

CONSTITUTION AND BY-LAWS

HATTIESBURG HISTORIC NEIGHBORHOOD INCORPORATED

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

Section 1.01 Name of Corporation

The name of the Corporation shall be the Hattiesburg Historic Neighborhood Incorporated (hereafter referred to as the Corporation).

Section 1.02 Principal Office

The principal office will be located at 600 Court Street, City of Hattiesburg, County of Forrest, State of Mississippi. The Corporation may have such other offices either within or without the State of Mississippi, as the Board of Directors may determine from time to time.

ARTICLE II

PURPOSES

Section 2.01 Purpose

The Corporation is organized to operate exclusively for charitable and educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) and, more specifically described in Article 111 Section 3.01; to discover, purchase, commission or otherwise procure, publish and in any other way preserve writings, newspaper's, blueprints, maps, journals and the like which shed light on the history and architecture of Hattiesburg, Mississippi; to research, discover, procure, purchase, restore and assure the preservation of buildings, land, homes, or other articles, which may relate to the history and architecture of the City of Hattiesburg, Mississippi; to research, discover, procure, purchase, restore and assure the preservation of buildings, land, homes, or other articles which may relate to the history and architecture of the City of Hattiesburg, County of Forrest State of Mississippi more specifically described in Article 111 Section 3.01 to establish and maintain historic homes, buildings or exhibits and land leased to or owned by the Corporation; to hold meetings and other activities for the instruction and information of members and the public; and to accept donations of money, real property or other property for the above purposes.

Section 2.02 Primary Activities

The Corporation shall perform its primary activities as stated in Article 11 Purposes, Section 2.01 for the benefit of the geographic area as described in Article 111, Section 3.01.

ARTICLE III

GEOGRAPHIC AREA

Section 3.01 Geographic Area

The basic geographical area of this corporation shall be:

Gordon's Creek on the north; Illinois Central Railroad right-of-way to the east extending to include Short Bay Street; south down the railroad to the point where Hall Avenue would intersect if the avenue continued; west on Hall Avenue including both sides to the old Bonhomie and Hattiesburg Southern Railroad right-of-way; curving northward on this "right-of-way" to its intersection with the New Orleans and Northeastern railroad right-of-way and continuing northeast to the point where the railroad crosses Gordon's Creek.

Section 3.02 Extending Boundaries

The Corporation may extend its boundaries to include areas or individual street extensions on the perimeter of the above *stated* area at the request of property owners upon presentation of a written request to the Board of Directors from said property owners requesting inclusion into the Corporation said Board shall submit a request to the full membership at the next regular meeting for a vote.

ARTICLE IV

MEMBERS AND VOTING RIGHTS

Section 4.01 Who Can Be a Member

Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by payment of such dues, as the Board of Directors shall establish from time to time.

Section 4.02 Classes of Members

The members of the Corporation shall be divided into two classes-- active members and associate members. The qualifications for membership in each class shall be:

Active members--Persons owning property in the area described in Article III, Section 3.01, whether or not they maintain residence within its confines--Each Active member shall be entitled to one vote subject to the payment of dues.

Associate members- Any individual or organization interested in supporting the purposes of the Corporation, and subject to the payment of such dues at the Board of Directors shall establish from time to time. Associate members are not permitted voting privileges, but are entitled to attend meetings and functions of the Corporation.

Section 4.03 General Voting Rights

Except as otherwise provided by law, or the Articles of Incorporation or these Bylaws, all matters voted on by the members at any meeting shall be decided by vote of the majority of the members present.

Section 4-04 Suspending Voting Privileges

The Board of Directors may, in its discretion, suspend the voting privileges of any member who has been and remains in default in their financial obligations to the Corporation for a period of six (6) months or longer.

