

**BYLAWS OF THE STATE HISTORICAL SOCIETY
OF MISSOURI**

ARTICLE I

OBJECT

Section 1. **Purposes.** This Society shall be known as The State Historical Society of Missouri. Its object shall be the collection, preservation, exhibition, and publication of materials for the study of history, especially the history of this State and the Middle West. To this end, the Society shall acquire documents and manuscripts, obtain narratives and records of pioneers, maintain a library of historical reference and maintain a gallery of historical portraiture, publish and otherwise disseminate information relative to the history of the region, and in general encourage and develop the study of history within this State. It shall also perform such other and kindred duties as are now or may hereafter be imposed upon it by the laws of the State, or the enactment of this Society.

Section 2. **Headquarters Location.** The headquarters of this Society shall be in Columbia.

ARTICLE II

MEMBERSHIP

Section 1. **Types of Membership.** The Society membership shall be composed of (1) life members; (2) annual members; (3) honorary members; (4) auxiliary members; (5) ex officio members and any additional membership categories established by the Society's Board of Trustees.

Life members shall be those members who have paid the appropriate life membership dues. Every publisher of a newspaper published in the State of Missouri who shall send copies of his newspaper regularly to the Society library, shall be entitled to the privileges of annual membership during the period that he sends his newspaper to the library. In case of the retirement or sale of his newspaper, any publisher who shall have sent his newspaper to the Society library continuously for ten or more years may, upon application, become a life member of the Society.

Annual members shall include those members who have paid the annual membership dues and shall include members who may be defined as individual, foreign, family, contributing, supporting, sustaining, and patron members.

Honorary members shall include members of the General Assembly of the State of Missouri while they serve in that capacity and those members who have been approved by the Executive Committee of the Society to be honored in some capacity by the Society.

Auxiliary members shall include any society which has been organized for the purpose of gathering and preserving facts relative to the history of its State and its individual citizens, which has been approved for membership by the Executive Committee of the Society.

Ex officio members of the Society are hereby designated as the Governor of the State, Secretary of State, State Treasurer, President of the University of Missouri, and the Chancellor of the University of Missouri-Columbia while serving in said capacity.

Additional categories of the memberships established by the Board of Trustees shall be defined by the Board in its minutes.

Section 2. **Membership Fees.** The fees for membership shall be set by the Board of Trustees.

Section 3. **Voting Rights.** Voting rights are granted only to all life members, annual members, and ex officio members. Each auxiliary member shall also be entitled to send one delegate to membership meetings who shall also be entitled to one vote.

Section 4. **Qualifications for Office.** Only life and annual members shall be entitled to hold office or serve as trustees of the Society.

Section 5. **Dues.** At the time of renewal, notices of dues shall be sent by the Executive Director, to their latest known address. Any annual member who fails to pay his annual dues within three months of the renewal date shall be deemed to have forfeited his membership, and his name shall be stricken from

the roll of members.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. **Annual Meeting.** An annual meeting of the members of the Society shall be held at a time and place in the City of Columbia to be designated by the Executive Committee of the Society. The annual meeting shall be held for the purpose of electing trustees and conducting such other business as may come before the membership meeting.

Section 2. **Special Meetings.** Special meetings of the membership may also be held from time to time on the call of the President or upon the written request of five or more members of the Executive Committee, or upon the written request of five percent (5%) or more of the life and annual members of the Society.

Section 3. **Quorum.** Twenty members of the Society shall constitute a quorum for the purpose of transacting business or of conducting a meeting. If no quorum is present, the only action that the membership may take is to adjourn the meeting to a time certain which shall be no sooner than 30 days nor later than 60 days from the date of the adjourned meeting, and notice of the new meeting date shall be provided as noted in Article III, Section 4, Notice of Meeting.

Section 4. **Notice of Meeting.** Written notice stating the place, hour, and date of the meeting, and in the case of special meetings, the purposes for which the special meeting is called shall be mailed to each member no less than 30 days and no more than 60 days prior to the date of the meeting.

