

MCDONALD COUNTY HISTORICAL SOCIETY BYLAWS

ARTICLE I

The name of this society will be The McDonald County Historical Society and will be referred to as the Society.

ARTICLE II

MISSION STATEMENT

To preserve, restore, protect and share our heritage to educate future generations on the culture and history of McDonald County.

ARTICLE III

MEMBERSHIPS

Active Members of the Society shall be defined as those persons who have paid the annual membership dues. The membership levels are Regular, Friends of the Society and Honorary Membership.

1. Regular Membership benefits include quarterly newsletters, membership meetings with speakers and voting privileges.
2. Friends of the Society benefits include the Regular Membership benefits plus invitations to preview new exhibits and special fundraising events.
3. Honorary membership may be conferred upon any person whose activities have made substantial and long term contributions to the objectives of the society. Honorary member candidates must be nominated and voted on by the Society's Board prior to election by a simple majority vote of members present at a regular meeting. Honorary members will be eligible to vote and are not be required to pay annual membership dues.

DUES

Revenue from memberships will be used for ongoing maintenance, utilities, activities and other needs necessary to the preservation and upkeep of our historic buildings. The membership present at the annual business meeting (November) may approve or change the amount of the dues by a simple majority vote. Any change in the membership dues would go in effect December 1 of the current year. Membership fees will be due as of December 1. Dues will be considered in arrears if not paid by January 1st of the following calendar year. Inactive members will be dropped from membership rolls if payment is more than one (1) year delinquent.

ARTICLE IV

FISCAL YEAR:

The fiscal year is January 1 through December 31.

ARTICLE V

SCHEDULE AND QUORUM OF SOCIETY MEETINGS

A quorum is defined as the number of members present. Motions will be passed by a simple majority vote.

ANNUAL MEETINGS

1. Regular meetings of the society will be held on the third Sunday of the months of January, March, May, July, September and November at 2:00 p.m. at a place announced by mail, e-mail and/or through the media.
2. The annual business meeting of the society will be held during the month of November to more closely coincide with the fiscal year.
3. Special meetings of the Society may be called by either the President or Board Chair.
4. Meetings may be rescheduled if they are in conflict with recognized holidays, or in the event of inclement weather.

ARTICLE VI ELECTIONS

A Nominating Committee will develop and submit to the full membership a form in which members will be notified of openings that are listed for the upcoming election. Nominations may be made by any member and should be submitted to the Nominating Committee. Those nominated will be contacted to confirm that they wish to run. Those accepting the nomination will be placed on a written ballot and made available to the Society members by regular mail. Only members who have paid their dues by Oct.1 of that year may cast a vote. Ballots may be returned by regular mail or-you may vote at the annual business meeting in November. All ballots will be numbered in order that membership can be verified by the nominating committee. The Nominating Committee will tabulate the votes and announce the results.

The officers will be a President, a Vice-president, a Secretary and a Treasurer who will be elected for a term of two years on a staggered basis. In addition there will be five to a maximum of eleven Board members at large who will be elected by the Society members at the November meeting for a term of two years on a staggered basis. Any member in good standing will be eligible to be either an Officer or an at large Director. All officers and at large Board members will be elected by a plurality of votes cast by the Society members. Officers and at large Directors will be installed at the close of the annual meeting at which they are elected and will serve until their successors have been duly elected and installed. In case of a vacancy of either an Officer or Board Member, the Board of Directors has the authority to appoint a person to fill the unexpired term of office. The person may then stand for elections through the usual election process.

ARTICLE VII OFFICERS AND BOARD MEMBERS AT LARGE

The officers and at large Directors will constitute the Board of Directors. This will result in a maximum of fifteen (15) Directors on the Board. Directors may be re-elected by a plurality of votes cast by the members.

The Board of Directors will have the power to conduct the affairs of the Society. The Board will decide questions of policy and perform such other functions as designated in the bylaws or otherwise assigned to it by the Society. The Board Chair will be appointed by the Board of

Directors on an annual basis. The Board is responsible for the long-range strategic planning. Each person present has one vote and the Board Chair only votes in case of a tie vote.

Generally the Board meetings are open to Society members. If an individual wishes to be on the agenda they must submit a request to the Board Chair at least seven (7) days prior to the meeting stating the topic to be discussed. This will allow for a full consideration of the request. A reasonable time limit for the discussion will be established by the Board Chair prior to the meeting. Closed meetings of the Board may be held at the discretion of the Board of Directors according to the Revised Statutes Missouri Law 610.021. In general, closed sessions will be limited to legal actions, leasing or purchase of property, personnel actions, or specifications for competitive bidding.