Section 4.05 Powers and Rights of Members

Members of the Corporation in good standing have the following powers:

1. To elect at the annual meeting as many Directors as needed to fill positions falling vacant at that time. (Section 6.02)
2. To modify, suspend or veto any decision of the Board of Directors by majority vote of all the members present and in good standing.
3. To amend the Bylaws by majority vote of all members in good standing; to waive or suspend any Bylaws by resolution adopted by two-thirds majority of the Active members.
4. To hear, consider, and approve or disapprove reports of the Board of Directors. Officers and Committees of the Corporation.
5. Members may adopt resolutions for the guidance and direction of the Corporation at any regular or special meetings by a majority vote of those Active members present.
6. Each member shall have the right at reasonable times to inspect books of accounts and membership records of the Corporation, upon written request to the President.

Section 4.06 Termination of Memberships

Any member may resign by submitting written notice of resignation to the Recording Secretary.

ARTICLE V

MEETINGS OF MEMBERS

Section 5.01 Place

Meetings of the members shall be at such place or places, either within or outside the City of Hattiesburg, as may from time to time be fixed by the Board of Directors.

Section 5.02 Time and Date

The meetings of members shall be held on dates and time fixed by the Board of Directors, except that an annual meeting shall be held in January of each year, at which time members of the Board of Directors shall be elected. (Amended May 7, 1989)

Section 5.03 Special Meetings

Special meetings of the members may be called by the President or by one-third of the Board of Directors and shall also be called by the President upon written application by Ten (10) Percent of the Active members of the Corporation.

Section 5.04 Notice of Meetings

Written notice of each meeting of the members, stating the place, day, and hour of the meeting and. In the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than two (2) days, nor more than thirty (30) days before the date of the meeting.

Section 5.05 Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members. may be taken without a meeting if a consent In writing setting forth the action so taken is signed by all the Active members entitled to vote with respect to the subject matter thereof.

Section 5.06 Annual Report to Members

An annual report of the activities of the corporation for the preceding year shall be sent or hand delivered to all members following the end of the fiscal year of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01 General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 6.02 Number and Tenure

The Corporation shall be governed by an elected Board of nine Directors all Active members of the Corporation. The first Board of Directors, as amended by said Bylaws shall be elected by the full membership as follows:

Three members -to include the current President -to serve one year, three members to serve two-years; three members to serve three years, for the fiscal year of the Corporation.

Thereafter, upon subsequent elections, each member shall be elected for a period of three (3) years.

Section 6.03 Nomination of Directors

Not later than one month prior to the end of the fiscal year of the Corporation, the Board of Directors shall appoint a nominating committee of three (3) members. Such committee shall consider all available candidates for the Board of Directors to be filled at the forthcoming meeting and shall submit a slate of candidates at the meeting. Such submission shall be deemed a nomination of each person named. The committee may recommend one or more than one candidate for each vacancy to be filled.

At the annual meeting of members nomination may be made by the members from the floor.

ARTICLE VII

MEETINGS OF BOARD

Section 7.01 Regular Meetings

The Board shall hold regular meetings, without call or notice, at such time and place as fixed by the Board at the beginning of each fiscal year.

Section 7.02 Place of Meetings

The monthly meetings of the Board of Directors shall be held at such place as the Board may agree upon.

Section 7.03 Special Meetings

Special meetings of the Board may be held from time to time, in addition to the regular meetings scheduled in these Bylaws, on notice and call as herein provided. A special meeting may be called by the President or by the written request of a majority of the Board of Directors.

Section 7.04 Notices

Notices of Regular Board meetings need not be given. Notice of any special meeting of the Board shall be given by mail, telephone, or other like means not less than two (2) days notice to each Board member, except as provided by these Bylaws. The notice shall specify the person or persons calling the meeting, if applicable; the date and hour of the meeting; the place of the meeting; and the business to be brought before the meeting. No business other than that so specified shall be trans-acted at any special meeting except by unanimous consent of all the Board of Directors.

Section 7.05 Informal Meetings of Board

Informal special meetings of the Board of Directors may be called by the President or by the request of a majority of the Board of Directors in office. Such a meeting may be called by telephone or like method and if all members of the Board meet at the time and place specified and execute written consents to the holding of the meeting and execute a waiver of all notice requirements in *regard* thereto, then such meetings may be held with the like effect as if formal notice had been given, and any business may lawfully be transacted at such a meeting to which the Directors consent, except that the Bylaws shall not be revoked or enlarged.

