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**BY-LAWS OF BELTON HISTORICAL SOCIETY, INC.**

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## **BY-LAWS OF BELTON HISTORICAL SOCIETY, INC.**

### **ARTICLE I – Membership Eligibility and Privileges**

- 1.01 Any person who is interested in the history of Belton and surrounding area and who applies for membership in any classification specified in Article II shall be eligible for membership when the necessary dues are paid.
- 1.02 Founding members shall consist of those persons who attended one of the two organizational meetings on September 11 and November 20, 1977 and paid their dues. Charter members shall consist of those members who paid their dues on or before the annual meeting in October, 1978. A list of the founding members and a list of charter members shall become a permanent part of the record.
- 1.03 Honorary membership may be conferred upon any person, business or organization, whose outstanding activities have contributed to the objectives of the Society. Honorary members shall be elected by a three-fourths majority vote of members present at an annual meeting, upon nomination by the Board of Directors. A courtesy membership card specifying that recognition shall be issued to such individual(s) at the time the special honor is conferred and shall be valid during the lifetime or existence of the honoree. No dues or other monetary consideration shall be associated with this honor.
- 1.04 All members shall have equal rights and privileges. Membership shall be terminated by resignation or by failure to pay membership dues. However, upon payment of dues the former members shall be automatically restored to membership.

### **ARTICLE II – Member Classification and Dues**

- 2.01 Annual dues for Individual or Business participating members shall be considered each year and any changes thereto shall be approved by a simple majority of members at the annual meeting following a recommendation by the Board of Directors.
- 2.02 Individual Life Memberships may be obtained for a sum suggested and approved in the same manner described in 2.01, payable in one sum and such membership shall entitle the member to all rights and privileges as provided in the By-Laws for the remainder of his or her lifetime.
- 2.03 Annual dues shall apply for the calendar year and are payable to the Treasurer on or before January 1 each year. Members in arrears as of the following July 1 shall be dropped from the membership list. Where there are exceptional circumstances and for good cause, the Board of Directors may waive payment of dues in individual cases.
- 2.04 Paid membership cards shall be issued to LIFE members only and the Treasurer shall maintain a current roster of LIFE members.

### ARTICLE III - Membership Meetings, Regular and Special

- 3.01 Regular meetings of the Society shall be held at 2:30 p.m. on the fourth Sunday of January, April, July and October. The October meeting shall be the annual meeting. The President and the majority of the Board may vary the day and time of meetings if special circumstances require such variation.
- 3.02 Special meetings of the members of the Society may be called by the President, three members of the Board of Directors or by seven members of the Society.
- 3.03 The President shall designate the place of the regular meetings, and the person or persons who call special meetings shall designate the time and place thereof. However, business may be conducted or action taken only at meetings held in Belton, Missouri.
- 3.04 Written or printed notice 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 five nor more than fifteen days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the person or persons calling the meeting, to each member entitled to vote at such meeting. Notice of the meeting in the Society newsletter shall be deemed proper notice. In addition, local newspapers may be asked to carry notices of meetings.
- 3.05 Each member in good standing, present at a meeting, is entitled to one vote on each matter submitted to a vote of members. The vote of a simple majority of all regular members present at a general meeting who are eligible to vote shall be necessary for the adoption of any matter voted upon.

### ARTICLE IV – Officers and Directors

- 4.01 Any individual, Life or honorary member is eligible to be a candidate for election as an officer or director.
- 4.02 Elected officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer.
- 4.03 The directors shall be nine members and will be elected for a term of three years, except for the first year after adoption of these By-laws; three directors shall be elected for a term of one year, three for a term of two years and three for a term of three years. Thereafter, each year three directors shall be elected for a term of three years to replace those whose terms have expired. A director shall serve no more than two (2) consecutive terms.
- 4.04 The term of office for the President shall be two (2) years and the term of office for Treasurer shall be three (3) years. The terms of other officers shall be from the time of their election or appointment until the next annual meeting or until a successor assumes office. An officer may not serve more than two full consecutive terms in the same office unless by consideration and recommendation by the Board of Directors, circumstances indicate an exception is appropriate.

### ARTICLE V – Election of Officers and Directors

- 5.01 Officers and Directors shall be elected each year at the annual membership meeting of the Society in October.
- 5.02 A single slate of candidates for officers and directors whose terms are expiring shall be prepared by the nominating committee not later than one month prior to the annual meeting. A report of its selections shall be made to the Board of Directors and to the membership prior to the balloting at the annual meeting. The proposed slate of officers shall be published in the October Society newsletter which shall be considered the official notification to the membership. The candidates nominated shall have given their prior consent to accept the office for which they were nominated.
- 5.03 Nominations also may be made by any member of the Society at any time prior to the balloting at the annual meeting. Any nominations made after the deliberation of the nominating committee and accepted by the Board of Directors shall be added to the slate of candidates upon affirmative vote of a majority of members present at the annual meeting, provided that those nominees shall have given their prior consent to accept the office if elected.
- 5.04 Any office for which more than one candidate has been nominated must be voted upon by written ballot.
- 5.05 The President, with the approval of the Board of Directors shall fill any vacancy that may occur in the offices of the Society between annual meetings of the membership, unless the vacancy occurs less than three months prior to the annual meeting. In that event, at the discretion of the Board of Directors, the office may remain vacant until the regular annual election. If a vacancy occurs in the office of President, the Board of Directors shall fill the vacancy directly.