1. The Board shall be required to have no less than 6 (six) meetings per year. The Board of Directors, in concert with the President, will render a report for each annual meeting of the Society.
2. Directors are required to attend all scheduled board meetings, notwithstanding unforeseen emergencies.
3. If less than a majority of the Board members are able to attend the Chair will postpone the meeting.
4. A special meeting of the Directors may be called at any time by the Board Chair or by a majority of the Directors with two (2) day prior notice given to all Board Directors.
5. The Board is responsible for approving a budget and any change in the approved budget categories will be brought to the Board for approval. All expenditures of monies not in the approved budget that exceed two hundred fifty dollars (\$250.00) will be pre-approved by a majority vote of the Board of Directors.
6. It is the Board's responsibility to oversee and approve the monthly financial reports, committees and their actions, activities of the museum(s) as well as assuring that activities defined by the Society are carried out.

No individual Board Member may act as an agent of the Society or Board without specific Board authorization. Each Board member has a fiduciary duty to the Society and her/his actions must be in the best interest of the Society and there is an expectation of confidentiality of issues discussed.

Duties of Board Chair:

The board chair shall be elected by the Board each year at the December meeting. The Chair will conduct all board meetings according to the agenda, moving members toward active participation and consensual decision making.

1. Call and postpone (if necessary) board meetings.
2. In concert with the President, present an annual report from the Board to the general membership.
3. Speak on behalf of the board with public/private officials, media, and the community unless otherwise designated by the Board.
4. Sign all lease agreements and other legal documents as required.
5. Provide for board education and strategic planning sessions.
6. Receive all bid documents.
7. Collaborate with the President to support the goals and objectives of the Society.
8. In concert with the Board, contact an outside qualified firm or individual to carry out both the annual financial review and the annual IRS filing. The bid document may be

advertised, or in special cases calls may be made to local firms, and the written bids received will be presented to the Board for final selection. The firm may be asked to appear before the Board to both present as well as provide a written financial report to the Board for their review.

Duties of Officers:

The **President** will have executive supervision over the activities of the Society within the scope provided by these bylaws.

1. Preside at the general Society meetings and report on the activities of the Society.
2. Responsible for obtaining speakers at the general society meetings.
3. Review the annual budget to be presented to the Board for approval.
4. Supervise the building(s) maintenance and museum personnel whether volunteer or paid.
5. Responsible for ensuring regular published updates to the general membership on Society activity through the print and other social and electronic media.
6. The President will also serve as the Chair of the Executive Committee composed of the Vice-President, Treasurer and Secretary of the Society.
7. Collaborate with the Board Chair to support the goals and objectives of the Society.

The **Vice-president** will serve as the Executive Officer to assist the President to see that the Board goals and objectives of the Society are met. Duties will be assigned by the President and will include supporting the successful restoration and maintenance of Society buildings and grounds. In the event of the absence, incapacity or resignation of the President, the Vice President will serve as interim President.

The Secretary

1. Will keep the minutes of the meetings of the Society and of the Board of Directors.
2. When votes are taken, the Secretary will record the votes and announce the results.
3. These written minutes shall be dispersed for review to each Board member at least seven (7) working days prior to the next regularly scheduled meeting and shall be submitted to the Board for revision and approval.
4. Will write and send thank you notes to donors.
5. The minutes will be kept for a minimum of 10 years.
6. A copy of the bylaws and other contractual & legal documents will be kept on file by the Secretary at the McDonald County Historical Society Administrative Office.

The Treasurer

1. Will be responsible for the safekeeping of Society funds and for maintaining the financial records. These records will be kept for a minimum of ten (10) years.
2. Will deposit all monies received in a timely fashion with a bank in the name of the McDonald County Historical Society. The bank will be selected by the Board following a bidding process.
3. Following the receipt of budgeted and Board approved invoices monies will be paid out in a timely fashion by numbered checks signed by either the Treasurer, President or Chair of the Board.
4. The Treasurer will maintain a list of members and collect dues.
5. Will develop an annual budget to be submitted to the Board for consideration and approval.
6. Render monthly written financial reports to the Board as well as an annual written financial report for the society members based on the fiscal year of January through December.

