

**BY-LAWS OF HISTORIC WATERTOWN INC  
A NOT-FOR -PROFIT CORPORATION**

**ARTICLE I: ORGANIZATION**

1. The name of the organization shall be Historic Watertown Inc.

**ARTICLE II: PURPOSES**

The following are the purposes for which this organization has been organized: The mandate for Historic Watertown Inc. is to preserve and rehabilitate the rich architectural and transportation heritage of the City of Watertown, and to provide the opportunities to revitalize the economic foundation of our Historic District. This development is based upon a community effort that celebrates our historic past and encourages the growth and economic development of our community and region. We are dedicated to collecting and preserving the material culture and genealogy that illustrates the evolution of our city and the story of her peoples.

**ARTICLE III: MEMBERSHIP**

Membership in this organization shall be open to all who are interested in assisting with the purposes of the organization.

**ARTICLE IV: MEETINGS**

The annual meeting of the members of the corporation shall be held on the date set by the Board of Directors of the corporation.

The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held at Watertown ~~Public~~ Library. *- Wilson County*

The presence of not less than 30% of the members shall constitute a quorum and shall be necessary to conduct the business of this organization: but a lesser percentage may adjourn the meeting for a period of not more than two

weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

The president may call special meetings of this organization when it is for the best interest of the organization. Notices of such meeting shall ~~me~~ be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and who called it. At the request of 30% of the members of the Board of Directors or 30% of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### ARTICLE V: VOTING

At all meetings all votes shall be by voice.

At any regular or special meeting, if a majority so requires, any question may be voted on by ballot vote. Ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At all votes by ballot the chairperson of such meeting, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" who shall at the conclusion of such balloting, certify in writing to the Chairperson the results and the certified copy shall be physically affixed to minute book to the minutes of that meeting

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.



## ARTICLE VI: ORDER OF BUSINESS

Call to ~~Order~~/Determination of Quorum

Reading of the Minutes of the preceding meeting.

Treasurer's Report

Reports of Committees

Reports of Officers

Old and Unfinished Business

New Business

Announcements

Adjournment

## ARTICLE VI: BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of directors consisting of the officers of this organization. At least one of the directors elected shall be a resident of the State of Tennessee and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization. They shall serve for a term on one year.

The Board of Directors shall have the control and the management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairperson after due notice to all the directors of such meeting

Seventy Five (75) % of the members of the Board of Directors shall constitute a quorum and the meetings shall be held at least quarterly.

Each director shall have one vote and such voting, may not be done by proxy.

The Board of Directors may; make such rules and regulations covering its meetings as it may in its discretion determine necessary,

Vacancies in the Board of Directors shall be filled by a vote of the majority of remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. Counsel upon any removal hearing may represent a director. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

#### ARTICLE VIII: OFFICERS

The initial officers of the organization shall be as follows:

President

Vice President

Secretary

Treasurer

The President shall preside at all membership meetings.

The President shall by virtue of the office be Chairperson of the Board of Directors.

The President shall present at each annual meeting of the organization an annual report of the work of the organization.

The President shall appoint all committees, temporary or permanent.

The President shall see all books, reports and certificates required by law are properly kept or filed.

The President shall be one of the officers who may sign the check or drafts of the organization.

The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be the secretary's duty to file any certificate required by any statute, federal or state.

The secretary shall give and serve all notices to members of this organization.



The secretary shall be the official custodian of the records of this organization.

The secretary may be one of the officers required to sign the checks and drafts of the organization.

The secretary shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

The secretary shall submit to the Board of Directors any communications, which shall be addressed to the Secretary of the organization.

The secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$50,000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a not-profit corporation in this state.

The treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

The treasurer shall exercise all duties incident to the office of Treasurer

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall ~~re~~ reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

#### ARTICLE IX: SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

## ARTICLE X: COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

## ARTICLE X: DUES

The Board of Directors shall suggest the amount of dues of this organization annually.

Said dues are payable by February 28.

## ARTICLE XII: AMMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 30% of the members.