#### **ARTICLE VI – Board of Directors**

- 6.01 The officers and directors shall constitute the Board of Directors and the President shall serve as Chairman of the Board.
- 6.02 The immediate past-President shall be a member of the Board of Directors and have the same voting privileges as the other officers and directors.
- 6.03 The Treasurer will submit a yearly budget at the January meeting based on ordinary expenses for the prior year, anticipating any expected increases for such things as rent, services, insurance, telephone, etc.
- 6.04 Regular meetings of the Board of Directors shall be held prior to each of the quarterly meetings of the Society, at a time designated by the President, either at the end of the month prior, or the first week of the meeting month at a time which allows time for the Society newsletter to be composed, printed and mailed as well as to advise members of pertinent recommendations made by the Board which require membership approval. Special meetings of the Board of Directors may be called by the President at any time, or by any three members of the Board. All meetings shall be held at a place in Belton, Missouri and shall be held at the place and time specified in the call. Notice of special meetings may be written or oral, as long as all members of the Board are advised.
- 6.05 Each member of the Board of Directors present at a meeting is entitled to one vote on each matter submitted to a vote.

- 6.06 Seven (7) members of the Board present at a meeting shall constitute a quorum. The vote of a majority of all members present at a meeting shall be necessary for the adoption of any matter voted upon by the Board with the exception of matters pertaining to real estate (See 10.03).

#### **ARTICLE VII – Duties of Officers**

- 7.01 The President shall have executive supervision over the activities of the Society within the scope provided by these By-laws. He/she shall preside at all meetings and shall report annually on the activities of the Society. The President shall appoint members of committees and delegates not otherwise provided for. The President shall be a member ex-officio of all committees except the nomination committee.
- 7.02 Each Vice-President shall be assigned responsibility by the President for supervision of the work of certain committees, particularly the work of the Program and Finance committees. The First Vice-President shall assume the duties of the President in the event of absence, incapacity or resignation of the President. The Second Vice-President shall assume duties of the President in the event of absence, incapacity or resignation of both the President and First Vice-President.
- 7.03 The Recording Secretary shall keep the records of the Society and the minutes of all meetings, notify officers, committees and delegates of their appointment and perform other duties customarily assigned to this office.
- 7.04 The Corresponding Secretary shall conduct correspondence of the Society not otherwise provided for and maintain a file of all import documents received and replies sent.
- 7.05 The Treasurer shall be responsible for safekeeping of Society funds and maintaining adequate financial records. Approved monies shall be paid out on order of the Society by numbered checks signed by the Treasurer and one other officer designated by the Board of Directors. He/she shall be responsible for collection of membership dues, for filing all financial reports, including the annual corporation report to the Secretary of State and the annual federal and state tax information returns if required. He/she shall render a written annual report as well as a report at each regular meeting and submit the financial records for annual audit.

#### **ARTICLE VIII – Committees**

- 8.01 The Society shall have the following standing committees:

EXECUTIVE COMMITTEE shall consist of elected and appointed officers of the Society and shall be responsible for the conduct of the affairs of the Society between regular meetings of the Board of Directors and the Society.

PROGRAM AND SOCIAL COMMITTEE shall be responsible for arranging suitable programs for meetings of the Society. It shall also be responsible for the social and fellowship aspects of any meetings of the Society.

FINANCIAL COMMITTEE shall include the Treasurer, shall be responsible for finding ways and means of raising money to support the activities of the Society and shall supervise investment of the Society's funds.

PUBLIC RELATIONS COMMITTEE shall be in charge of member newsletters each quarter prior to the membership meetings and for bulletins from time to time if needed. It also shall be responsible for keeping the general public informed about activities and programs of the Society through newspapers or other media, unless by the consent of the Board these duties are allocated to another Society member. The newsletter may be used for notification of regular meeting information.

RESEARCH COMMITTEE shall be responsible to research any material or artifacts donated or loaned to the museum and its findings shall be retained within the files of the museum.

MUSEUM COMMITTEE shall be responsible for collecting, cataloging, cleaning, repair and storage of historic objects given or loaned to the museum; for arranging museum exhibits and the correct interpretation of these exhibits; for the management and upkeep of the museum quarters.

NOMINATING COMMITTEE shall consist of five (5) members of the Society, appointed by the President, at least two of whom shall be directors, whose duty it shall be to present a single slate of candidates for officers and directors to the Board of Directors and the membership.

