

**CONSTITUTION
OF THE CLAY COUNTY HISTORICAL SOCIETY
(Hereafter referred to as 'Society')**

**Approved by the Society's Board of Directors on
(Hereafter referred to as 'Board' or 'Board Members')**

Approved by Society on

ARTICLE I

Name of the Organization

The name of this organization shall be The Clay County Historical Society.

ARTICLE II

Purpose of the Society

Section 1. The purpose of this Society shall be to bring together those people interested in history, and the history of Clay County, Kansas. The Society's major function will be to discover, collect, and display any material which may help to establish or illustrate the history of the area.

Section 2. In order to accomplish the above the Society shall be guided by the following rules.

- A. Objects acquired for the Society's Permanent Collection will be appropriate to the mission of the Society, and have a clear connection with Clay County in at least one of the following ways:
 - i. Made in Clay County
 - ii. Made by a Clay Countian
 - iii. Give significant information about Clay County or its people
 - iv. Have a direct relationship to important events or people in Clay County history
 - v. Illustrate a significant part of Clay County life
- B. Any item that does not meet these requirements may only be accepted into the Permanent Collection by approval of the Board.

Section 3. The Society will provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it, to cooperate with officials and archives of the county and of its cities, towns, villages, and institutions and to undertake the preservation of historic buildings, monuments, and markers.

Section 4. The Society will provide a building or buildings for the display and storage of the Permanent Collection. These buildings will be called the Clay County Museum; hereafter referred to as 'Museum'.

Section 5. The Society will disseminate historical information and arouse interest in the past by publishing historical material where appropriate, by holding meetings with addresses, lectures, papers, or discussion; by marking historic buildings, sites, and trails; and by using the media to awaken public interest.

Section 6. The Society will cooperate with the state historical society to collect and preserve materials of state-wide significance.

ARTICLE III

Membership in the Society

Section 1. All Membership dues are annual.

- A. The Membership Dues Schedule is in Article I of the Bylaws.
- B. Current Lifetime members are grandfathered into the new membership schedule.

Section 2. Voting rights entitled to each individual member of the Society in good standing shall be one (1) vote on each matter submitted to a vote of the Society. Voting rights entitled to each business member of the Society in good standing shall be one (1) vote on each matter submitted to a vote of the Society.

Section 3. Membership shall be open to any person or business interested in the history of Clay County, Kansas, who applies for membership in any classification of membership and who tenders the necessary dues.

ARTICLE IV

Meeting of the Society

Section 1. The Society shall hold an annual meeting in November for the purpose of electing board members and may hear reports from the President, Secretary, Treasurer, and Museum Director.

ARTICLE V

Officers of the Board

Section 1. The Officers of the Board, hereafter referred to as 'Officers', shall be a President, Vice-President, Secretary, and Treasurer.

- A. Officers shall be elected from the Members of the Board at the first board meeting after the Society's annual meeting. They shall hold office for a period of (1) year with the possibility of re-election each year.

ARTICLE VI

Duties of the Officers

Section 1. The President of the Society shall have executive supervision of the activities of the Society and Museum: preside at meetings of the Society and of the Board; appoint committees with the approval of the Board; and report at the annual meeting the activities of the Society. The President shall sign all legal documents which the Board has authorized and shall perform all duties incident to the office of the President.

Section 2. The Vice-President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President. The Vice-President shall perform other duties as may be assigned by the President or the Board.

- Section 3. In the event that both the President and Vice-President are unable to attend the same board meeting, the Secretary or Treasurer will assume Presidential duties for that meeting.
- Section 4. The Secretary shall keep the minutes and attendance records of the Society and the Board; keep election records; assist with correspondence as requested; and perform other duties assigned by the President or the Board.
- Section 5. The Treasurer shall be responsible for the safekeeping of Society monies and for maintaining adequate financial records. The Treasurer shall deposit all monies received with a reliable company in the name of the Society. Monies shall be paid out by numbered checks. (See Article XII for more information on check signing.) The Treasurer shall in general perform all the duties incident to the Office of Treasurer and such other duties as may be assigned by the President or Board.

ARTICLE VII

Board of Directors

- Section 1. The affairs of the Society shall be managed by its Board. The Board shall have power and authority expressly conferred upon it by these Articles. The Makeup of the Board and the Terms of the Board Members is in Article II of the Bylaws.
- Section 2. The Board shall have regular monthly meetings with the date and time to be designated by the Board. A special meeting of the Board may be called by the President or three (3) Board Members with ten (10) day notice conveyed to each Board Member either personally or by email. Notices sent by email require a 'reply all' confirmation email from all members of the board.
- Section 3. A vote can be held through email. Each vote must be sent using 'reply all' to count.
- Section 4. Notice of the annual meeting shall be made available to the membership by all appropriate means at least ten (10) days prior to the meeting.
- Section 5. A quorum shall be 3/4 of the Board Members present for the transaction of business.
- Section 6. Any vacancy occurring in the Board shall be filled by the Board. A Board Member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Removal of a Board Member is in Article II of the Bylaws.
- Section 7. Gifts. The Board may accept on behalf of the Society any contribution, gift, bequest, or device for any purpose of the Society.

