the officers and committees. The Board shall have up to 19 and not fewer than 9 members. The board receives no compensation.

Section 2: Meetings. The Board shall meet at least semi-annually at an agreed upon time and place.

Section 3: Board Elections. Election of new officers or of current officers to a second term will occur as the first item of business at the annual meeting of the corporation following the last year of the term of office. Officers will be elected by a majority vote of the current Board members.

Section 4: Terms. All Board members shall serve 5 year terms, but are eligible for re-election,

Section 5: Quorum. A quorum must be attended by at least 51 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have notice in advance.

Section 7. Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Each term of office shall be for 3 years. Officers duties are as follows:

The Chair shall convene Board meetings, announce said meetings and shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice Chair shall assist the Chair in identifying agenda items and shall assist in oversight of various projects between Board meetings.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out correspondence, distributing copies of minutes to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting, assist in the preparation of the budget and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from, present Board members at a Board meeting. These nominations shall be voted Upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of me Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for keeping records of all expenditures and developing an annual budget with other Board members. Any major change in the procedure for expenditures must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports will be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership. Board members and the public;

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended ^hea necessary by a two-thirds majority of the Board of Directors..

These Bylaws were approved at a meeting of the Board of Directors of _____
on

_____, 19XX.