

BYLAWS

HISTORICAL SOCIETY OF POTTAWATTAMIE COUNTY

ARTICLE I

NAME

The name of this Corporation shall be "Historical Society of Pottawattamie County"

ARTICLE II

OBJECT

1. To kindle and keep alive an active interest in state, county, and local history.
2. To promote interest in local history through publications, programs, educational activities, and displays.
3. To discover, collect, and preserve materials which may establish or illustrate the history of this county and local area.
4. To promote educational activities about and displays of historic artifacts and publications by whatever means available to the Corporation, including, but not limited to museums and other similar operations.
5. To publish such historical matter as the Corporation may authorize.
6. To cooperate as fully as possible with the work of the State Historical Society of Iowa to commemorate historic events, preserve historic records, and mark historic sites.
7. To cooperate with other organizations and agencies whose purpose and objectives are substantially the same as those of this organization.

ARTICLE III

MEMBERSHIP

Section 1. Any person shall be eligible for membership subject to Board approval. Membership applications shall be presented to the Board by the Secretary at a regular meeting. A majority vote shall elect to membership upon payment of dues. Memberships, except life memberships and honorary life memberships, are for one year. Members shall have the right to vote and hold office in the Corporation, and receive free admission to all Society properties.

Section 2. Membership categories. The membership categories may be modified at any time by the Board of Directors.

Student: Under 21 yrs enrolled as a fulltime student

Individual: Individual persons 18 yrs or older

Family: Persons 18 yrs or older of the same household and children living at home.

Sustaining: All the amenities of family membership plus free admission to special Society functions.

Life: This person shall have the rights and privileges of membership for the remainder of their lifetime, including free admission to special events. Spouse and children shall have the privilege of free admission, but shall not be considered members.

Corporate: Corporate members will be featured in our newsletter once a year, and receive ten free passes to distribute at their will.

Honorary Life: Upon the recommendation of one member, seconded by another member, and by a two-thirds vote by ballot at the annual meeting, an honorary life membership may be conferred upon a member who shall have rendered notable service to the Society. An honorary life member shall have all the privileges of membership.

Honorary Annual: Upon the recommendation of a board member, seconded by another board member, and by a two-thirds vote at a Board of Directors meeting, a annual honorary membership may be conferred upon a nonmember of the society who shall have rendered notable service to the Society. An honorary annual member will have none of the privileges of membership, except free admission to the Society properties.

Section 3. Dues shall be payable in full in one payment. The dues shall be determined by the Board of Directors at their December meeting and be published in the January newsletter and announced at the Annual Meeting in January. Dues shall be due twelve months from the initial enrollment date, rounded to the closest first of the month. Failure by a member to pay the renewal of their membership within sixty days of their renewal date will result in termination of the membership.

Section 4. Any member desiring to resign from the Society shall submit that resignation in writing to the Secretary, who will present it to the Board for action. There will be no refund or partial refund of dues paid.

## **ARTICLE IV**

### **ELECTION OF OFFICERS AND DIRECTORS**

Section 1: The officers of the Society shall be President, Vice-president, Secretary, Treasurer, and eight Directors.

Section 2: Upon the adoption of the Articles of Incorporation and these Bylaws, and until amended otherwise, the terms of office for the officers shall be two years and directors shall be three years. At the close of the Annual Meeting following said adoption, an organizational board meeting will be held wherein a drawing will determine four one-year, four two-year, and four three-year terms. Thereafter, four members will leave the board each year. They may be reelected to office for one additional term, but at the end of two consecutive terms, they must leave the board for at least one year. The officers and directors, elected by ballots, are to serve as herein provided and until their successors are elected, and their terms of office shall begin at the close of the annual meeting

Section 3: A Nominating Committee shall be elected by the members of the Society at each annual meeting to serve for the following year. Said Committee shall

consist of not less than three members who will present their nominations to the board for mailing to the membership. The Committee shall elect its own chairman. It shall be the duty of this Committee to nominate candidates for the various offices. The Nominating Committee will receive nominations from the membership for the various offices. The members of the Committee may also recruit members for the various offices as well as nominating present officers and or directors. At least 60 days prior to the annual meeting, the Nominating Committee members shall hold the necessary committee meetings to complete their work and submit their report to the Board of Directors. The Board of Directors, at least 50 days prior to the annual meeting, shall direct that the Secretary prepare mail ballots with adequate space for write-in names in each office subject to election. The Secretary shall mail, at least 40 days prior to the annual meeting, to each member of record eligible to vote on the date of said mailing, instructions on voting, and election ballot, and a plain self-addressed return envelope for the ballot to be sealed and returned. A brief resume of the nominees may be included with the ballot. Ballots must be returned to and in the hands of the Secretary at least 10 days prior to the annual meeting.

Section 4: A majority of the votes cast for a position shall elect. In case of a tie vote, a flip of the coin at the annual meeting shall determine the election.

Section 5: An Election Committee, which shall also serve as tellers, shall be the Secretary and two other members of the Society who are not members of the Board. They shall be appointed by the Board at least 50 days prior to the annual meeting to assist the Secretary in the election process. The Secretary shall be chairman of the Election Committee. At the end of the annual meeting the Secretary shall destroy the ballots unless a motion is made to preserve the ballots.

## ARTICLE V

### **DUTIES OF OFFICERS AND DIRECTORS**

Section 1: The duties of the elected officers and directors shall be:

President: To preside at all meeting of the Society and the Board of Directors, appoint committees, and assume all other duties required of this office.

