

# BYLAWS OF THE KINGDOM OF CALLAWAY HISTORICAL SOCIETY (KCHS)

(Approved by membership vote at the Annual Business Meeting on June 13, 2021.  
Bylaws became effective on July 1, 2021, the first day of the month following their adoption.)

## ARTICLE I - NAME

**Section 1.** Name. The name of the organization shall be the Kingdom of Callaway Historical Society, herein referred to as the "Society."

## ARTICLE II - PURPOSE

**Section 1.** Purpose. The purpose of the Society is to collect, preserve and share the history of Callaway County with all generations.

## ARTICLE III – MEMERSHIP AND DUES

**Section 1.** Any person or organization/business interested in the history of Callaway County, Missouri and the surrounding region, who applies for membership in any classification excepting honorary and who pays the necessary dues, shall thereby have a membership. Membership may be for a single person or couple or an organization/business. Each membership has one (1) vote at the Annual Business Meeting or Special Meetings of the Society.

**Section 2.** Annual dues for all classifications of membership will be established annually by the Board of Directors. If the Board does not change the dues by October 30<sup>th</sup>, annually, then the dues for the next following calendar year shall be the same as the immediately preceding year. The dues may be established for such classifications of membership, as the Board deems appropriate. The Board may issue honorary membership without payment of dues. The fiscal year for the Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**Section 3.** Each guest of honor at the Kingdom of Callaway Supper shall automatically become honorary members for the calendar year of the award.

**Section 4.** Annual dues shall be payable in the month membership was initiated in the Society and each year thereafter in same month.

## ARTICLE IV – SCHEDULE AND QUORUM FOR MEETINGS

**Section 1.** The Annual Business Meeting of the Society shall be held during the month of April. The election of officers for each year shall take place in October via a ballot format determined by the Board of Directors.

**Section 2.** A regular Business Meeting of the Society shall be held each April at a time and place or method to be designated by the Board of Directors. Special meetings of the Society may be called by the President or by a majority of the Board of Directors or upon written request to the Board of Directors of not less than ten percent (10%) of the membership of the Society on January 1 of the year of the meeting/vote.

**Section 3.** Notice of the meetings of the Society shall be given to the membership not less than twenty (20) days preceding the same by mail or electronic announcements by publication in a local newspaper, or by any other means reasonable calculated to give notice.

**Section 4.** Ten percent (10%) of the membership, as determined on January 1 of said year, voting in person, by mail and/or electronic means, with up to twenty (20) days notice allowed, shall constitute a quorum necessary to transact the business of the Society at any and all meetings and of the annual election of officers in the fall.

## ARTICLE V – GOVERNANCE OF THE SOCIETY

The Kingdom of Callaway Historical Society shall be governed by its membership, who shall elect a Board of Directors and officers of the Society who, when selected, shall provide for the direction and management of the Society and who shall be governed by these Bylaws.

**Section 1.** The Board of Directors shall establish various committees from time to time, and those committees shall develop, create and propose policies and procedures for their respective scope of the governance of the Society. Such policies and procedures must be reviewed by the Board of Directors and when the policies and procedures are approved by the Board shall be directed to the committee for the purpose of maintaining the process of the committee and for governing the Society on those issues.

**Section 2.** Policies and procedures of all committees shall be printed, retained by the Secretary of the Society as an official record of the Society, and shall be followed by the various committees and in the operation of the Society in general. Policies and procedures which are applicable to the overall operation of the Society may be developed by the Board of Directors.

**Section 3.** To develop a policy and procedure, a committee of the Board shall proceed to develop the same in writing, review it as necessary or deemed appropriate by the committee, and thereafter submit the same to the Board of Directors for consideration and approval at a regular board meeting.

**Section 4.** Policies and procedures may be changed from time to time as necessary by the Board of Directors, using the procedure herein.

**Section 5.** Policies and Procedures Manual. As mentioned above, the Secretary of the Society shall maintain a current list of all policies and procedures in a manual of the same, which reflect all policies and procedures, catalogued in such order as is appropriate and which shall be available to Society's officers, committee members, volunteers, staff, and the public, as well as members of the Society, as may be appropriate, from time to time.

## **ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS**

### **Section 1.**

- A. Officers and Directors - The officers of the Society shall be a President, a Vice-President, a Recording Secretary and a Treasurer. The Board of Directors shall consist of the four (4) officers of the Society, the (1) museum director, ex-officio; the (1) research center director, ex-officio, and seven to eleven (7-11) Directors-at-large, not to exceed a total of 17 members, the number to be set by the board annually.
- B. Special Directors - Up to three (3) special ex-officio directors may be appointed to the board each year to provide specialized services/expertise needed by the board or organization. They shall serve for one year and have voice but no vote and shall not count toward the regular board member total.

