

CHEATHAM COUNTY HISTORICAL AND GENEALOGICAL ASSOCIATION BY-LAWS

Revised and Amended: June 8, 2023

Article I

Name and Location

Sec. 1: The name of this organization shall be The Cheatham County Historical and Genealogical Association Incorporated.

Sec. 2: The principal office of this organization shall be located in Cheatham County, Tennessee.

Sec. 3: The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Sec. 4: Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article II

Purpose, Business, and Function

Sec. 1: The purpose and business of the organization shall be to implement a system of study and preservation of the historical and genealogical facts of Cheatham County, Tennessee, and its inhabitants, present and past.

Sec. 2: The organization's major function will be to discover and collect any material which may help to establish or illustrate the history of the area including: its exploration, settlement, development, and activities in peace and in war; its progress in population, wealth, arts, education, science, agriculture, manufactures, trade, and transportation. It will collect printed material, such as histories, genealogies, biographies, descriptions, gazettes, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs, and posters; manuscript material such as letters, diaries, journals, memoranda, reminiscences, roster, service records, account books, charts, surveys, and field books; and museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life conditions, events, and activities of the past and present. It will provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it, by hard copy or digitized means. The Association will cooperate with appropriate

officials in insuring the preservation and accessibility of the records and institutions, and undertake the preservation of historic buildings, monuments and markers. The Association will disseminate historical material in the newspapers, by electronic means, or otherwise; by holding meetings with pageants, addresses, lecturers, papers, and discussion; by marking historic buildings, sites, and trails, and by using any available media to promote public interest.

Article III

Duration

Sec. 1: The duration of this organization is intended to be everlasting. However, in recognition of the fact that events sometimes preclude perpetuation, a separate provision is included herein for dissolution in the event of the necessity for such action.

Article IV

Meetings

Sec. 1: Meetings will be held monthly on the second Thursday except in December. No meeting will be held in December.

Sec. 2: Additional Meetings.

- a. Membership meetings may be called by the President at any time, or by written petition to the President, of 10% of the members. To advise members of special meetings, a notice shall be provided, when possible, to each member at least five (5) days prior to such meetings, by email, telephone, social media platforms, or other electronic means.
- b. Special Board meetings may be called by the President or by the Board of Directors upon written petition of three (3) members of the Board. Notice shall be given to each director at least five (5) days prior to said meeting.

Sec. 3: At any regular or special-called meeting, for the purpose of voting and completing action on matters, the presence of four (4) members who have paid dues for the current year shall constitute a quorum.

Sec. 4: Each member shall be entitled to cast one vote on any subject at any meeting wherein a vote by members is called for. Association members attending chapter meetings, as guests, shall refrain from voting on matters related specifically to the particular chapter visited.

Sec. 5: Election of Officers shall take place at the monthly meeting in February of each year. A nomination committee shall be appointed by the President during the meeting in November of each year, and that committee will present a slate of proposed offices at the January meeting of the following year, that have indicated their desire or acceptance to serve in the capacity selected.

Sec. 6: The current edition of “Robert’s Rules of Order” shall be accepted as the final authority in questions of parliamentary procedure in the conduct of all meetings insofar as consistent with these By-Laws.

Sec. 7: Monthly meeting places may be rotated as desired and necessary, to provide opportunities for the community to host meetings of the Association.

Sec. 8 Officers of the Association who miss as many as three (3) meetings in succession, without just cause or explanation, may be removed from their office, and replaced by vote of the majority of members present at a regular or special called meeting.

Article V

Board of Directors

Sec. 1: The Board of Directors shall consist of founding members of the Association; the current president of each established Community Chapter; all elected officers of the Association, with the secretary of the Association serving as the secretary of the Board; the immediate past president of the Association; and one (1) at-large board member, who will be elected from the general membership at the annual election of officers’ meeting in February of each year.

Sec. 2: The Board of Directors shall have general supervision of the affairs of the Association and shall authorize activities which are consistent with the By-Laws of the Association. Recommendations of the Board of Directors, for expenditure of funds, must be ratified by the members present at a regular monthly meeting or a special-called meeting of the Association.

Sec. 3: The current President of the Association will serve as Chairman of the Board of Directors.

Sec. 4: The Board of Directors shall meet at the call of the Chairman of the Board/President of the Association when deemed necessary, but not less than on a semi-annual basis. Three or more members of this body shall constitute a quorum for the purpose of voting and completing action on matters before the board.

Sec. 5: A member of the Board of Directors may be removed for just cause by a majority vote of the officers and members present at any regular meeting of the Association. A member of the Board of Directors may be automatically removed for failure to attend three (3) consecutive Board of Directors’ meetings or regular monthly meetings of the Association without just cause.

Article VI

Funding – Funds

Sec. 1: This organization shall be funded by contributions, donations, gifts, grants, bequeaths, gratuities and membership dues.

Sec. 2: All funds received by this organization shall be used for administration, operation and preservation of those functions indicated in Article II.