Section 5. **Agenda.** The order of business at any annual meeting shall be as follows:

1. Reading of the minutes of the proceedings of the previous meeting, and action thereon, and unfinished business.
2. Presentations of letters and other communications, and action thereon.
3. Reports of officers, and of auxiliary societies, and action thereon.
4. Reports of committees, and action thereon: (a) executive; (b) standing; (c) special.
5. Election of trustees.
6. Miscellaneous business.

Section 6. **Voting.** Each life, annual, and auxiliary delegate shall be entitled to one vote. Proxy voting shall not be allowed. Cumulative voting shall not be allowed.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. **General Powers.** The business and affairs of the Society shall be managed by its Board of Trustees except as may be delegated by the Trustees to the Society's Executive Committee.

Section 2. **Number of Trustees.** There shall be one Trustee from each Congressional District of the State and fourteen Trustees elected at large. In addition to the elected Trustees, the President of the Society, the Vice Presidents of the Society, all former presidents of the Society, and the ex officio members of the Society shall also constitute members of the Board of Trustees.

- a. In addition to the number of trustees described above, there shall also be a class of trustees known as emeritus/a trustees. This class of trustees shall consist of trustees who have been elected to at least two three-year terms as trustees but who are no longer able to attend meetings of the Board of Trustees or participate actively in board functions. Emeritus/a trustees shall not have the right to vote at board meetings nor shall they be counted toward a quorum for board meetings. Emeritus/a trustees shall be so designated at the discretion of the Executive Committee of the Board of Trustees.

Section 3. **Terms of Trustee.** Each Trustee shall be elected to serve for a term of three years. They shall be divided into three classes of as nearly equal numbers as possible, so arranged that the terms

of one class shall expire at each annual meeting of the Society; but, notwithstanding, each class of trustees shall continue to hold until their successors are elected. A vacancy created during the term of the trustee, if not filled by the Board of Trustees using the following procedure, shall be filled at the next annual meeting of the membership by a vote of the membership: If a vacancy occurs, the President may call for nominations from the Executive Committee to fill the unexpired term. The Executive Director shall then notify the members of the Board of Trustees of the following: 1) that there is a vacancy, the length of the unexpired term, and the Congressional District conditions for nomination, if any; 2) the list of nominations from the Executive Committee; 3) that any member of the Board of Trustees may add to the list of nominations by notice to the Executive Director within 30 days of the date of the Director's notice, and; 4) that an election to fill the position will be conducted by mailed ballot to the Board of Trustees. The Executive Director shall prepare a ballot and mail it to the members of the Board of Trustees no later than 15 days after the close of nominations with instructions to return the sealed ballot to the society no later than the next scheduled meeting of the Executive Committee at which time the ballots will be opened and counted before the committee. In the event of a tie vote the Executive Committee as a whole shall cast the deciding vote.

Section 4. **Quorum.** Ten or more members of the Trustees shall constitute a quorum for the purpose of transacting business or conducting a meeting.

Section 5. **Annual Meeting.** An annual meeting of the Trustees shall be on the same day and in the same city as the annual meeting of the membership.

Section 6. **Special Meetings.** Special meetings may be called on the notice of the President of the Society or on the written request of ten members of the Trustees at such times and places as may be designated by the President or the Trustees calling the meeting.

Section 7. **Voting.** Each Trustee shall be entitled to one vote on any matter coming before the Board of Trustees' meetings. Cumulative voting shall not be allowed. Voting by proxy shall not be allowed.

Section 8. **Notice.** Notice stating the place, hour, and date of the Trustees' meeting, and in the case of special meetings, the purposes for which the special meeting is called, shall be given to each member of the Trustees no more than 30 days and no less than 10 days prior to the date of the meeting.

Section 9. **Selection.** The President, prior to the annual meeting, shall appoint a nominating committee which shall present nominees for the proposed Trustees. In addition, nominations may be made at the time of the election by any other member. The Trustees shall be elected by a majority vote of the voting members present and voting at their annual meeting, a quorum being present.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. **Powers and Duties.** The Executive Committee shall have the responsibility of supervising and overseeing the effects and affairs of the Society subject to ultimate supervision of the Board of Trustees, and shall establish the compensation for the Executive Director.