**Section 2.** The Officers and Board Members must attend at least two-thirds of the Board meetings of the Society each fiscal year, unless prevented by illness, or shall be deemed to have resigned their position. Attendance may be in-person or via interactive electronic means.

**Section 3.** The President of the Society shall have executive supervision over the activities of the Society as provided by the Bylaws. President shall preside at all meetings and shall report at the Annual Business Meeting on the activities of the Society. The President shall appoint the Committee Chair of all committees as defined in the current Policies & Procedures. President shall serve as Chairman of the Board of Directors. The current Policies & Procedures may outline further duties of the President.

**Section 4.** The Vice-President shall assume the duties of the President in the event of their absence, incapacity or resignation. Vice-President shall assist the President in the detailed planning and administration of the activities of the Society. Vice-President shall serve as chair of the annual Awards Committee and oversee strategic planning as defined in the current Policies & Procedures. The current Policies & Procedures may outline further duties of the Vice-President.

**Section 5.** The Recording Secretary shall keep the minutes of the meetings of the Society and of the Board of Directors; shall report annually, at the Annual Business Meeting of the Society, their activities in such fashion and manner as will advise the membership of the acts of the Recording Secretary. The current Policies & Procedures may outline further duties of the Recording Secretary. The Recording Secretary shall assume the duties of the President in the event of the absence, incapacity or resignation of the President and Vice President.

**Section 6.** The Treasurer shall be responsible for the safe keeping of the funds of the Society and for the maintenance of adequate financial records following accepted standard accounting practices. They shall collect the annual dues of the Society; maintain a roster of memberships in the Society; and render a report of the financial condition of the Society at Board Meetings. They shall also submit a summary of the financial status of the Society at the Annual Business Meeting. The current Policies & Procedures shall outline further duties of the Treasurer. The Treasurer shall assume the duties of the President in the event of the absence, incapacity or resignation of the President, Vice President and Recording Secretary.

**Section 7.** The Immediate Past-President shall serve as an advisor and be a member of the Board of Directors, with voice and vote, until their successor as president leaves office or for the completion of the Past-President's normal board term as a director.

**Section 8.** The Board of Directors shall have the power to conduct the general affairs of the Society and to decide questions of policy if for any reason they cannot be acted upon at a meeting of the Society. It may perform such other functions as designated in the Bylaws or as may be otherwise assigned to it by the Membership of the Society. The board may request staff or any other person or persons to attend meetings of the Board.

**Section 9.** The Board of Directors shall meet at least quarterly, in person or virtually. At any given meeting a majority of members shall constitute a quorum. The President of the Society shall serve as Chairman of the Board of Directors, and the Recording Secretary of the Society shall serve as Secretary of the Board of Directors. The Board of Directors, through its Chairman, shall submit a report of its activities at each Annual Business Meeting.

**Section 10.** The Board shall appoint the Museum Director and the Research Center Director. Each Site Director shall be an ex-officio member of the Board of Directors with voice and may have vote as directed by the Board of Directors. Site Directors shall be responsible for the ongoing operations of the Kingdom of Callaway Historical Society Museum and the Research Center.

**Section 11.** The President shall appoint chairpersons for all standing committees listed here, as well as all other committees, which the President deems necessary and appropriate. The chairpersons so appointed shall be Members of the Board. The duties of each committee shall be as designated by the Board pursuant to policy adopted and detailed in the Policies & Procedures.

A. The Standing Committees of the Society are:

- 1) Communications
- 2) Facilities & Property
- 3) Finance/Fundraising
- 4) Governance/Bylaws/Nominations
- 5) Membership & Awards
- 6) Operations & Volunteers
- 7) Personnel
- 8) Programs

B. Responsibilities of Standing Committees and their Chairpersons:

- 1) Each Chairperson shall solicit or appoint additional Committee members as deemed appropriate.
- 2) Each Chairperson, with concurrence of their Committee, may establish such additional subcommittees, and appoint Chairpersons thereto, as deemed appropriate.
- 3) Chairpersons and committee members shall review and follow the guidelines provided in the Policies & Procedures for their area/activity.
- 4) Each Committee is expected to develop plans and a budget relating to their area for Board review and approval and to be fully responsible for carrying them out.
- 5) Each Committee shall be responsible for working with the appropriate Site Director and Communications Committee team members for publicity and outreach with respect to their activities and also for providing such information for inclusion in the newsletter, social media, or other meeting notices.

