



**BYLAWS
OF THE
SAINT CHARLES COUNTY
HISTORICAL SOCIETY, INC**

Revised Bylaws were voted on and approved at the St. Charles County Historical Society's General Membership Meeting on 23-Jul-2022 & 27-Jan-2024.

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BYLAWS OF SAINT CHARLES COUNTY HISTORICAL SOCIETY, INC.

ARTICLE 1

These Bylaws, as originally adopted and as amended, have been adopted by the Saint Charles County Historical Society.

Name

The name of this Corporation shall be the Saint Charles County Historical Society, Inc., and any listing of "Society" hereafter shall mean Saint Charles County Historical Society, Inc.

ARTICLE 2

Statement of Purpose

The purpose of this Society is to foster an understanding and appreciation of all aspects of St. Charles County history. The Society shall:

1. Receive, maintain and preserve historical and genealogical records;
2. Promote proper recognition and preservation of historical landmarks;
3. Provide and promote educational programs regarding the history and genealogy of St. Charles County and the State of Missouri;
4. Support St. Charles County historical museums, libraries, and archives;
5. Maintain memberships in state, regional, and local organizations engaged in historical preservation and genealogical activities;
6. Publish newsletters and a quarterly journal, the ***St. Charles County Heritage***;
7. Maintain a digital presence on the worldwide web and social media outlets.

The Society may, as permitted by law, engage in any and all activities in furtherance of, related to or incidental to these purposes which may be lawfully carried on by a corporation formed under R. S. MO Chapter 355 of the laws of the

State of Missouri and which are not inconsistent with the Society's qualification as an organization described in Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Internal Revenue Code.

ARTICLE 3

Membership

Section 3.1. Anyone subscribing to the above purposes shall be eligible for membership in the Society.

Section 3.2. Charter members shall consist of those who became members on or before July 1, 1956. Categories of annual membership based on dues shall include the following: (1) Student, (2) Individual, (3) Family, (4) Louis Blanchette, (5) Jean Baptiste Point du Sable, (6) Daniel Boone, (7) Alexander McNair, (8) Supporting Business and such others that may be determined by the Board of Directors. All members shall be entitled to equal rights and privileges to the category of membership. Individual membership categories shall be entitled to one vote. All other membership categories shall be entitled to one vote for each individual up to a limit of two votes. Membership is not transferable. The schedule of dues for the membership shall be set by the Board of Directors with the approval of the general membership.

Section 3.3. Membership shall be terminated by resignation or failure to renew membership.

Section 3.4. A roster of Charter members and all other members shall be preserved by the Executive Secretary. A listing of new members of the Society segregated by categories shall be published in the ***St. Charles County Heritage***. Any member who is more than 120 days in arrears in dues shall be reported to the Board of Directors by the Executive Secretary and such member may be made inactive by a majority vote of the Board of Directors in attendance at the regular Board meeting.

Section 3.5. Any member may be expelled or membership renewal denied by the Board of Directors for conduct on his or her part likely, in the sole opinion of the Board to endanger the welfare, interest, or reputation of the Society. A majority vote of the entire Board of Directors is required for the expulsion or denial of membership renewal. A member may appear before the Board of Directors to appeal a decision on membership status.

Section 3.6. Only members in good standing, which includes membership dues being paid current, shall be eligible to vote.

Section 3.7. Only members in good standing shall be eligible to serve on the Board of Directors, on any standing committee, or on any other committee designated by the Board of Directors.

ARTICLE 4

Meetings

Section 4.1. Regular meetings of the Society shall be held in January, April, July, and October each year at such hour and place as the Board of Directors may designate, unless changed by action of the Board in full session. The date, time, and place of the regular meetings (including the annual meeting) of the Society will be published in each edition of the ***St. Charles County Heritage***.

Section 4.2. The April meeting shall be the Annual meeting at which the new members for the Board of Directors shall be elected. The Executive Secretary shall prepare a ballot containing the names and brief biography of all nominees submitted by the Nominating Committee with names arranged alphabetically. The names of the nominees and a brief biography shall be published in the April edition of the ***St. Charles County Heritage***. The election shall be conducted by written ballot. The Executive Secretary, or another officer in the event of the absence of the Executive Secretary, and at least two (2) additional Board members shall count the ballots at the April meeting and shall certify to the President the results of the balloting. The President shall announce the results of the balloting at the April meeting, and the President prior to the next regular Board meeting shall notify new Board members of their election if they were not in attendance at the April meeting. The Board members elected in April shall assume their duties at the next regular Board meeting. At a quarterly meeting, determined by the Board, the agenda will include a program of recognition for achievement in those areas of the Society's interest.

