

# Montgomery County Historical Commission Bylaws

## Amended November 2, 2020

### ARTICLE I

These bylaws, as amended, constitute the code of rules adopted by Montgomery County Historical Commission, Montgomery County, Texas (“Commission”) for the regulation and management of its affairs.

### ARTICLE II

#### Purpose

The Commission is organized for the following purposes:

1. Initiating and conducting programs suggested by the Commissioners Court of Montgomery County and the Texas Historical Commission for the preservation of the county’s historic cultural resources in compliance with state laws pertaining to historical preservation in Texas;
2. Identifying historic resources within the county;
3. Creating countywide awareness and appreciation of historic preservation and its benefits and uses; and
4. Planning for the preservation of the county’s historic and cultural resources.

### ARTICLE III

#### Members of the Commission

#### (1) **Qualifications**

All voting Members of the Commission must broadly reflect the age, ethnic, and geographic diversity of the county. Each Member must have an interest in historic preservation and an understanding of local history and resources. Membership shall not be denied to any person based on race, creed, sex, religion, or national origin.

#### (2) **Number of Members**

The Commission will consist of at least seven (7) Members who are residents of Montgomery County. Upon majority resolution of the Commission, the number of Members may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Member, or decreasing the total number of Members to less than seven (7) Members.

#### (3) **Term of Members**

The term of office for Members on the Commission will be for at least two years. Following the two-year commitment, there are no term limits, and thereafter Members may serve any number of consecutive terms with the approval of Commissioners Court.

- (4) Appointment of Members**  
Appointments to the Commission shall be during the month of January of odd-numbered years. If the Commissioners Court fails to appoint a Commission by April 1 of each odd-numbered year, the Texas Historical Commission may appoint the Commission after 30 days' written notice to the Commissioner's Court.
- (5) Reappointment of Members**  
Members desiring reappointment must attend at least four Commission meetings per year and actively work on a committee, task force or project. After the third absence in a row, a member will be automatically dropped from membership unless written notice to the Chairman for reasonable cause has been received.
- (6) Resignation**  
Any Member may resign at any time by delivering written notice to the Secretary or Chairperson of the Commission. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- (7) Removal**  
A majority of the entire membership of the Commission at a Regular Meeting may remove any Member for cause at any time, or at a Special Meeting called for that purpose. Any Member under consideration for removal must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place.
- (8) Vacancies**  
The Commissioners Court may fill a vacancy on the Commission for the remainder of the unexpired term. Vacancies shall be filled as soon as practical.
- (9) Compensation**  
Members shall not receive any salaries or other compensation for their services, but by resolution of the Commission, may be reimbursed for any actual expenses incurred in the performance of their duties for the Commission, as long as a majority of disinterested Members approves the reimbursement.
- (10) Ex-Officio Status**  
This type of membership shall consist of partners with an interest or impact in the preservation of Montgomery County. *Ex-Officio* members shall include the County Judge, County Commissioners, the director of the Heritage Museum of Montgomery County, or any other organization that should be a partner of the County Historical Commission (examples: Main Street Managers, Main Street Board Members, Certified Local Government Coordinator, Chamber of Commerce, Convention and Visitors Bureau, etc.). These members are NON-VOTING MEMBERS.

**(11) Emeritus Members**

This type of membership is available to recognize Members who have made significant contributions to the Commission and who are unable for any reason to continue as active members. These Members are NON-VOTING MEMBERS and are not obligated to attend meetings.

**ARTICLE IV**  
**Conflicts of Interest and Code of Ethics**

**(1) Conflicts of Interest Policy**

- (a) If a Member, agent, or employee of the Commission has a conflict of interest in any transaction involving the selection, award, or administration of historic preservation funds, historic preservation grants, or museum grants, he or she may not participate in a vote, discussion, or decision about the matter.
- (b) A person has a conflict of interest in such a transaction if a financial benefit as a result of such a transaction is likely to be received by any of the following:
  - (1) The person;
  - (2) Any Member of the person's immediately family, which includes spouse and any minor children;
  - (3) A business partner of the person; or
  - (4) Any organization for profit in which the person or any persons of paragraphs (2) and (3), of this subsection is serving or is about to serve as an officer, director, trustee, partner, or employee.
- (c) A financial benefit includes, but is not limited to, grant money, contract, subcontract, royalty, Commission, contingency, brokerage fee, gratuity, favor, or any other thing of monetary value.