Vice-president: To assume the duties of the President in his/her absence and to perform such other duties as required by the President or the Board of Directors, and assume all other duties required of this office.

Secretary: To record the minutes of all meetings of the Society and the Board of Directors. To maintain corporate records including a membership list with names and addresses of all members. To notify the membership of the time and place of the annual and special meetings of the Society; to notify the officers, committee chairpersons, and directors of board meetings. To present membership applications to the board. To assume all other duties required of this office or as may be assigned by the President or the Board of Directors.

Treasurer: To keep a record of all moneys received and expended; to prepare bills

for disbursement; to present a monthly financial report to the Board of Directors; to present an annual financial report at the annual meeting; assume other duties required of this office or as may be assigned by the President or the Board of Directors.

Directors: Shall attend any and all board meetings and meetings of the Society; assume duties required of this office or as may be assigned by the President of the Board of Directors.

Section 2: All officers and directors shall also be governed by the parliamentary authority adopted by the Society.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

Section 1: The Board of Directors shall consist of the elected officers and directors. The Board of Directors shall hold at least monthly meetings at such time and place as designated by the Board. Meetings of the Board of Directors may be called by the President, any two officers, or any two directors of the Board. The Board of Directors shall be notified at least five days and not more than thirty-one days prior to any Board meeting.

Section 2: The duties of the Board shall be:

1. To have control over the real and personal property of the Corporation.
2. To manage such property and have charge of the business and financial affairs of the Corporation.
3. To approve or disapprove committee appointments made by the President and to remove committee members if they deem necessary.
4. To employ personnel as they deem necessary for the accomplishment of the objects and purposes of the Corporation. Such employees may hold positions as long as their duties and positions are approved by the Board.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE**

Section 1: There shall be an executive committee which shall consist of all of the elected officers.

Section 2; The Executive Committee shall have the power to transact business as necessary between Board of Director meetings. Meetings of the Executive Committee may be called by the President or by any two officers of the Board. Any action by the Executive Committee must be reported and ratified by the Board of Directors at their next regular meeting.

## **ARTICLE VIII**

### **COMMITTEES**

Section 1: The President shall appoint all committees, subject to approval

of the Board of Directors. The President shall be ex officio a member of any committee except the Nominating Committee, which the President shall not attend under any circumstances.

Section 2: A Finance Committee composed of the Treasurer and two other members shall be appointed by the President in September. It shall be the duty of this committee to prepare a budget for the general operation of the Society for the fiscal year beginning the first day of January, and to submit it to the Board of Directors at their December meeting for their approval.

Section 3: An Auditing Committee of three members shall be appointed by the President in November whose duty it shall be to audit the Treasurer's accounts at the close of the calendar year and to report at the annual meeting. In the event the Board of Directors calls for a professional audit of the books, no auditing committee will be appointed for that year.

Section 4: A Jail Committee of not less than three members shall be appointed by the President after the annual meeting, whose duty it shall be to plan and supervise the operations of the Society's Rotary Cell Jail. This committee shall report its plans to the Board monthly for approval.

Section 5: A Depot Committee of not less than three members shall be appointed by the President after the annual meeting whose duty it shall be to represent the Corporation on the Steering Committee of the Depot project; to plan and supervise the operations of the Depot property under the control and supervision of the Society in accordance with the existing management agreement with GOSOME and the City of Council Bluffs. The Depot Committee shall report its plans and the plans of the Steering Committee to the Board monthly for discussion and approval.

Section 6: A Membership Committee of three members shall be appointed by the President after the annual meeting whose duty it shall be to plan and conduct the development of memberships for the Society. This committee's report shall be submitted monthly to the Board of Directors.

Section 7: A Newsletter Editor shall be appointed by the President after the annual meeting, whose duty it shall be to plan, edit, print and distribute a monthly newsletter for the Society to the membership and friends of the Society.

Section 8: Such other committees, standing, special, or ad hoc, as deemed necessary, shall be appointed by the President or the Board of Directors from time to time. Such committee terms will be until their assignment is completed or until the next annual meeting. All committees shall make a monthly report of their activities to the Board.

Section 9: All Standing Committees named above shall make written annual reports to the Society at the Annual Meeting.

Section 10: Emergency expenditures may be approved by the Executive committee with future Board endorsement.

## **ARTICLE IX**

### **VACANCIES**

Vacancies in the officers or directors of the Corporation shall be filled by appointment of the President with the approval of the Board of Directors. The appointee to fill the unexpired term of the original member.

## ARTICLE X

### MEETINGS

The annual meeting of the Corporation shall be held each year on a date, time and location designated by the Board of Directors. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the Corporation. The annual organizational meeting shall immediately follow the annual meeting of the Corporation

Special meetings of the members may be called by the President or by the Board of Directors. Special meetings may be called by such other officers or persons or Directors or number of proportion of members as herein provided. A special meeting may be called by members having one-tenth of the votes entitled to be cast at such a meeting; however, said call by the members must be in accordance with the noticed required herein.

Written notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered no less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each member entitled to vote at such meeting. No business shall be transacted except that mentioned in the call of the special meeting.

For any and all meetings of the Corporation, a quorum shall consist of thirty or more members eligible to vote.

For any and all meetings of the Board of Directors and committees, a quorum shall consist of a majority of the members of the Board or committee.

## ARTICLE XI

### PARLIAMENTARY RULES

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, and any special rules of order the Corporation may adopt.

## ARTICLE XII

### AMENDMENTS TO BYLAWS

These Bylaws may be adopted or amended at any regular meeting of the Corporation or at any special meeting called for such purpose.