Article VII

Membership and Dues

Sec. 1: Membership dues shall be established at a Board of Directors' meeting by a majority vote of the Board of Directors.

Sec. 2: Annual Membership dues for **Existing** members, other than free memberships, will become payable on January 1st of each year and will become delinquent on January 31st of that year. Free membership will be awarded to any person, indicating a desire to join the Association who is:

- eighty (80) years plus
- active military or veteran

Sec. 3: A **New** member (other than *Lifetime) may join anytime during a given year for the remaining portion of that year. Annual Membership dues for **New** members will become payable during the month they join, at a prorated amount for the remaining portion of the year. At the end of the joining year, a new member becomes an existing member for the following year and will pay the annual student, individual or family fee for existing members, being subject to Section 2 of Article VII. *Lifetime memberships are perpetual from the date dues are paid.

Sec. 4: A member of the Association may be removed for just cause by a majority vote of the officers and members present at any regular meeting of the Association.

Article VIII

Officers and Duties

Sec. 1: The Association may have the following Officers elected from within its membership rolls:

Sec. 2: President: The President shall preside at all regular and special called meetings of the Association. The President shall appoint all committees and be a member thereof.

Sec. 3: Vice President: The Vice President shall, in the absence of the President, perform the duties and responsibilities of the President and perform such other functions as required and directed.

Sec. 4: Secretary: The Secretary shall record all minutes of the meetings of this Association and enter such minutes in an appropriately bound book for future reference, and perform such other functions as required and directed.

Sec. 4(a): The Secretary shall comply with any State Corporate reporting guidelines, including but not limited to, the filing of the Tennessee Corporation Annual Report Form with the Secretary of State, prior to June 1st. The Secretary shall also report to the membership, proof of filing the Tennessee Corporation Annual Report, at the June business meeting of the Association.

Sec. 4(b): The Secretary shall create and maintain a membership list of all those joining the Association, to include status of membership, names, physical addresses, email addresses, and phone numbers. As needed or requested, such Membership list shall be made available to other officers and members of the Association.

Sec. 5: Assistant Secretary: The Assistant Secretary shall, in the absence of the Secretary, perform the duties and responsibilities of the Secretary, and such other functions as required and directed.

Sec. 6: Treasurer: The Treasurer shall receive and disburse all funds of the Association and assume responsibility for safe-keeping all funds as authorized by the Association. The Treasurer shall establish and maintain such bookkeeping procedures as are necessary in accordance with accepted practices and principles of a bookkeeping system.

Sec. 6(a): Checks and/or disbursements in any amount over two hundred, fifty (\$250.00) dollars shall be signed by both the Treasurer and the President.

Sec. 6(b): A Treasurer's report shall be given at every regular business meeting.

Sec. 6(c): The Treasurer shall comply with any Federal or State tax reporting guidelines, including but not limited to, filing the annual tax return with the Internal Revenue Service. At the first business meeting following the IRS filing deadline, the Treasurer shall report to the membership, proof of filing the tax return with the Internal Revenue Service. In addition, the Treasurer will report the current status of the Certificate of Sales Tax Exemption with the state of Tennessee Department of Revenue.

Sec. 7: Assistant Treasurer: The Assistant Treasurer shall, in the absence of the Treasurer, perform the duties and responsibilities of the Treasurer, and such other functions as required and directed.

Sec. 8: Officers Succession: Upon retiring from office, officers shall deliver to their successors all records and property belonging to the Association.

Article IX

Standing Committees

Sec. 1: Standing Committees may be appointed by the President as needed and shall include the following:

- Membership
- Finance
- Program
- Building and Grounds
- Genealogical and Historical
- Museum and Artifacts
- County Archives
- Marketing/Media

Sec. 2: Duties and responsibilities of committees:

- a. Membership Committee – It shall be the goal of the Membership Committee to procure members for the Association, collect dues, turn them over to the Treasurer, establish sound practices for solicitation for members and provide the Secretary with appropriate names, physical addresses, email, and phone numbers of individuals joining the rolls of the Association.
- b. Finance Committee – It shall be the responsibility of the Finance Committee to establish a plan relating to the procurement of funds, other than memberships dues, and turn it over to the Treasurer; to include establishment of fund-raising events and other programs related to enhancement of the treasury. Additionally, the Finance Committee shall ensure that the Treasurer establishes bookkeeping practices consistent with the needs of the Association and require the Treasurer to establish documents for audits to be reviewed by the Finance Committee and CPA, as appropriate. Annual budgets, or spending plans, shall be a function of the Finance Committee, to include anticipated income from all sources, and anticipated expenses for all costs. The Treasurer and Assistant Treasurer shall be members of the Finance Committee, with the Treasurer serving as committee chair.
- c. Program Committee – It shall be the responsibility of the Program Committee to provide for entertainment, including, but not limited to, lectures, debates, speeches, instructional programs, show and tell programs, social affairs and such other activities deemed appropriate and applicable, and in the best interest of the Association and its membership, and in accordance with the purpose of the Association indicated in Article

II. The Program Committee's duties will also include publicity of these events and outreach to help promote the public's interest.