**ARTICLE V**  
**Commission Meetings**

**(1) Open Meetings**

Meetings shall be open to the public and shall be conducted in accordance with the open meetings law, Texas Government Code Chapter 551.

**(2) Place of Board Meetings**

Meetings of the Commission shall be held at the Conroe Chamber of Commerce or at any other place that the Chairperson or the Membership may designate.

**(3) Regular and Special Meetings**

Regular meetings of the Commission shall be held at least six (6) times each year, or more frequently as deemed necessary by the Commission. The Chairperson or any three Members may call Special Meetings.

**(4) Notice of Board Meetings**

Written notice of the date, time, place and subject of each meeting must be posted in a place readily accessible to the general public in the county courthouse at all times for at least 72 hours before the scheduled time of the meeting, except when there is an emergency or urgent public necessity as provided by Texas Government Code Section 551.045.

**(5) Quorum**

A minimum of seven (7) voting Members (present at the meeting) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Commission Members attending shall constitute an act of the Commission unless a greater number is required by any provision of these bylaws.

**(6) Voting and Proxy**

When it is necessary to vote on any matter before the Board, Members shall be present in person to vote, provided that with reasonable notice to the Board Chairperson, a Member may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting is not permitted.

**(7) Electronic Communication**

Telephone conferencing or electronic virtual facing meetings may be the methods used for a meeting of the Commission, if an emergency or public necessity exists within the meaning of Section 551.045 of the Texas Government Code or the convening at one location of a quorum of the Commission is difficult or impossible due to a public disaster or calamity as ordered by the Texas governor or County judge.

The telephone conferencing or electronic virtual facing meeting is subject to the notice requirements applicable to other meetings. Notice of the telephone conferencing or electronic virtual facing meeting must specify the person responsible for setting up the meeting, and the location where and how each meeting will be occurring. Each part of the meeting that is required to be open to the public shall be audible to the public at the location specified in the notice of the meeting as the location of the meeting and should be electronically recorded or by written minutes. All recordings or written minutes shall be made available to the public. The location designated in the notice as the location of the meeting shall provide available communication for the public during the entire telephone conferencing and electronic virtual facing meeting; and the identification of each party to the telephone conference and electronic virtual facing shall be clearly stated in the meeting.

**(8) Minutes**

The Commission shall prepare and keep written minutes or make an electronic recording of each open meeting of the Commission. The minutes must state the subject of each deliberation and indicate each vote, order, decision, or other action taken.

**(9) Recording of Meeting by Person in Attendance**

A person in attendance may record all or any part of an open meeting of the Commission by means of electronic recording, video camera, or other means of oral or visual reproduction. The Commission may adopt reasonable rules to maintain order at a meeting, including rules relating to the location of recording equipment and the way the recording is conducted. Such rules may not prevent or unreasonably impair a person from exercising their right to record the meeting.

**ARTICLE VI**  
**Officers**

**(1) Roster of Officers**

The Commission shall have a Chairperson, Vice Chairperson, Treasurer, and Secretary. These four officers shall constitute the Executive Committee. The Commission may have, at its discretion, such other officers as may be appointed by the Members of the Commission. No Member may hold two or more offices.

**(2) Election and Removal of Officers**

With the exception of the Chairperson who is appointed by the County Judge and approved by the Commissioners Court, all officers shall serve two-year terms. The election shall be conducted at the first meeting of the calendar year and following the appointment of the new Members filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Members of the Commission attending the meeting.

**(3) Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Members of the Commission shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Members present.

**(4) Chairperson**

The Chairperson will supervise and control the affairs of the Commission and shall exercise such supervisory powers as may be given him/her by the Members of the Commission. The Chairperson will perform all duties incident to such office and such other duties as may be provided in these bylaws or as the Commission may prescribe from time to time. The Chairperson shall preside at all meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order.