ARTICLE VIII

Parliamentary Authority

- Section 1. The rules contained in Robert's Rules of Order, revised, shall govern the proceedings of the Society except in such cases as are governed by these Articles. Officers shall receive a copy of Robert's Rules of Order after being elected.

ARTICLE IX

Museum Personnel

- Section 1. The Museum Director, paid, part-time or full-time, shall be or become a member of the Society and may not be a member of the Board. The Museum Director is hired directly by the board.
- Section 2. The Museum Director shall propose to, consult with, and assist in the coordination of activities and work at the Clay County Museum, with the Board. They shall be an ex-officio member of committees concerned with operation of the Museum, such as maintenance, display, storage, acquisitions, archives, scheduling, community involvement, and any other buildings in which the Society is concerned. They shall supervise and coordinate help given by the Museum Staff and volunteers.
- Section 3. The Museum Director is responsible to the Board. The Museum Director is required to attend meetings of the Board, but has no vote. In the event the Museum Director can not attend a meeting, another member of staff must be present.
- Section 4. Any other Museum staff shall be approved by the Board. They may or may not be members of the Society, and may not be Board Members. They shall be supervised by the Museum Director, under the direction of the Board.

ARTICLE X

Standing Committees

- Section 1. There shall be an Executive committee, consisting of the board President, Vice-President, Secretary, and Treasurer. The committee shall review the Society Constitution and By-Laws once a year in June and, if changes are warranted, a subcommittee will be formed.
- Section 2. There may be a Finance committee, consisting of no less than three (3) Board Members of which one must be the Treasurer. The committee shall also create the yearly budget. Once completed, the budget must be brought before the Executive committee by their April meeting. Once reviewed by the Executive committee, the budget will go before the board to be voted upon. The committee is responsible for raising funds needed to meet the yearly budget, that may include working with the Membership committee to raise membership numbers.
- Section 3. There may be a Membership committee, consisting of no less than three (3) Board Members, and it shall be responsible for recruiting new members into the Society and retaining the present membership. They shall maintain an updated list of the membership and render a written report to be presented by the board President to the Society at the annual meeting. The written report is to be kept on file with the Secretary's minutes.
- Section 4. There may be a Nominating committee, consisting of no less than three (3) Board Members and may include the Museum Director. It shall have a slate of new Board Members to the Secretary two (2) weeks before the Society's annual meeting.
- Section 5. All committees can request the presence/advice of the museum Director or Staff Member as necessary. Each committee must contain at least one Executive committee member.

ARTICLE XI

Museum Committees

Section 1. The Museum Committees and their responsibilities are listed in Article III of the By-Laws. These committees and any other ad hoc committees deemed necessary by the Board will be formed and dissolved as required by the Board. During the lifetime of each committee, an oral report will be required at the monthly Board meetings.

Article XII

Banking and Money

Section 1. Money can be received in three ways; a direct gift, in memorial, or as a donation to our endowment fund. Unless specified for the endowment fund, all gifts will be placed into the general fund.

Section 2. The Board shall establish an Endowment Fund to receive money for the benefit of the Society and Museum. All monies received specifically for the Endowment Fund will be considered as principal. The principal will be invested. The invested principal shall not be used except under the most dire of circumstances as determined by the Board. The interest from the investment may be used as directed by the Board. The accounts holding the endowment funds are listed in Article IV of the Bylaws.

Section 3. All money accounts; savings, checking, investment will have on file the signatures of three (3) people: the President, the Treasurer, and the Museum Director. All checks will be signed by one (1) of these three (3) people. Safety deposit boxes and expenditure limitations are enumerated in Article IV of the Bylaws.

Section 4. An audit will be conducted annually by a reputable accounting firm. The results of this audit will be reported to the Board at the June Board meeting.

ARTICLE XIII

Amendment to the Constitution

Section 1. The Constitution may be amended at any regular or adjourned Society meeting by a two-thirds vote of those Society Members present and in good standing, provided at least two (2) weeks notice was given to the Society. The notice shall include the proposed amendments.

Section 2. The Constitution may also be amended at a special Society meeting called for that purpose with previous notice of at least two (2) weeks and a two-thirds vote of those Society Members present and in good standing. The notice shall include the proposed amendments.

Section 3. All proposed amendments shall be submitted in writing, either in print or digitally.

ARTICLE XIV

Amendment to the By-Laws

- Section 1. The By-Laws may be amended at any regular or adjourned Board meeting by a two-thirds vote of those Board Members present, provided at least two (2) weeks notice was given to the Board. The notice shall include the proposed amendment.
- Section 2. The By-Laws may also be amended at a special Board meeting called for that purpose with previous notice of at least two (2) weeks and a two-thirds vote of those Board Members present. The notice shall include the proposed amendment.
- Section 3. All proposed amendments shall be submitted in writing, either in print or digitally.