Section 7.06 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting.

Section 7.07 Board Decisions

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7.08 Vacancy on Board of Directors

Any vacancy occurring; in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting a written notice of resignation to the Recording Secretary.

Section 7.09 Effect of Repeated Absences from Meetings

If a Director shall be absent, except for reasons of illness or absence from the country, from three (3) consecutive regular meetings of the Board of Directors, the said Director shall be automatically removed and the vacancy shall be filled pursuant to Article VII, Section 7.08 of these Bylaws.

ARTICLE VIII

COMMITTEES

Section 8.01 Appointment of Committees

The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, each of which shall consist of two (2) or more Directors. These committees, including an Executive Committee, shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided in said resolution-

Section 8.02 Archivist

The Board of Directors shall appoint an Archivist to the Board from the membership for a one-year term, said position shall be a non-voting position.

ARTICLE IX

OFFICERS

Section 9.01 Officers

Officers of the Corporation shall be elected by the Board of Directors at their first meeting of the fiscal year from among the Directors. Officers shall serve one-year terms and shall consist of a President, Vice-president, Recording Secretary, Corresponding Secretary, and a Treasurer. Any, two or more offices, may be held by the same person with the exception of the offices of President and Recording Secretary. The President shall be a Director who has at least one year remaining in his/her Board term following the proposed term as President.

Section 9.02 Bond

The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or employments.

Section 9.03 The President

The President shall be the chief operation officer of the corporation; he/she shall have general and active management of the affairs and property of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 9.04 The Vice President

The "Vice President shall respectively have such powers and perform such duties as may be assigned to his/her by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the power of the President. The Vice President shall be the standing chairperson of the Corporation's annual Candle lighting.

Section 9.05 The Recording Secretary

The Recording Secretary shall keep the minutes of all meetings of the Board of Directors, of all meetings of committees of Directors appointed in accordance with Article VIII, Section 8.01 of these Bylaws, and of all meetings of the Corporation. He/she shall give, or cause to be given, such notice of all meetings of the Board of Directors and all meetings of the Corporation as may be required by the Bylaws, and shall perform such other duties as shall be assigned to him/her by the Board of Directors or the President.

Section 9.06 The Corresponding Secretary

The Corresponding Secretary shall attend to such correspondence, make such reports as may be assigned to him/her by the Board of Directors or the President, and maintain the Corporation directory and mailing list.

Section 9.07 The Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall be responsible for depositing all money in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and shall render to the Board of Directors at its regular meeting, or when the Board of Directors so requires an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE X

CONTRACTS. CHECKS DEPOSITS AND FUNDS

Section 10.01 Authorizing the Execution of Contracts, Checks, Deposits, and Funds

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer or by such other officers, or agents or employees of the Corporation as may, from time to time, be designated by the Board of Directors. All instruments of transfer of personal property, other than securities; all instruments of conveyance of real property; and all contracts and agreements, shall be signed by such officers or agents as the Board of Directors may direct, or may be signed by two (2) of the following officers, namely, the President, Recording Secretary or Treasurer. The Board of Directors may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts on behalf of the Corporation, including any required by Governmental authorities.

Section 10.02 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 10.03 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XI

DUES

Section 11.01

The Active Members may determine from time to time the amount of annual dues payable to the Corporation by the members.

ARTICLE XII

SEAL

Section 12.01 Seal

The Corporate Seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "Mississippi-"

ARTICLE XIII

FISCAL YEAR

Section 13.01 fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV

AMENDMENTS

Section 14.01 Amendments of Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of Active Members of the Corporation at any regular or special meeting, except where prohibited by Bylaws herein, also provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501 (c)(3) of the Internal Revenue Code of 1954 or any successor provision.

Adopted : January 13, 1987. Amended May 7, 1998