**(5) Vice Chairperson**

The Vice Chairperson shall act in place of the Chairperson in the event of the Chairperson's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Commission. The Vice Chairperson shall serve as the parliamentarian and interpret any ambiguities of the bylaws

**(6) Treasurer**

The Treasurer will conduct financial business of the Commission, will submit reports of financial standings at each meeting and provide accountings to the County Auditor and Commission Officers as requested and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law or by these bylaws, or which may be assigned from time to time by the Executive Committee.

**(7) Secretary**

The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law or by these bylaws. The Secretary shall attest to and keep the bylaws and other legal records of the Commission, or copies thereof, at the principal office of the Commission. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Commission and shall keep copies of all minutes at the principal office of the Commission.

**(8) Records**

All elected officers and committee chairpersons shall relinquish their records to the Chairperson immediately upon the completion of their term of office or completion of a Committee project.

**(9) Resignation**

An officer may resign the office while not resigning membership from the Commission, by submitting a letter to the Chairperson. The Chairperson shall appoint vacancies occurring in any office other than the Chairperson for the remainder of the term.

**ARTICLE VII**  
**Committees**

**(1) Chairperson**

The Chairperson of the Commission shall appoint committee chairpersons, standing committees, and such *ad hoc* committees as may be necessary to perform the work of the Commission.

**(2) Standing Committees**

These include the Executive Committee; Grants Committee; Fundraising Committee; Research and Historical Marker Committee; Communications Website and Social Media Committee; Historical Cemetery Committee; Endangered Buildings Committee; and Youth Advisory Board Committee.

**ARTICLE VIII**  
**Duties**

**(1) Resource Identification**

The Commission should survey the county to determine the existence of historic buildings and other historical and archeological sites, private archeological collections, important endangered properties, or other historical features; report the data collected in the survey to the Commissioners Court and the Texas Historical Commission; develop and maintain an inventory of surveyed properties and districts in accordance with the standards established by the Texas Historical Commission; establish a system for the periodic review and assessment of the condition of designated properties in the county; and report the results of the review and assessment to the Texas Historical Commission. This can be accomplished with outside volunteers assisting on this project with oversight from the Chairperson and the Endangered Buildings Committee.

**(2) Education**

The Commission should strive to create countywide awareness and appreciation of historic preservation and its benefits and uses.

**(3) Reports and Recommendations**

The Commission shall make an annual report of its activities and recommendations to the Commissioners Court and to the Texas Historical Commission at the end of each calendar year. The Commission may make as many other reports and recommendations as it sees fit. Commissioners Court calendar year has been established from October 1 through September 30 of each year

The Commission shall make recommendations to the Commissioners Court and to the Texas Historical Commission concerning the acquisition and designation of real or personal property that is of historical or archeological significance.

The Commissioners Court shall provide to the Texas Historical Commission a list of appointed Members and the mailing address of each Member.

**(4) Resource Interpretation**

The Commission shall review applications for Official Texas Historical Markers to determine the accuracy, appropriateness, and completeness of the application.

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The Commission should establish a system for periodic review, assessment, and maintenance of Official Texas Historical Markers in the county. The Commission should work to promote historic and cultural sites in the county to develop and sustain heritage tourism.

- (5) **Planning**  
The Commission should work in partnership with other preservation entities in the county to prepare a plan for the preservation of the county's historic and cultural resources. The Commission should use the Texas Historical Commission's statewide preservation plan for guidance.
- (6) **Museums**  
The Commission may operate and manage any museum owned or leased by the county; acquire artifacts and other museum collections in the name of the museum or Commission; and supervise any employees hired by the Commissioners Court to operate the museum. In operating museums, the Commission shall adhere to professional standards in the care, collection, management, and interpretation of artifacts.
- (7) **Leadership and Training**  
The Commission, with assistance from the Texas Historical Commission, shall carry out board and volunteer training.
- All Members of the Commission shall have two hours of formal training on the Open Meetings Act and the Texas Public Information Act within 90 days of taking office. Certificates of completion shall be filed in the office of County Judge.
- (8) The Commission should strive to be represented at informational or educational meetings sponsored by the Texas Historical Commission at least twice a year.

## **ARTICLE IX** **Rules of Procedure**

Robert's Rules of Order shall govern the proceedings and business of the Commission unless otherwise provided herein.