Section 4.3. The President shall call a special meeting of the general membership when requested in writing and signed by at least twenty-five (25) members in good standing of this Society. This request must be made by Certified Mail at least sixty (60) days prior to the requested special meeting date to the Corporate Secretary. No other business except that specified in the request and notice shall be transacted at any such special meeting without the unanimous consent of the members present at such meeting. The Executive Secretary shall notify each member in good standing of the date, time, place, and agenda of any special meeting of the general membership of this Society no less than thirty (30) days prior to the date of said special meeting.

Section 4.4. A quorum for the transaction of business at any meeting of the Society shall consist of those members who assemble at the time and place designated by the written or published notice given by the President or printed in the

Society's quarterly publication, the ***St. Charles County Heritage***, but no business may be transacted unless at least one person for every thirty (30) Society members eligible to vote are present.

Section 4.5. Where the Bylaws do not require the vote be by ballot, vote by ballot can be ordered by majority vote of members present.

Section 4.6. The current edition of ***Robert's Rules of Order*** shall govern Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws at all Membership, Board of Directors and committee meetings.

Section 4.7. The Society shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per the current edition of Robert's Rules of Order, the Chair of the meeting has the sole responsibility to require order in a meeting. To that end, the Chair of the meeting has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary, to maintain an orderly meeting, the Chair of the meeting has the authority to remove a participant from the meeting.

ARTICLE 5

Board of Directors

Section 5.1. There shall be a Board of Directors composed of twelve (12) members, four (4) of whom shall be elected at each April Annual meeting. A quorum for meeting of the Board shall require at least seven (7) members. The term of office for Board members shall be three (3) years. Only those Board members duly elected by the general membership and those Board members appointed by the Board to fill a vacancy, as set forth in Section 5.4, shall have voting privileges.

Section 5.2. Each potential candidate for Board membership shall be given a copy of the Society's Bylaws by the Nominating Committee. Prior to the candidate's name being placed on the ballot, the Nominating Committee must obtain the candidate's assurance that he or she read and will adhere to the Bylaws, he or she will support the activities of the Society, and he or she will attend the meetings of the Board, the Society, and the assigned committees except for reasons of emergency and reasons that are acceptable to the Board.

Section 5.3. The Board shall meet ten (10) times a year. The Board will not meet during the months of January and August. The time and place to be

designated by the President. The first meeting in May of each year is the organization meeting wherein the Board shall elect and appoint the officers of the Society. Officers shall assume their duties upon election and serve until their successors are elected. Voting at Board meetings shall be by voice vote. Voting by ballot can be ordered by majority vote of Board members present.

Section 5.4. Special meetings of the Board of Directors may be called by the President or by four (4) or more members of the Board of Directors giving written notice to the President that such a meeting should be called. The Executive Secretary shall notify each member of the Board of Directors of the date, time, place, and agenda of any special meeting of the Board of Directors no less than fifteen (15) days prior to the date of said special meeting.

Section 5.5. The Board of Directors shall have authority to fill all vacancies occurring on the Board, such appointees serving until the next annual election at which time a successor shall be elected by the Society to fill the expired term.

Section 5.6. When an unexpired term is filled by the Board of Directors for the balance of the current year, any remaining time after the current year (one or two years) is to be filled by election by the Society membership at the next April annual election. The candidate that receives the fewest votes fills the unexpired term if there are five (5) candidates running or the 5th place candidate if there are more than five (5) candidates running for election. Board candidates may elect to run specifically for an unexpired term rather than for a three (3) year term.

Section 5.7. No member of the Board may serve more than two (2) consecutive three (3) year terms. After serving two (2) consecutive three (3) year terms, the person must remain off the Board of Directors for at least one (1) year. The completion of an unexpired Board of Director's term by an individual shall not be counted as part of two (2) consecutive three (3) year terms.

Section 5.8. In order to carry on successfully the work of the Society, it is imperative that the members of the Board attend all regular and special Board meetings, and the general membership meetings. It is the responsibility of each Board member to notify the Executive Secretary, or in the Executive Secretary's absence the President, prior to the commencement of a meeting the reason for not attending. In the event of an emergency situation, notification of the reason for not attending a meeting can be made as soon as possible after the time of the meeting. Failure to attend three (3) consecutive regular monthly or special Board meetings or three (3) regular monthly or special Board meetings in any consecutive six (6) month period, unless for satisfactory reasons acceptable to the Board of Directors, shall constitute a vacancy on the Board to be filled by the Board of Directors in accordance with the provisions of Section 5.4 herein. In the event of a declaration of vacancy by the Board of Directors, the Executive Secretary shall send a notice to the Board member. The Executive Secretary at each Board meeting shall report who is

not in attendance and the reason, if known. The Executive Secretary shall keep a permanent attendance record of Board members, including the reason given for missing a meeting, and shall identify to the Board any Board member who has missed three (3) regular or special meetings as set forth.