Section 2. **Selection.** The Board of Trustees shall at their annual meeting select from their membership no less than six and no more than eight members of the Executive Committee as the Board of Trustees may annually determine. In addition, the President and the Treasurer shall also serve as a member of the Executive Committee. The President, prior to the annual meeting, shall appoint a nominating committee which shall present nominees for the proposed members of the Executive Committee. In addition, nominations may be made at the time of the election by any other Trustee.

Section 3. **Term.** All members of the Executive Committee shall serve for a term of one year.

Section 4. **Expenses.** The members of the Executive Committee shall serve without compensation; provided, however, that they shall be entitled to reimbursement for reasonable expenses incurred in the performance of their duties.

Section 5. **Ex Officio Member.** The Executive Director of the Society shall be an ex officio member of the Executive Committee, but shall not be entitled to vote and may be excluded from Executive Session upon request of the Executive Committee.

Section 6. **Quorum.** In order to have a quorum for the transaction of business, there must be present in person, by telephone, or by video conference connection no less than a simple majority of the membership of the Executive Committee.

Section 7. **Removal of Committee Members.** The Board of Trustees shall have the power to remove any members of the Executive Committee and replace the removed member at any special meeting called for that purpose by a two-thirds vote of the membership of the Board of Trustees.

Section 8. **Meetings.**

a. The Executive Committee shall meet at least quarterly at a time and place to be designated by the President of the Society who shall preside at all Executive Committee meetings. Special meetings may also be called by the President or any three members of the Executive Committee. Five days notice shall be required for any meeting.

b. In addition to a meeting of the Executive Committee, the Executive Director may poll the members of the committee to any question approved by the President. The poll may be taken by mail, in person, telephone, e-mail, or other electronic means. The question and the poll shall be included in the minutes set for approval at the next quarterly meeting of the Executive Committee. The binding effect of the polled vote on the submitted question shall be the same as if made by the Executive Committee in quarterly or special meeting.

Section 9. **Vacancies.** If any elected member of the Executive Committee resigns, dies, or is unable to serve, the majority of the remaining members of the Executive Committee may appoint a replacement to serve out his term. In the event of the death, resignation, or disability of the President or First Vice President, his successor in office shall serve in his place.

Section 10. **Annual Report.** It shall be the responsibility of the Executive Committee with the assistance of the Executive Director to make an annual report to the Trustees of the work and activity of the Executive Committee together with any suggestions they deem appropriate.

Section 11. **Chairperson.** The President shall serve as chairperson of the Executive Committee, and in the President's absence, the committee shall select its own presiding officer.

ARTICLE VI

OFFICERS

Section 1. **Officers.** The officers of the Society shall consist of a President, Six Vice Presidents, a Treasurer, and an Executive Director. The Executive Director shall also serve as Secretary of the Society.

Section 2. **Election of Officers.** The President, prior to the annual meeting, shall appoint a nominating committee which shall present nominations for the proposed officers. In addition, nominations may be made at the time of the election by any other trustee. The officers shall be elected by a majority vote of the Trustees present at their annual meeting, a quorum being present.

Section 3. **Terms of Office.** The terms of all offices of the Society shall be for a term of three years except for the Executive Director who shall serve at the pleasure of the Board of Trustees. The President may serve no more than two terms. Election as President for an unexpired term shall not disqualify one for election for two full terms. The officers of the Society, except the Executive Director, shall serve without compensation.

Section 4. **Vacancies.** The Board of Trustees shall have the authority to fill any vacancies in office by majority vote of the Board of Trustees present at a special meeting called for that purpose.