## **ARTICLE X** **Operations**

- (1) **Execution of Documents**  
Unless specifically authorized by the Commissioners Court or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Commission shall be signed and executed by the Chairperson and one other officer (or such other person designated by the Commissioners Court), pursuant to the general authorization of the Commission. All conveyances of land by deed shall be signed by the Chairperson or two other Members of the Executive Committee and must be approved by a resolution of the Commissioners Court.



**(3) Budget**

The Treasurer in a manner set by Commissioners Court shall prepare the proposed budget for the ensuing year. The budget shall be approved by the Commission and then presented to the County Judge and Commissioners Court for approval.

**(4) Disbursement of Funds**

Financial Transactions that have a value of \$500.00 or more shall require majority approval of the Commission or Executive Committee if a majority of the Members of the Commission is not immediately available to vote on the transaction. In all other transactions, the Chairperson may dispense with the funds of the Commission in accordance with the annual budget approved by the Commission and the purposes of the Commission as set out in these bylaws. Notwithstanding the above, all checks disbursing funds from any of the Commission's accounts shall require the approval of the County Auditor and the Commissioners Court.

**County as Fiscal Depository for Funds**

As a branch of county government, any and all funds utilized by the Historical Commission must be deposited with the County Treasurer. The funds will be placed in a special Historical Commission account and county fiscal procedures will be followed, including any and all reports and documentation. As such, the chief source of funding is direct allocations from the Commissioners Court. Only funds authorized in the budget shall be expended. All other requests for funding require Commissioners Court approval.

**(5) Fiscal and Human Resources**

The Commissioners Court may pay the necessary expenses of the Commission.

The Commissioners Court may make agreements with governmental agencies or private organizations and may appropriate funds from the general fund of the county for the purpose of:

- (1) erecting historical markers and monuments;
- (2) purchasing objects and collections of objects that are historically significant to the county;
- (3) preparing, publishing, and disseminating, by sale or otherwise, a history of the county;
- (4) hiring professional staff and consultants;
- (5) providing matching funds for grants; and
- (6) funding other programs or activities as suggested by the Texas Historical Commission and the Commissioners Court.

The Texas Historical Commission may make grants available to the Commission, subject to the budgetary authority and approval of the Commissioners Court, to carry out the purposes of the Commission.

**(6) Receipt of Gifts**

The Commission shall be authorized to accept gifts of money and other property to further its preservation goals, and for any use in the furtherance of its lawful purposes in accordance with the Texas Local Government Code and the guidelines set by the Texas Historical Commission. All cash donations and sales proceeds to the Commission shall be placed in a separate donations account by the County Treasurer and shall only be used with the approval of the Commission and the Commissioners Court.

**(7) Nonprofits**

If the Commission is affiliated with a nonprofit organization, a Memorandum of Understanding (MOU) should be established defining the relationship and the role of each organization. The MOU must be approved by the County Commissioners Court.

**(8) Records**

The Commission will keep correct and complete records of account and will also keep minutes of the proceedings of the Commission meetings and Committees. The Commission will keep at its principal place of business, the County Clerk's office, or a safe place designated by the Commissioners Court the original or a copy of its records, including its bylaws, including amendments to date certified by the Secretary of the Commission.

All elected officers and committee chairpersons shall relinquish their records to the Chairperson, immediately upon the completion of their term of office or completion of a project.

**(9) Inspection of Books and Records**

The minutes and tape recordings of an open meeting are public records and shall be available for public inspection and copying on request to the Commission's Chairperson or the Chairperson's designee.

**(10) Amendments**

The bylaws may be amended at any time by a vote of a majority vote of Members at a meeting where a quorum is present.

**CERTIFICATION**

I hereby certify that these bylaws, as amended, were adopted by the membership of the **Montgomery County Historical Commission** at its meeting held on the 2nd day of November 2020

Chairperson	Date	Secretary	Date
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I hereby certify that these bylaws were approved by the **Montgomery County Commissioners Court** at its meeting held on the \_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
County Judge

\_\_\_\_\_  
County Commissioner, Precinct 1

\_\_\_\_\_  
County Commissioner, Precinct 2

\_\_\_\_\_  
County Commissioner, Precinct 3

\_\_\_\_\_  
County Commissioner, Precinct 4

ATTEST:

\_\_\_\_\_  
County Clerk