Section 5.9. Any Board member, after thirty (30) days notice in writing by the President, may be removed from the Board for cause by action of two-thirds of the entire Board of Directors. Reasons for removal “for cause” shall include, but not be limited to, failure to meet the Society’s qualifications for election and service, and failure to perform the duties of Board member or officer, as determined by the Board of Directors. In the event the Board member being considered for removal for cause is the President, the aforementioned notice shall be given in writing to the President by at least three (3) Board members. Notice of the proposed removal of a Board member shall be given to all Board members of the Society prior to the meeting to vote on such action. The affected Board member shall be given the opportunity at the next regular monthly Board meeting to speak to the Board members for up to 30 minutes to present his or her reasons as to why he or she should not be removed from the Board.

Section 5.10. The Board of Directors shall manage and control the affairs of the Society and shall hire such employees as are necessary for the work of the Society. The Board shall be empowered to determine the duties, level of compensation and supervision of such employees—all in accordance with the aims and objectives of the Society. The purchase or sale of major capital assets, however, shall first be presented to and have the approval of the general membership at a regular or specially-called meeting.

Section 5.11. The Board shall determine and publish the duties of each officer.

Section 5.12. The Board of Directors shall have responsibility for designating committees to carry out special projects and activities of the Society. The President shall appoint the members and Chairpersons of all committees and present these appointments to the Board of Directors at the regular Board Meeting in June of each year for confirmation. For any given committee(s), the President may appoint a Vice Chairperson or Co-Chairperson. Confirmation shall be effective upon a majority vote of Board members in attendance at the June meeting. If the Board of Directors does not confirm the appointments of the President, the dissenting Board members must state the reason for their dissent and the President shall strive to reach a resolution satisfactory to the majority of the Board members. The Chairperson of each Committee shall be one of the twelve (12) members of the Board of Directors. If in the opinion of the President a committee is not performing its responsibilities, the President shall counsel with the Executive Committee (as defined by Section 6.10),

and the Executive Committee shall determine whether to retain the committee

members and /or Chairperson or to recommend to the Board that a change be made in members and/or Chairperson of the committee. Any changes shall require approval by a majority of the Board members.

Section 5.13. The elected Board of Directors shall serve without compensation.

Section 5.14. Any Board member may resign at any given time by giving notice to the Board of Directors or the President. Any resignation shall be effective upon receipt of such notice unless otherwise approved by the Board. Acceptance of such resignation by the Board shall not be necessary to make it effective.

ARTICLE 6

Officers and Other Positions

Officers:

Section 6.1. The officers of the Society shall be a President, a First Vice President, a Second Vice President, a Corporate Secretary, a Treasurer, and an Archivist. The offices of President, First Vice President and Second Vice President shall be elected from those Board members elected by the general membership. The President, First Vice President, and Second Vice President shall be elected by the Board of Directors at the first Board meeting after the April annual meeting each year. The offices of Corporate Secretary, Treasurer, and Archivist may be continuing appointments made by the Board of Directors. Other officers may be appointed at the pleasure of the Board of Directors at such time as the business and on-going development of the Society may require their services. In the event of the death, resignation, or removal of any officer, the Board of Directors shall elect or appoint a replacement in accordance with this section.

Section 6.2. All officers of the Society shall be members of the Society. Officers that are not elected as Board members by the general membership or appointed as a Board member by the Board to fill a vacancy on the Board, shall be considered ex-officio members of the Board of Directors and shall not have voting privileges. The President shall vote only as set forth in ***Robert's Rules of Order***.

Section 6.3. All officers elected by the Board of Directors shall serve for one (1) year and may be re-elected throughout the term of their membership on the Board. All officers appointed by the Board shall serve indefinitely at the pleasure of the Board, or as designated in a contract of appointment by the Board. Officers elected by the Board of Directors shall serve without compensation. Officers appointed by the Board of Directors shall serve without compensation unless otherwise approved by the Board of Directors. Any officer may be removed by a majority vote of the entire Board of Directors whenever in its judgment the best

interest of the Society will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any given time by giving notice to the Board of Directors or President. Any resignation shall be effective upon receipt of such notice unless otherwise approved by the Board. Acceptance of such resignation by the Board shall not be necessary to make it effective. In the event of death, resignation, or removal of any officer, the Board of Directors shall elect or appoint a replacement.

Section 6.4. President – The President shall preside at all meetings of the general membership and the Board of Directors. The President, as Chief Executive Officer of the Society, shall sign for the Society. The President may designate an officer of the Society to sign for the Society for specified purposes with the approval of the Board. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall perform all duties of “Chairman” as set forth in ***Robert’s Rules of Order***. To be eligible to serve as President, the Board member must have served at least one year on the Board of Directors during the previous five (5) years. The President shall be considered an ex-officio member of each committee and shall attend committee meetings as he/she determines.

Section 6.5. First Vice President – In the event of the absence of the President during a meeting of the general membership or Board of Directors, the First Vice President shall preside at such a meeting. In the event a document identified in Sections 8.1 and 8.2 herein needs to be signed without delay and the President is unavailable, the First Vice President shall sign the document for the Society. The First Vice President shall perform other duties as may be determined by the President or Board of Directors.

