

**BYLAWS OF
THE NEMAHA COUNTY HISTORICAL SOCIETY, INCORPORATED
SENECA, KANSAS 66538
By-Laws as Amended June 10, 2008**

ARTICLE I

The name of this society shall be **THE NEMAHA COUNTY HISTORICAL SOCIETY, INCORPATED, OF Nemaha County, Kansas 66538.**

**ARTICLE II
OBJECTIVES**

This incorporated society is organized as a NOT-FOR-PROFIT organization and none of any parts of its earnings inure to benefit of any individual. The nature of its business or purpose to be conducted or promoted shall be to bring together those people interested in history, and especially in the history of Nemaha County, Kansas. Understanding the history of our community is basic to our democratic way of life; gives us a better understanding of our state and nation, and promotes a better appreciating of our American heritage.

The corporation's major function will be to discover and collect any material which may help to establish or illustrate the history of the area; its exploration, settlement, development, and activities in peace and in war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade and transportation. It will collect printed material illustrative of life, conditions, events and activities of the past and present.

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 in insuring the preservation and accessibility of the records and archives of the county and of its cities, towns, villages and institutions, and to undertake the preservation of historic buildings, monuments, and markers.

The society will disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise; by holding meetings with pageants, addresses, lectures, papers and discussion; by marking historical buildings, sites, and trails; and by using all appropriate media now existing or any developed in the future to awaken public interest."

**ARTICLE III
EMBLEM**

The emblem shall be in the form of a circle, encircling the name, The Nemaha County Historical Society, Inc. and the basic design of the bicentennial pewter plate as adopted by the Seneca Bicentennial Commission.

ARTICLE IV
POLICIES

This society shall be non-sectarian, non partisan and nonprofit.

ARTICLE V
MEMBERSHIP

SECTION 1. Any person interested in the history of Nemaha County, Kansas, who applies for membership in any classification of membership and who tenders the necessary dues shall thereby become a member.

SECTION 2. Persons becoming members prior to the first annual meeting of this society shall be designated as “Charter Members”.

ARTICLE VI
DUES

SECTION 1. Annual dues for individual members shall be established by the Board of Directors and voted on by the members at a regular meeting of the Society.

SECTION 2. Dues for Life members shall be established by the Board of Directors and voted on by the members at a regular meeting of the Society.

SECTION 3. Annual dues for Business Members shall be established by the Board of Directors and voted on by the members at a regular meeting of the Society.

SECTION 4. Annual dues shall be payable in advance of July 1 fiscal year and any member whose dues are not paid by August 1, shall be removed from the membership roster.

SECTION 5. Any member whose name has been dropped from the roster shall be reinstated upon payment of the full amount of current annual dues until June 30 of such fiscal year.

SECTION 6. When memorial contributions of Fifty Dollars (\$50.00) or more are made to the Nemaha County Historical Society, Incorporated, in memory of a deceased person, a Memorial Membership Certificate shall be issued, and the name of the deceased person shall be placed on the Museum Memorial Plaque.

ARTICLE VII
FISCAL RESPONSIBILITY

SECTION 1. The fiscal year shall commence on the first day of July and shall end on the 30th day of June of the following year.

SECTION 2. An auditor or auditing committee of three (3) members shall be elected at the annual meeting of the society. The committee shall audit the treasurer's records within ten (10) days after the close of the fiscal year and shall give a report to the members at the next meeting.

SECTION 3. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporations shall be authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE VIII
OFFICERS

SECTION 1. The officers of this society shall be twelve (12) directors, who shall at their annual reorganization meeting elect a President, Vice President, Secretary and Treasurer from its directors.

SECTION 2. The officers and directors shall constitute the Board of Directors.

SECTION 3. Beginning with the annual meeting in June, 1979, directors shall be elected to serve terms as follows: Four (4) directors shall be elected to serve a term of 3 years; One (1) additional director shall be elected to serve 2 years in addition to the three (3) now serving; One (1) additional director shall be elected to serve 1 year in addition to the three (3) already serving. Thereafter, four (4) directors shall be elected at the annual meeting of the society to serve a term of three years. Each director shall be designated by a Position Number from 1 - 12.

ARTICLE IX
ELECTION OFFICERS AND BOARD OF DIRECTORS

SECTION 1. Directors shall be elected individually and by a plurality of votes cast at the annual meeting.

SECTION 2. The Nominations Committee shall present a slate of at least four (4) candidates for direct, to fill each of the expired positions on the Board of Directors, at the annual meeting of the society.

SECTION 3. Nominations may also be made by any active member of the society at any time prior to balloting at the annual meeting. Any nomination made after the deliberation of the committee on nominations shall be added to the slate of candidates. A candidate for election shall be an individual active member. Directors shall be elected from each of the several areas within the county, namely: Seneca, Sabetha, Centralia, Wetmore, Bern, Baileyville, St. Benedict, Corning, Goff, Kelly and Oneida and one at large, provided there is an eligible candidate from each of the stated areas and the nomination accepted. When there is not an eligible candidate available from the stated areas, that director shall be elected at large.

SECTION 4. A person who has been elected to the board of directors for two consecutive terms, or elected as president, vice-president, secretary or treasurer for three consecutive terms, shall not be nominated to the same office unless one year has elapsed since the end of his or her last term and the beginning of the term for which he or she is nominated.

SECTION 5. Directors shall serve until their successors have been duly elected and fiscal year of July 1 ended. In the event of resignation or incapacity by any officer except the president, or any director, the vacancy may be filled by a vote of the board of directors for the unexpired term of office.