**Section 12. Election of Officers and Directors**

- A. Directors shall be elected in October of each year via a ballot vote. Directors may serve for three (3) consecutive 3-year terms (9 total years). Directors must have a one (1) year hiatus after their consecutive terms before returning to the board. The number of directors to be elected annually shall be determined annually, to insure a full board as set by the Directors.
- B. Officers shall be elected for the upcoming year in October and shall be a member of the upcoming year of Board of Directors at the time of their election. Officers shall serve as officer for one (1) year terms, and are eligible to be re-elected for 2 one (1) year terms (3 years total), provided, however, the Secretary and Treasurer may be re-elected for unlimited terms.
- C. To be eligible to be elected as a Director or Officer, the candidate must have a membership in the Society, with dues paid in full for the current year.

**Section 13. Nominations Process**

- A. There shall be a nominating committee of three (3) members, elected or appointed from the Society's board, excluding the board president.
- B. The term of service on the Nominating Committee shall be one (1) year.
- C. The Nominating Committee shall prepare a slate of officers which may contain more than one candidate for any office.
- D. The names of the nominees for elective office shall be presented to the board of directors at least 20 days prior, with board taking action on same at the August board meeting
- E. The names of nominees for elected office shall be published, electronically and/or in print, and sent to every member at least 20 days before the annual vote in October.
- F. Nominations may be written in with the consent of the nominee.

**Section 14.** Officers and Directors of the Society duly elected in October shall assume office on January 1, next following their election, and shall serve until their successors are duly elected (or appointed) and installed. In the event of a vacancy in any office, the vacancy shall be filled for the unexpired term by an appointment made by the Board of Directors.

**Section 15.** Immediate family members may serve on the Board, but only one family member may hold an office or position designated as a check signer. Immediate family shall mean first degree of consanguinity or affinity.

**ARTICLE VII – PARLIAMENTARY AUTHORITY**

The Society shall abide by all parliamentary procedures as set by Robert’s Rules of Order except in such instances as contrary provisions are found in the Articles of Association or the Bylaws.

**ARTICLE VIII – BUSINESS POLICIES**

**Section 1.** The fiscal year of the Society shall be from January 1 to December 31 annually.

**Section 2.** The Board of Directors shall annually review and may adopt and amend as necessary, Policies and Procedures for the governance of the business affairs of the Society. Unless changed by the Board, such policies and procedures as exist at the date of the adoption of these Bylaws shall continue.

**Section 3.** The Board of Directors, with guidance from the Personnel Committee, shall hire, terminate and otherwise deal with the positions of Museum Director and Research Center Director, filling those positions with competent persons to assist in furthering the mission of the Society. Job duties shall be included in the Policies and Procedures.

**Section 4.** The Site Directors, in conjunction with the Board of Directors and with guidance from the Personnel Committee, shall hire, terminate and otherwise deal with paid staff including establish the rate of pay and other appropriate matters concerning paid staff as covered in the Policies and Procedures.

**Section 5.** The Board of Directors shall work with the Finance Committee to develop, maintain and publish a statement of ‘investment policies,’ including allowable risks for the Society, which shall be detailed in the Policy and Procedures manual.

**ARTICLE IX – AMENDMENT OF BYLAWS**

Amendments to these Bylaws may be proposed by anyone with membership in good standing at any time. All such amendments shall be submitted in writing to the Secretary of the Society. These Bylaws may be amended at the Annual Business Meeting or any special meeting by a two-thirds vote of those members voting, provided notice of the meeting and of the proposed amendment has been given as required by Article IV, Sections 3 and 4.

**ARTICLE X – MEMORIALS, DONATIONS and BEQUEST GIFTS**

The Kingdom of Callaway Historical Society greatly appreciates both financial and artifact donations. The Society shall work with all donors and/or their representatives to properly preserve and acknowledge their gifts. Further details regarding memorials, donations and bequest gifts shall be found in the current Policies & Procedures. Such policies shall not modify or change policies dealing with memorials/donations previously made.

The undersigned hereby certifies that to the best of their knowledge the above, comprising of seven pages represents the current Bylaws of the Kingdom of Callaway Historical Society.



Diane Burre Ludwig, Recording Secretary

- Rev. April 1999
- Rev. October 2010
- Rev. October 2017
- Rev. November 2020
- Rev. June 2021