Section 6.6. Second Vice President – In the event of the absence of the President and First Vice President during the meeting of the general membership or Board of Directors, the Second Vice President shall preside at such a meeting. The Second Vice President shall perform other duties as may be determined by the President or Board of Directors.

Section 6.7. Corporate Secretary – The Corporate Secretary shall be custodian of the Corporate Seal (if any) of the Society. The Corporate Secretary shall sign and/or apply the Corporate Seal to any legal or official document that requires the signature of the Corporate Secretary and/or application of the Corporate Seal. The Corporate Secretary shall be responsible for keeping the minutes of the Executive Committee meetings. The Corporate Secretary shall perform other duties as may be determined by the Board of Directors.

Section 6.8. Treasurer –The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipt for monies due and payable to the Society from any source whatsoever, and deposit all

such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general, perform all of the duties incident to the office of the Treasurer and such others as may from time to time be assigned by the Board of Directors. The Treasurer shall keep accounting records of income and expenditures in a form acceptable to the Board of Directors. The Treasurer shall manage a process for tracking receipts that are due to the Society and obligations payable by the Society. The Treasurer shall process payments and issue checks in a timely manner and, where possible, prevent assessment of late charges, interest, fines, and penalties. The Treasurer shall prepare and submit all required Federal, State and local tax forms and documentation. The Treasurer shall work with the Finance Committee in preparing the Annual Budget. The Treasurer shall attend the Board meetings and the quarterly general membership meetings. The Treasurer shall provide a written financial statement report (Treasurer's Report) at each regular monthly meeting of the Board of Directors and at each quarterly meeting of the general membership in the amount of detail and format satisfactory to the Board of Directors. The Treasurer shall assist in any audit or review of the accounting records as determined by the Finance Committee. The Treasurer shall make recommendations on the development of the Society's financial policies and practices. If the Treasurer is appointed by the Board rather than elected as a Board member by the general membership, the Treasurer is an ex-officio member of the Board and the Finance Committee. The Treasurer Shall report to the President or as otherwise designated by the Board of Directors.

Section 6.9. Archivist. -- The Archivist shall maintain the archives in good order and, in general, perform duties as assigned by the Board of Directors and as specified in an employment agreement, if any. The Archivist is responsible for collecting, assessing, organizing, and preserving the historical records of the Society and overseeing the Society's volunteers. The Archivist shall provide a written report at each regular monthly meeting of the Board of Directors and at each quarterly meeting of the general membership in the amount of detail and format satisfactory to the Board of Directors. The Archivist shall attend the Board meetings and the quarterly general membership meetings. The Archivist is an ex-officio member of the Board, the Archives, Properties, Planning and Education and Website Committees. The Archivist shall report to the President or as otherwise designated by the Board and recorded in the minutes of a regular or special Board meeting.

Section 6.10. Executive Committee – The Executive Committee shall be comprised of five (5) members: The President, First Vice President, Second Vice President, Corporate Secretary, and Treasurer. The Executive Committee shall meet upon special call of the President. The Executive Committee shall consult with the President on any issues deemed significant by the President. Personnel issues and contracts shall be deliberated by the Executive Committee prior to submission to the full Board of Directors for action.

Section 6.11. In the event new positions are proposed and approved by the Board of Directors, the duties shall be prepared by the Board. Those new positions rightly requiring approval by the general membership shall be presented and voted upon at a quarterly meeting or a special meeting, if required.

Other Positions:

Section 6.12. Executive Secretary – The Executive Secretary receives day-to-day direction from the Archivist. The Executive Secretary reports to the President. The Executive Secretary shall be responsible for front-office clerical tasks; for keeping the minutes of the Board of Directors and the general membership meetings in one (1) or more books provided for that purpose; ensuring that all notices are given in accordance with the provisions of these Bylaws; and, in general, perform all such duties as may from time to time be assigned by the Board of Directors and as specified in an employment agreement, if any. The Executive Secretary is an ex-officio member of the Membership, Publicity, and Planning and Education Committees. The position of Executive Secretary may be a continuing appointment made by the Board of Directors.