**ARTICLE VIII
COMMITTEES**

Society committees can be established at any time by the Board with a written, well defined mission statement and list of duties documented and approved as part of board policies. Society committees shall report and be responsible to the Board of Directors. Each Board member will be responsible for being an active member on at least one standing committee and all such committees shall have at least one Board member. Committee members and chairs shall be appointed by the Board with a review and reappointments made annually at the regular January Board meeting. Ad Hoc Committees are established to complete a very specific mission and may be active for a period of time shorter than one (1) year.

**ARTICLE IX
CONFLICT OF INTEREST STATEMENT**

Any duality of interest, conflicts of interest or the appearance of conflicts of interest on the part of a Board member, Officer, employee, consultant and those that provide services or furnish goods to McDonald Historical Society is prohibited. Such duality of interest, conflicts of interest or appearance of conflicts of interest shall be disclosed to the Board of Directors for adjudication.

**ARTICLE X
NEPOTISM**

McDonald County Historical Society shall not prohibit the employment of members of the same family as long as they are under different supervisors. However, no person shall be employed, promoted or transferred to a situation where she/he would be the direct or indirect supervisor or receive direct or indirect supervision from a spouse or former spouse; parent, child, current or former in-laws (step or half relationships inclusive); and any other person residing in the same household as the employee. Further the Society officers shall not hold any of the above relationships to any present Board Member. Board members and board candidates are expected to disclose any such relationship immediately when they become aware of it. Such duality of interest shall be disclosed to the Board members for adjudication.

**ARTICLE XI
VACANCIES**

In the event of resignation or incapacity of any officer or director at large the vacancy may be filled by a vote of the Board of Directors for the unexpired term of office. This person may then stand for election through the usual election process.

**ARTICLE XII
BIDDING PROCESS**

All items or services in excess of \$1,000.00 under the auspices of the Society either directly or through committees will be advertised for bids with the intent of finding a balance between cost and quality. Exceptions will be presented to the Board for consideration.

**ARTICLE XIII
COMPENSATION AND EXPENSES**

The Board of Directors and Officers shall not receive any salary for their services, but by resolution approved by a majority of the Board of Directors, may receive reimbursement for reasonable expenses incurred in the furtherance of their duty as a Director or Officer of the Society.

**ARTICLE XIV
POLITICAL ACTIVITY**

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE XV
INDEMNIFICATION CLAUSE**

The McDonald County Historical Society shall indemnify any Director or Officer of the Society against any reasonable expenses, including attorney's fees, actually and necessarily incurred by such person in connection with the defense of any action brought against such person by reason of the fact that such person is or was a Board member or Officer of the Society and shall further indemnify any such person made or threatened to be made a party to any action or proceeding, other than by or in the right of the Society to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such a person was a member of the Board of Directors or Officer of the Society against judgments, fines, amounts paid in settlement and reasonable as a result of such action or proceeding, or any appeal therein to the extent permitted by and in accordance with the general corporation law of the State of Missouri.

**ARTICLE XVI
TAX EXEMPT STATUS (Not For Profit)**

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XVII
TERMINATION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such Organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVIII

AUXILIARY MEMBERSHIP STATEMENT

The McDonald County Historical Society will cooperate with the state and other historical societies and will agree to become an auxiliary member of the State Historical Society of Missouri, thereby entitling this society to a representative at the annual meetings of the state Organization and to receive complimentary copies of the Missouri Historical Review and the State Historical Society of Missouri Newsletter

**ARTICLE XIX
AMENDMENTS TO THE BYLAWS**

The Bylaws may be amended at any regular meeting by a simple majority of those members present, provided notice was given to the membership at least thirty days (30) prior to the meeting. Amendments may also occur at a special meeting called for that purpose by a simple majority vote of members present, providing all members have been given notice thirty days (30) prior to the meeting. All proposed amendments must be submitted in writing.

The original Constitution and Bylaws were adopted by the General Membership in attendance at the meeting on March 10, 2002. The Constitution was amended by the General Membership in attendance at a special meeting called for that purpose to include paragraphs regarding tax exempt status on April 28, 2006.

The Society's Constitution and Bylaws were combined and amended by the General Membership in attendance at the regular January meeting held on February, 2007. January's meeting was rescheduled due to inclement weather.

**ARTICLE XX
BYLAWS AVAILABILITY**

A copy of the Society's Bylaws will be kept on file by the Secretary, at the McDonald County Historical Society Administrative Office in the Sheriff's House and will be available on the Society webpage and to other entities as appropriate.



President



Board Chair



Secretary

9/20/15
Date

9/20/15
Date

9-20-15
Date

Originally Adopted- March 10, 2002
Revised:
April 28, 2006
February, 2007
Nov 17, 2013
Sep.20,2015