Section 5. **Removal of Officers.** Any officer other than the Executive Director who shall serve at the pleasure of the Board of Trustees may be removed by the majority vote of the Board of Trustees for disability, incompetence, misconduct, or other causes, at a special meeting called for that purpose. Written notice of the hearing shall be given to such officer and to all members of the Board of Trustees at least 10 days prior to the meeting at which removal is to be considered. Such officer shall be entitled to a hearing at such time and the right to appear with legal counsel of his choosing if he so elects. No hearing for

removal shall be held unless a quorum of the Board of Trustees is present for the meeting. An officer may be removed by a two-thirds vote of the Trustees present and voting at said meeting. Such officer so removed shall have the right to appeal the Trustees' decision to the membership at the next annual meeting if he so elects. The question of his removal shall then be considered at the next annual meeting and if 51% of the members voting sustain his removal, the action of the Trustees shall stand.

Section 6. **Duties of Officers.** The duties of the officers of the Society shall be as set out below:

a. **President.** The President shall serve as the chairperson of the Executive Committee and shall have the responsibility of presiding at all meetings of the Society and of the Executive Committee and to sign all deeds, leases, mortgages, conveyances, contracts, and all legal documents entered into by the Society provided the same are approved by the Executive Committee. He shall also perform such other duties as may be designated by the Board of Trustees or the Executive Committee.

b. **Vice Presidents.** In the absence of the President or in the event of his inability or refusal to act, the Vice Presidents in numerical order shall discharge the duties of the President.

c. **Treasurer.** The principal duties of the Treasurer shall be:

1) to receive and account for all monies and securities for money, and such other property of the Society as may be committed to his charge by the Executive Committee;

2) to invest the capital of the funds in his hands, as he shall be authorized by the Executive Committee;

3) from time to time as required, to render to the Society, or to the Executive Committee, statements in writing of the sum of money by him received, and from what source or sources received;

4) from time to time as required, to render to the Society, or to the Executive Committee, statements in writing concerning monies, securities, and property in his possession;

5) from time to time as required, to render to the Society, or to the Executive Committee, statements in writing on all matters pertaining to his office;

6) shall at each annual meeting of the Society, and more often if requested by the Executive Committee, make a detailed report of the financial condition of the Society;

7) is authorized and empowered to satisfy and discharge of record any mortgage held by the Society, whenever the full amount of money secured thereby shall have been paid to him; and

8) shall, at the expiration of his term of office, deliver over all funds and securities in his hands to his successor in office.

d. **Executive Director.** The Executive Director shall serve as the chief administrative officer of the Society and shall, in general, supervise and manage the business of the Society and shall be in charge of employment, supervision and discharge of employees. He also shall serve as the Librarian of the Society and as its Custodian of Documents. The Executive Director shall also perform the duties customarily assigned to the secretary of an organization.

He also shall countersign all deeds, leases, conveyances, contracts, and other legal documents executed by the Society, and affix the seal of the Society thereto and to such other papers as shall be required or directed to be sealed; keep a record of the proceedings of the Society and of the Executive Committee; safely and systematically keep all papers, records, and documents belonging to the Society, or in anywise pertaining to the business thereof, except such as may be committed to the care of other officers; conduct the correspondence of the Society; edit and supervise its publications; and generally, so far as required, always subject to the direction of the Trustees and Executive Committee, administer the several activities of the Society. He shall also perform the duties of Librarian and shall have in charge the books, manuscripts, portraits, specimens, relics, and other collections of the Society, record the accessions thereof and catalogue and arrange the same.

The Executive Director shall, from time to time, at intervals no less frequently than monthly, transmit to the Treasurer all monies which shall be received by the Executive Director from gifts, sales of duplicates, membership fees, or from any other source and shall file for reference all receipts and submit a monthly report of the financial activities of the Society to the Executive Committee.

The Executive Director shall have the responsibility for collection of dues and shall maintain the membership records for the Society. The Executive Director shall also have the responsibility for terminating membership for those persons who have failed to pay their annual dues.

ARTICLE VII

BONDS

Section 1. **Persons to be Bonded.** Both the Executive Director and the Treasurer shall give surety

bonds for the faithful performance of their duties. In addition, surety bonds shall be obtained for other employees if so directed by the Executive Committee.