ARTICLE 7

Standing Committees

Section 7.1. The Standing Committees of the Society shall be The: (1) Membership and Publicity; (2) Properties; (3) Nominating; (4) Finance; (5) Planning and Education; (6) The Archives; (7) Awards; (8) Development and Long- Range Vision; and (9) Website. Other committees, as determined necessary, may be designated by the Board. The President shall appoint committee chairpersons and committee members. Each committee shall consider such matters and assume such activities as are pertinent to its assignments. Standing Committees and other committees must meet a sufficient number of times during the year to satisfactorily carry out the requirements of the committee. It is anticipated that committees will meet on an as-needed basis. All committees must meet at least once annually. The Chairperson of each committee shall notify the President of each committee meeting as soon as the meeting is scheduled to enable the President to attend in the event that he or she chooses. The committee year shall consist of 12 months starting in June. A report of all committee meetings shall be given to the Board of Directors. The Chairperson of each committee, or his/her designee, shall make a report during each monthly meeting of the Board of Directors. All reports documents, books, etc. developed by a committee shall remain the property of the Society. Officers of the Society assigned as ex-officio members shall be non-voting members of the committee. An insert soliciting volunteers to serve on committees and special projects may be placed in each January edition of the ***St. Charles County Heritage*** and in any additional edition as determined by the Board.

Section 7.2. The Membership and Publicity Committee - The Membership and Publicity Committee shall review membership categories and the schedule of dues approved by the Board and recommend any changes to the Board. The Membership and Publicity Committee shall carry out all membership endeavors as deemed appropriate and approved by the Board. The Membership and Publicity Committee shall coordinate general membership drives for the Society and may conduct one or more membership drives each year. The Membership and Publicity Committee shall periodically review the membership application brochure and recommend changes to the Board, and implement changes as approved by the Board. The Membership and Publicity Committee will work with the Executive Secretary in the annual membership renewal activity. The Membership and Publicity Committee will follow up with all members who have not renewed their membership approximately 60 days in an effort to obtain renewal. The Membership and Publicity Committee shall work with other committees in publicizing regular events, special events and other Society proceedings. The Membership and Publicity Committee will issue news releases as sanctioned by the Board of Directors.

Section 7.3. The Properties Committee – The Properties Committee shall meet as considered appropriate by the Chairperson and shall be responsible for the care, use inspection, maintenance, and repairs of the Society’s facilities and grounds. The Properties Committee shall develop and recommend to the Board cleaning and maintenance policies, use of facility policy, and control and assignment of facility keys and security code access policies. The Properties Committee may coordinate design specifications and request for bids for changes, improvements, and significant repairs to the facility and submit to the Board for approval. The Properties Committee shall interface with the City of St. Charles, as appropriate, to ensure the City-Owned building is properly maintained and kept in good repair.

Section 7.4. The Nominating Committee – The Nominating Committee shall start in December prior to the April election of Board members by the general membership to solicit candidates from the general membership, including eligible Board members (see Section 5), to fill the four (4) three (3) year positions on the Board and to fill any unexpired terms for the remaining period of the three (3) year term. There is no maximum limit on the number of candidates. The Committee shall observe the requirements set forth in Section 5.2 herein. The Committee shall present an initial list of candidates with biographical information to the Board at the January Board meeting and a final list at the February Board meeting. The Board shall approve the list of candidates in the February Board meeting. The final list of candidates shall be printed with biographical information in the April **St. Charles County Heritage**.

The Nominating Committee shall present at the beginning of the Board meeting following the April annual general membership meeting a slate of candidates selected from the Board of Directors to serve as President, First Vice President, and Second Vice President of the Society to serve for (1) year starting

immediately upon taking a vote at the beginning of the meeting. The Committee shall confirm with the candidates their willingness to serve prior to presenting the slate to the Board.

Section 7.5. The Finance Committee – The Finance Committee is responsible for development of sound financial plans for adoption by the Board of Directors, as well as for generally supervising the financial affairs of the Society, including budget control, projections, receipts, and expenditures. The Finance Committee shall oversee the Society's finances and is specifically charged with:

1. Reviewing projected financial requirements for the Society.
2. Evaluating and recommending the adoption of the annual operating and capital budget. In this connection, the Committee will consult with the Society's Treasurer in preparing the annual budget for submission to the Board for the November meeting.
3. Develop oversight procedures in accordance with recognized accounting principles segregating accountability for monies received and expended.
4. Maintaining control over expenditures through the evaluation of periodic financial reports for the Society.
5. Development of financial policies and plans for the Society.
6. Appointment of depositories.
7. Periodic financial review done by outside auditor every three (3) years.
8. Reviewing the Society's insurance coverage on an annual basis and advising the Board the results of the review and recommendations for change to the Board of Directors.
9. Overseeing and managing the endowment funds of the Society and recommending changes to the investment policies and vehicles as necessary in accordance with Article 12.2 herein.
10. Administering the budget for the acquisition of archival materials.
11. Administering real estate sale proceeds and investments as set forth in Article 12 herein.

Section 7.6. The Planning and Education Committee – The Planning and Education Committee shall be responsible for:

1. Planning the quarterly general membership meetings and special events;
2. Engaging speakers for these events as necessary;
3. Developing and maintaining a master plan for future programs and services;
4. May propose, plan, and develop educational programs and/or trips relating to the historical and genealogical heritage of St. Charles County as approved by the Board of Directors. It will be responsible for the development and execution of all such approved programs.
5. Actively promote the Society and its full range of activities and services.