- d. Building and Grounds Committee – It shall be the duty of the Building and Grounds Committee to involve itself in the search for and procurement of a structure or site for the location of a museum and genealogical papers, generated by participating members and citizens wishing to have such items included therein; to inspect and recommend sites, buildings, residences and items of interest for documentation as historical entities to be marked and preserved for the interest and enjoyment of future generations and membership of this Association and to inspect current facilities for needed repairs and/or maintenance and report these to the proper authorities.
- e. Genealogical and Historical Committee – It shall be the responsibility of the Genealogical and Historical Committee to:
 - 1. Review and recommend items of genealogical research for inclusion and preservation in the records of the Association for information and enjoyment of the membership of this Association and the public, benefitting both current and future generations whose genealogy links to Cheatham County.
 - 2. Assist and provide expertise and assistance in such genealogical matters to those interested in and involved in researching their own background and history.
 - 3. Recommend and/or provide publications, manuscripts, pictures, maps, and assorted materials related to genealogical matters.
 - 4. Review, research, document and publish accurate, factual and legendary information to members of the Association and the public, in any manner deemed appropriate and suitable, regarding the History of Cheatham county, to include matters occurring presently and in the future of historical significance.
- f. Museum and Artifacts Committee – It shall be the responsibility of the Museum and Artifacts Committee to:
 - 1. Establish procedures for the review, research and documentation, acceptance and display of items presented to the Association for inclusion in the museum and/or alternate locations for public display.
 - 2. Record, catalog, and photograph artifacts donated for the museum.
 - 3. Arrange tours of the museum
- g. County Archives Committee – It shall be the responsibility of the County Archives Committee to work with officials of the Cheatham County Archives to share documents, photos, and records of mutual interest, to be made available for public access per local, state and federal regulations and guidelines.

- h. Marketing/Media Committee – It shall be the responsibility of the Marketing/Media Committee to assist with creating and publishing the quarterly newsletter, to publicize and assist with program meetings, fund-raisers, membership dues, and other activities, events, and essential requirements, as needed.

Sec. 3: Members of the Standing Committees may be replaced at the discretion of the President of the Association.

Article X

Amendments

Sec. 1: The recommended By-Laws changes may be amended at a regular meeting by a majority vote of the members and officers present. However, the proposed changes to the By-Laws must be:

1. Submitted in writing to the members at a regular business meeting of the Association at least one month prior to the meeting at which the vote is taken.
2. Made available on the Association’s website and social media platforms at least one month prior to the regular business meeting at which the vote is taken.

Sec. 2: No amendment shall be made to these By-Laws that would change the status of this Association from a not-for-profit organization to an Association for profit.

Article XI

Dissolution

Sec. 1: If, at any time in the future, it becomes necessary to dissolve this Association for any reason, assets (Real and Personal) will be donated as follows:

1. All documents, photos, genealogical and historical records, and books shall be donated to the Cheatham County Archives.
2. All museum items and artifacts shall be donated to the Cheatham County Government for their protection and preservation.
3. Financial assets of this organization shall be distributed to a fund, foundation, government entity, or organization which is organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code. Should it become necessary for CCHGA to dissolve, at the time of dissolution, the specific recipient/s of

financial assets shall be decided by a majority vote of CCHGA members present at a regular or called meeting.

Article XII

Chapters

Sec. 1: It is recognized that all communities within Cheatham County are integral parts of this Association. However, to facilitate the accomplishment of these endeavors, it is recognized that individuals within these separate communities have valuable knowledge incidental to the history and heritage of particular towns, and townships. Therefore, it is hereby authorized and provided, that Community Chapters may be established.

Sec. 2: Any chapter established under the Association will be subject to the following:

- a. Individual chapters will elect their own officers consistent with the officers proposed herein.
- b. A chapter will be deemed established and operational upon submission and acceptance of its own set of By-Laws to the Cheatham County Historical and Genealogical Association.
- c. To assist in the establishment of Chapters, upon approval and acceptance, Chapters will receive an amount equal to 25% of membership dues collected from each member joining the Association who designates that Community Chapter as their chapter of choice. To facilitate bookkeeping, payments of funds derived from dues will be forwarded to Chapters on a semi-annual basis during the months of April and September.
- d. Chapters will assure that their By-Laws contain similar goals and aims in keeping with the provisions of these Association By-Laws.
- e. Chapters may establish their own meeting dates, but they are requested to ensure that the date of the Association's monthly meeting remains open.

Sec. 3: All members of the Association are invited to attend meetings and events of any of the established Chapters, to partake of the knowledge of the history and heritage of individual communities of the County, but they may be excluded from voting on matters not pertaining to or particular to their own chapter.

These by-laws were adopted by the membership of the Cheatham County Historical and Genealogical Association on June 8, 2023, by majority vote at a regular business meeting and supersedes all past issues of the same.

Lisa Walker, President

Date

Certified: Rosemary Klein, Secretary

Date