Section 2. **Amount of Bond.** The bonds shall be in the amount which shall be, from time to time, established by the Executive Committee. The premiums of such surety bonds shall be borne by the Society.

ARTICLE VIII

NOTICE

Section 1. **Written Notice.** If written notice is required in these Bylaws, it shall be sent by United States Mail and shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope addressed to the person designated at his last known address as shown by the Society records with postage prepaid affixed thereon.

Section 2. **Notice.** If notice, other than written notice, is required in these Bylaws, it may be made by FAX, e-mail, or other electronic means, to an address or telephone number provided to the Executive Director by the individual member or trustee.

ARTICLE IX

FISCAL MATTERS

Section 1. **Fiscal Year.** The fiscal year shall begin on the first day of July and end on the last day of June of each year.

Section 2. **Bank Accounts.** The Executive Director shall maintain such bank and investment accounts in such banking institutions or in such securities as may be from time to time designated by the Executive Committee. Signators on such accounts shall be established by the Executive Committee.

Section 3. **Membership Trust Fund.** All money received from membership dues, donations, and income other than state appropriations, shall constitute a trust fund to be known as the "Membership Trust Fund." The Membership Trust Fund shall be invested according to the investment policy as approved and managed by the Executive Committee. The interest accruing from investments of the Membership Trust Fund shall be added to said fund except such amounts as the Executive Committee may direct to be used in meeting any special expenditures of the Society. The principal of the Membership Trust Fund shall not be expended or alienated in any manner except when recommended by the Executive Committee and approved at a meeting of the Society.

Section 4. **Budget.** The Executive Director, under the supervision and direction of the Executive Committee, shall have the responsibility to prepare and submit a budget request for appropriated funds to the legislature and any other appropriate bodies dealing with appropriated funds as may be required by law. The Executive Director shall also have the responsibility for the expending of all appropriated funds and responsibility for accounting therefor as may be required under these Bylaws or by law.

Section 5. **Audit.** There shall be an annual audit of the financial records of the Society by such persons or institutions as may be approved by the Executive Committee.

ARTICLE X

SEAL

Section 1. **Seal.** The Society shall maintain a corporate seal to be used on its legal documents.

Section 2. **Custody of Seal.** The seal shall be maintained and kept in the office of the Executive Director of the Society.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND TRUSTEES

Section 1. **Indemnification Procedures.** Each Trustee and officer, or former Trustee and officer of this Society, and his or her legal representatives, shall be indemnified by this Society against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such Trustee or officer; provided that the Society shall not indemnify such Trustee or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such Trustee or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Trustee, Executive Committee member, or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Trustees of the Society shall have first approved such proposed compromise settlement and determined that the Trustee, Executive Committee member or officer involved was not guilty of negligence or misconduct; but in taking such action any Trustee involved shall not be qualified to vote thereon. In determining whether or not a Trustee, Executive Committee member, or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Trustees may rely conclusively upon an opinion of independent legal counsel selected by such board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such Trustee, Executive Committee member, or officer may be lawfully entitled.

ARTICLE XII

AMENDMENT OF BYLAWS

Section 1. **When Amended.** These Bylaws may be amended at any meeting of the Board of Trustees of the Society called for that purpose.

Section 2. **Amendments.** These Bylaws may be amended by the Board of Trustees of the Society; provided, that the proposed amendment shall have been formally read before, and entered upon the minutes of, a meeting of either the Board or the Executive Committee, held at least three months previous to the meeting at which final action is to be taken thereon; that the text of the proposed amendment shall have been distributed in advance to the general membership for review and stated in a notice to the meeting at which such amendment shall be acted upon.

ARTICLE XIII

Section 1. **Dissolution of the Society.** Upon the dissolution of The State Historical Society of Missouri, the Board of Trustees shall, after paying or making provisions for payment of all the liabilities of The State Historical Society of Missouri, dispose of all of the assets of said Society exclusively for the purposes of The State Historical Society of Missouri in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Boone County, the county in which the principal office of the Society is 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.

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