Section 7.7. The Archives Committee – The Archives Committee shall develop and propose plans for short-term and long-term development, maintenance, and protection of the Archives collection; and implement plans approved by the Board. Working with the Archivist, the Committee may propose, develop, and execute plans for publication of various historical and genealogical publications as approved by the Board of Directors.

Section 7.8. The Awards Committee purpose is to recognize SCCHS Members, Staff, Volunteers, or other individuals who have reached a level of achievement by contribution of service, presentation and/or written articles/book deemed worthy of recognition by the Board of Directors. The Awards Committee shall have a minimum of three (3) Board Members appointed by the Board President and meet as necessary.

Awards: The Heritage Journal Award – given annually at the April Quarterly Meeting

Section 7.9. The Development and Long-Range Vision Committee – The Development and Long-Range Vision Committee shall be responsible for the development and maintenance of a master plan for assuring the Society's facilities and financial viability. The Development and Long-Range Vision Committee shall be responsible for the initial discussions and direction on strategic initiatives required to meet the Society's stated goals. It will be responsible for developing means of acquiring contributions of money and property by estate planning, donations, bequests, devices, and other means in order to sustain and enlarge endowed permanent funds. All recommendations and plans must be presented to and approved by the Board prior to execution.

Section 7.10. The Website Committee—The Primary duty of the Website Committee is to ensure the continuing excellence of the Website. The Website Committee shall have a minimum three (3) Board Members appointed by the President and meet as necessary. The President and Archivist shall be ex-officio members of the Website Committee. The Website Committee shall regularly review the content of the Website, make recommendations to edit and improve its presentation, provide for the technical direction of the Website, and in collaboration with the Webmaster and Archivist, provide guidance and establish standards for the web pages to ensure high quality and consistency of content, organization and presentation of information. The Website Committee shall review all recommended changes to the Website by staff members, Board members, Society members, and the public at large. Changes resulting in a cost to the society shall first be approved by the Society's Board of Directors. The website Committee Chairman shall make reports of its decisions and actions to the full Board at regular Board meetings.

Section 7.11. Ex-officio Members – The President is an ex-officio member of all committees. The Treasurer is an ex-officio member of the Finance Committee. The Executive Secretary is an ex-officio member of the Membership, Publicity, and Planning and Education Committees. The Archivist is an ex-officio member of the Properties, Planning and Education, Archives, and Website Committees. The appropriate committee Chairperson shall notify ex-officio members of all committee meetings. Officers appointed by the Board rather than elected by the general membership are ex-officio members of the Board of Directors. Ex-officio members of committees and the Board of Directors are non-voting members.

ARTICLE 8

Contracts, Checks, Deposits, Funds, and Finance

Section 8.1. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and authority may be general or confined to specific instances.

Section 8.2. At the January Board meeting of each year the Board of Directors shall review and establish a policy naming the amount of indebtedness issued in the name of the Society requiring the signature of two authorized signatories. This policy will be noted as a separate line item within the official minutes of the meeting.

Section 8.3. All checks, drafts, or orders for payment of money, notes or other forms of indebtedness exceeding the current year's Board amount of authorized indebtedness issued in the name of the Society shall be signed by the President and either the Treasurer or Corporate Secretary. In the absence of the

President, the First Vice President shall sign such documents. In the absence of both the Treasurer and Corporate Secretary, the First Vice President shall sign such documents. The First Vice President cannot sign for both the President and Treasurer/Corporate Secretary on the same document. All monetary transactions resulting in an amount equal to or less than the current year's Board- authorized amount of indebtedness for expenditures approved by the Board at a properly called meeting require only the signature of the Treasurer or Corporate Secretary or in their absence, the Archivist. The Executive Secretary is authorized to write and sign checks for day-to-day expenses and shall report these transactions to the Treasurer. All funds of the Society shall be deposited from time to time to the credit of the Society and in such banks, trust companies, or other depositories as the Board of Directors shall select.

Section 8.4. The Board of Directors may accept or refuse, on behalf of the Society any contribution, gift, bequest or device for the general purpose or any special purpose of the Society.

Section 8.5. The Society shall be prudent and cautious in the handling and spending of Society funds. Other than day-to-day business expenses, monies shall not be spent without appropriate financial controls, accountability, and serious Board of Director evaluation. All continuing business expenses (as defined herein) in excess of the current year's Board-authorized amount of indebtedness (total cost) and all other expenses shall have prior approval by the Board of Directors, unless previously approved as part of the Society's budget. All budgeted funds shall not be exceeded without approval of the Board.

Section 8.6. The financial expenses of the Society shall be accounted for in accord with generally accepted accounting principles.

Section 8.7. The Chairperson of the Finance Committee will solicit input from all officers, chairpersons, and project leaders prior to submission of the annual budget to the Board of Directors. The Finance Committee will submit a budget to the Board of Directors by the November meeting.