AUDIT COMMITTEE shall consist of three members of the Society, one of which shall be a member of the Board of Directors. Committee shall be responsible for verifying the accuracy of the Treasurer's reports at the end of each calendar year.

8.02 The President shall appoint members and chairpersons of the standing committees.

8.03 Other committees, standing or special, may be appointed by the President as directed by the Society or the Board of Directors.

#### **ARTICLE IX – Registered Agent**

9.01 The Board of Directors by resolution duly adopted by said Board may from time to time change the address of the registered office of appoint a new registered agent, or both, and shall appoint a new registered agent if the office becomes vacant for any reason, or if the registered agent becomes disqualified or incapacitated to act (RSMo 355.175). Any such change shall be effected by filing with the Secretary of State the statement required by RSMo 355.175, para 2, together with the filing fee required by RSMo 355.425(5). Any such change shall be reported to the Society at its next regular meeting and recorded in the minutes of the meeting.

#### **ARTICLE X – Form of Signature and Liability**

10.01 Any contract or other instrument should be signed "Belton Historical Society, A Not for Profit Corporation, by \_\_\_\_\_ (name and title)", unless the contract or other instrument expressly recites elsewhere that the Society is a Not for Profit Corporation, in which case the recital in the signature may be omitted. There is some danger that the person who signs may be personally liable if he/she signs: \_\_\_\_\_ (name), President, Belton Historical Society, a Not for Profit Corporation.

- 10.02 No member of the Society shall be personally liable for the payment or performance of any of the obligations of the Society, and no one shall expressly or by implication represent to anyone that a member of the Society is personally liable. Creditors of the Society shall look solely to the available assets of the Society for the satisfaction of debts or other obligations of the Society. Nothing contained in this section shall prevent any member acting as an individual from becoming a surety or guarantor and personally liable for the debts or other obligations of the Society by a special undertaking by that member as an individual.
- 10.03 No real estate property may be acquired or disposed of by sale or gift without the prior approval of at least twelve (12) of the fifteen (15) directors and officers of the Society given at a regularly scheduled quarterly meeting of the Directors and Officers or at a meeting called for this special purpose by the President or one of the Vice-Presidents. If approval is granted by any means, the acquisition should not be undertaken without proper legal counsel.
- 10.04 No item of personal property, such term meaning property other than real estate, having an appraised or apparent value of \$400 or more may be disposed of without the same approval as indicated in 10.03 above, applicable to real estate property. Any item of personal property offered to the Society may be accepted without Board approval unless the item is of a nature that will require more than ordinary maintenance of upkeep expense, storage or display space, or is clearly outside the scope of the Society's purpose and goals. In those cases, acceptance will require the same approval as indicated in 10.03 above.

#### **ARTICLE XI – Parliamentary Authority**

- 11.01 The rules contained in Robert's Rules of Order shall govern the proceedings of the Society except in such cases as are governed by the Articles of Incorporation or By-laws of the Society.

#### **ARTICLE XII – Amendments**

- 12.01 The power to amend these By-laws, including the power to alter, amend, or repeal the By-laws or adopt new By-laws is vested in the members of the Society and not in the Board of Directors. These By-laws may be amended by a two-thirds vote providing notice was given at the previous meeting, or they may be amended at a special meeting called for that purpose, with previous notice and a two-thirds vote. All proposed amendments shall be submitted in writing.
- 12.02 Any of these By-laws not in conformity with present Missouri law are automatically amended to the extent necessary to conform to the law. Any such revision should be recorded in the minutes of the next meeting and should be noted on the By-law affected.

#### **ARTICLE XIII – Endowment Fund**

- 13.01 An Endowment Fund, established and effective April 17, 1983, is to provide a future and perpetual income for the purpose of continuing the Society's historical work in generations to come. The principal of the account shall remain inviolate, with only the income from the Fund used for the operation of the Society.



- 13.02 Contributions to this fund may be in the form of: Stocks, Bonds or other securities, Real Estate, Life Insurance Proceeds, Cash Donations, Life Membership Dues, any of which may be undesignated gifts or memorials.
- 13.03 Cash funds shall be invested in the highest interest bearing securities available, through a local company or a company having a local representative, provided such securities are insured or otherwise backed by a United States Government agency or insured by sound, reputable commercial insurers. No funds shall be invested in equity instruments (common or preferred stocks).

#### **ARTICLE XIV – Disposition of Assets**

- 14.01 Disposition of assets on dissolution of the Society. Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations chartered and operated exclusively for charitable and/or educational purposes as shall at the time qualify as an exempt organization or organizations under 1954 IRS 501 © 3 , as the Board of Directors shall determine.

These By-Laws were presented to and approved by the General Membership in attendance at the Quarterly Meeting of October 26, 2008, and supersede any previous By-laws and amendments thereto.

President:

Recording Secretary.