ARTICLE V
DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. The president shall have executive supervision over the activities of the society within the scope provided by these bylaws. The president shall preside at all meetings and appoint the members of committees and delegates not otherwise provided for. It shall also be the duty of the president to report annually on the activities of the society.

SECTION 2. The vice-president shall assume the duties of the president in the event of absence, incapacity, or resignation of the president.

SECTION 3. The secretary shall keep the minutes of meetings of the society and the board of directors in a permanent minute book, maintains a list of members, and renders an annual report.

Section 4. The treasurer shall be responsible for the safekeeping of society funds and for maintaining adequate financial records. The treasurer shall also deposit all monies received with a reliable banking company in the name of THE NEMAHA COUNTY HISTORICAL SOCIETY, INCORPORATED, Nemaha County, Kansas. Monies shall be paid out by numbered checks, signed by the treasurer and the president. Monies shall be paid out upon receipt of itemized claim voucher, signed by claimant and approved by the

president, with invoices attached. The treasurer shall give a receipt to the Membership Chairman for all dues collected, and shall render an annual report based on the fiscal year.

SECTION 5. BOARD OF DIRECTORS:

- (A) The Board of Directors shall have the power to conduct all affairs of the society. It shall elect its officers pursuant to these bylaws. The Board of Directors shall decide questions of policy that for any reason cannot be acted upon at a meeting of the society and perform such other functions as designated in the bylaws or other assigned to it.**
- (B) The Board of Directors shall have the authority to accept or reject any gifts, bequests, donations, real and personal, monetary or otherwise.**
- (C) The Board of Directors shall serve as members of the Ways and Means Committee and all committees whose programs or projects require the expenditure of monies.**
- (D) The Board of Directors, through its officers, shall have the power and authority to lease property, real or personal, and to purchase, mortgage or sell real or personal property for the benefit of the society; and to purchase items which it deems beneficial to the society for the purpose for which it was organized and for conducting the business affairs of this society, all from funds belonging to said society.**
- (E) The Board of Directors shall further have the power and authority to purchase insurance in an amount deemed advisable by the Board, to cover the value of the real and personal property of the Nemaha County Historical Society, and such other insurance as the Board deems to be necessary for the protection of its staff and/or directors, all to be paid from funds of the society.**
- (F) The Board of Directors may employ with society funds, legal counsel whenever it deems it advisable for the benefit of the society or it's Board of Directors.**
- (G) The Board of Directors may employ such other person or persons as may become necessary to accomplish the purpose of the society, such as the maintenance and the restoration of its property, to be paid for from available funds belonging to the society.**
- (H) Shall it become necessary for the dissolution of this corporate society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes in Nemaha County or the State of Kansas shall at that time qualify as an exempt**

organization or organizations under section 501c(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Nemaha County, 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 XI
SCHEDULE AND QUORUM FOR MEETINGS

SECTION 1. Regular meetings of the society shall be held in June, September, December and March, dates to be set by the Board of Directors. The June meeting shall be designated the annual meeting. Meeting dates shall be set at the annual organizational meeting of the Board of Directors.

SECTION 2. Special meetings may be called by the president.

SECTION 3. The Board of Directors shall meet quarterly.

SECTION 4. Ten percent (10%) of the active members of the society shall constitute a quorum.

SECTION 5. At any meeting of the Board of Directors, five (5) members shall constitute a quorum.

SECTION XII
COMMITTEES

SECTION 1. The society shall have the following standing committees:

- A. LIBRARY COMMITTEE.** It shall be the responsibility of this committee for the collection, cataloging, care, arrangement and repair of books, manuscripts, newspapers, and other historical source material.
- B. MUSEUM COMMITTEE.** This committee shall be responsible for collection, cataloging, cleaning, repair and storage of historic objects; for arranging museum exhibits, and the correct historical interpretation of these exhibits; for the care and upkeep of museum quarters.
- C. PUBLICATIONS COMMITTEE.** It shall be the responsibility of this committee to find ways and means for publishing joint or individual research studies; newsletters to members, a quarterly bulletin, or books; for publicity; for staging radio and television programs.
- D. HISTORIC SITES COMMITTEE.** This committee shall be responsible for establishing the historic validity for sites proposed for marking; for marking historic sites; for arranging historical tours.

- E. MEMBERSHIP COMMITTEE.** This committee shall be responsible for conducting membership drives and processing new candidates for membership. This committee shall be responsible for signing and delivering membership cards, bylaws and receipts for all dues collected and delivered to the treasurer.
- F. NOMINATIONS COMMITTEE.** This committee shall be responsible for making nominations for members to the Board of Directors by Position No. with first priority to fill representation as stated in Article IX, Sections 2 and 3.

SECTION 2. The president shall appoint members and chairpersons of the standing committees, with the approval of the Board of Directors.

SECTION 3. Other committees, standing or special, may be appointed by the president as directed by the society or board or directors.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the proceedings of the society except in such cases as are governed by the articles of incorporation or the bylaws.

ARTICLE XIV
AMENDMENTS TO THE BYLAWS

SECTION 1.

- A.** Amendments to these bylaws may be proposed by the Board of Directors, who shall constitute the Bylaws Committee or any active member who shall have submitted such proposed amendment in writing to the secretary of the society, for consideration by the bylaws committee.
- B.** The bylaws may be amended at any regular meeting or special meeting called for that purpose, by a two-thirds (2/3) vote of those present and voting, provided notice was given at a previous meeting, or the societies official paper.