ARTICLE 9

Books and Records

The Society shall keep at the principal office of the Society correct and complete financial books and records of account; minutes of the proceedings of the Board of Directors; minutes and proceedings of general membership meetings; minutes and proceedings of committee meetings; contracts signed with officers and employed staff; documents signed by Board Members; and a register of the names and addresses of the Board of Directors and members of the Society. All financial books and records of the Society and membership listings may be inspected by the members of the Board of Directors, or agent or attorney thereof, for any proper

purpose at any reasonable time.

ARTICLE 10

Miscellaneous Provisions

Section 10.1. Offices – The principal office of the Society shall be at St. Charles, Missouri. The Society may also have offices at such other places as the Society may require.

Section 10.2. Restriction on Activities – Notwithstanding any other provisions of the Bylaws, no member of the Board of Directors, officer, employee, agent, or any other representative of the Society shall take any action to carry on any activity by or on behalf of the Society not permitted to be taken by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any correspondence Section of any further Internal Revenue Code.

Section 10.3. Liabilities – Any liability which is not budgeted or authorized in accordance with the Bylaws shall become the personal liability of the person or persons responsible for that liability. The President, First Vice President, and the Treasurer may commit the Society to liabilities within the limits set by the Board. The Board shall also set limits to any liabilities to which any officer designed by the President may commit the Society. Any commitment of liability beyond the limits set by the Board must be discussed and approved by the Board.

Section 10.4. Dissolution – In the event of dissolution or final liquidation of the Society, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Society, distribute all assets of the Society to one or more of the following categories of recipients as the Board of Directors shall determine.

1. A non-profit organization or organization which may have been created to succeed the Society, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170 (c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code; and/or
2. A non-profit organization or organizations having similar aims and objectives as the Society and which may be selected as an appropriate recipient of such assets, as long as each such organization shall then qualify as a governmental unit under Section 701(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal taxation under Section 501(a) of such Code as an organization described in

Section 50(c) (3) of such Code and/or

3. County-wide historical qualifying organizations with a similar interest that are qualified under Internal Revenue Code of 1986, Section 501(c)(3) shall be notified of the intent to dissolve by the Saint Charles County Historical Society, Inc. Board of Directors, as such time as appropriate to allow response in writing as to whether such societies have a stated purpose and interest in obtaining all or part of the Saint Charles County Historical Society, Inc.'s assets. Said societies or organizations shall, at such time, provide a verification statement of qualification under the aforesaid Revenue Code of 1986, Section 501(c)(3) and laws of Missouri as stated in the preceding paragraph.

Section 10.5. Emergency Meetings and Voting - Pursuant to the emergency powers granted to nonprofit organizations under Missouri Nonprofit Statute 355.121, the following are authorized under these Bylaws.

1. The Board of Directors may meet on-line if some catastrophic event does not permit meeting together, and voting may be held subject to the quorum being met as set forth in the Bylaws.
2. The Board of Directors may cancel or postpone the Quarterly and/or Annual Meetings if some catastrophic event does not permit meeting together.
3. The election of Board Members is held at the Annual Meeting. In the event an Annual Meeting is cancelled due to some catastrophic event, a ballot will be sent to the general membership by email and voting will be conducted by email. -- All members are encouraged to have an email address on file with the Society.
4. If the Annual Meeting is cancelled and the catastrophic event is such that it will not permit an election of Board Members to be held by email, the Board Members whose term is expiring are authorized to continue to serve on the Board of Directors until it is possible to conduct an election by email, or until the next Quarterly Meeting of the general membership.

ARTICLE 11

Indemnification of Officers and Directors

Section 11.1. The Society shall and does hereby indemnify any person who is or was a member of the Board of Directors or officer of the Society against expenses and liabilities, including but not limited to attorney's fees, judgment, fines, penalties, and settlement payments, incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including

any action by or in the right of the Society) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this Section 11.1 on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest, to have constituted willful misconduct, or to not have been in good faith.

Section 11.2. The Society may, to the extent that the Board of Directors deems appropriate, make advances of expenses, including attorney's fees, incurred prior to the final disposition of a civil, criminal, administrative or investigative action, suit, proceeding, or claim (including an action by or in the right of the Society) to any person to whom indemnification is or may be available under this Article; provided, however that prior to making any advances, the Society shall receive a written undertaking by or on behalf of such person to repay such amounts advanced in the event that it shall be ultimately determined that such person is not entitled to such indemnification.

Section 11.3. The indemnification and other rights provided by this Article, and any other Article of the Bylaws, shall not be deemed exclusive of any other rights to which such person is entitled. The Society is authorized to purchase and maintain insurance on behalf of the Society or any person to whom indemnification is or may be available against any liability asserted against such person in, or arising out of, such person's status as director or officer of the Society which such person is serving at the request of the Society.

Section 11.4. Each person to whom indemnification is granted under Section 11.1 of this Article is entitled to rely upon the indemnification and other rights granted hereby as a contract with the Society and such person and such person's heirs, executor, administrator, and estate shall be entitled to enforce against the Society all indemnification and other rights granted to such persons by Sections 11.1 and 11.2 and this Section 11.4 of this Article. Each Board of Directors member shall annually sign a code of ethics policy that explicitly states any conflict of interest activities. The signed ethics policy will remain permanently on file with the Society's Executive Secretary. This indemnification and other rights granted by Sections 11.1 and 11.2 and this Section 11.4 of this Article shall survive amendment, modification or repeal of this Article, and no such amendment, modification or repeal shall act to reduce, terminate or otherwise adversely affect the rights to indemnification granted hereby, with respect to any expenses, judgments, fines, and amounts paid in settlement incurred by a person to whom indemnification is granted under Section 11.1 of this Article with respect to an action, suit, proceeding, or claim that arises out of acts or omissions of such person that occurred prior to the effective date of such amendment, modification, or repeal.

Section 11.5. This Article shall not limit and shall be controlled by the indemnification powers expressly authorized under Section 35.1.355 R. S. MO or its

successor.

ARTICLE 12

Real Estate Sale Proceeds

Section 12.1. The proceeds of the sale of any real estate owned by the Saint Charles County Historical Society, Inc. shall be segregated from other assets.

Section 12.2. Said proceeds will be administered by the Finance Committee, who will develop and recommend to the Board of Directors an investment plan with respect to such proceeds. Said recommendations will be presented for review by the Board of Directors at a regularly scheduled meeting. However, only the Board of Directors shall have the authority to approve a particular investment plan. Once such investment plan is approved, the proceeds shall be transferred into such investments as are approved by the Board of Directors at any duly called meeting.

Section 12.3. The principal of said real estate proceeds is not (except as provided herein) ever to be invaded. The income there from is to be utilized to defray the operating expenses of the Society in such manner as may be approved by the Board at any duly called meeting.

Section 12.4. However, recognizing that in times of extreme emergency some limited invasion of principal might be necessary, the principal amount of said fund may be invaded upon a unanimous vote of the Board of Directors. In the alternative, the Board by two-thirds vote of all members may authorize limited annual invasions of principal not to exceed two percent (2%) per annum to cover expenditures or extraordinary needs pursuant to said vote of the Board of Directors.

ARTICLE 13

The Legal Duties of the Nonprofit Board and Its Members (Fiduciary Duties of the Board of Directors)

The Board of Directors of a nonprofit corporation has the ultimate responsibility and accountability for the conduct and performance of the organization. Boards regularly delegate the work of the organization to executives, staff, and volunteers, yet they cannot delegate or reassign their responsibility for that work. Nonprofit corporations are entities authorized by the State of Missouri to be formed for the purpose of engaging in some form of public service, and the law requires that each such corporation must have a governing body that oversees and ultimately is legally accountable for the organization. Acting as a collective, this governing body has both the authority and the accountability for the work of the

organization.

From a legal perspective, the nonprofit board and its members, individually, have three fundamental duties.

Duty of Care, which is taking the care and exercising the judgment that any reasonable and prudent person would exhibit in the process of making informed decisions, including acting in good faith consistent with what you as a member of the Board truly believe is in the best interest of the organization. The law recognizes and accepts that board members may not always be correct in their choices or decisions, but it holds them accountable for being attentive, diligent, and thoughtful in considering and acting on a policy, course of action, or other decision. Active preparation for and participation in board meetings where important decisions are to be made is an integral element of the duty of care.

Duty of Loyalty, which calls upon the board and its members to consider and act in good faith to advance the interests of the organization. In other words, board members will not authorize or engage in transactions except those in which the best possible outcomes or terms for the organization can be achieved. This standard constrains a Board Member from participating in board discussions and decisions when they as an individual have a conflict of interest (i.e., their personal interests conflict with organizational interests, or they serve multiple organizations whose interest conflict).

Duty of Obedience, which requires obedience to the organization's mission, bylaws, and policies, as well as honoring the terms and conditions of other standards of appropriate behavior such as laws, rules, and regulations.

Board members are obligated to honor these standards with regard to all decisions and actions of the board, and those who do not may be subject to civil and even criminal sanctions (including sanctions imposed by the Internal Revenue Service of the U.S. government in cases of inappropriate personal benefit).

ARTICLE 14

Amendments to the Bylaws

Any member of the Society in good standing may propose amendments to these Bylaws. Proposed amendments must first be presented to the Board of Directors in writing before being offered to the membership at a regular or special general membership meeting. The Board must give due notice of such a meeting and of its purpose. Said proposal shall be considered adopted, effective immediately, if a majority of the members of the quorum in attendance so determines. Except, however, the amendment to Article 12 relating to real estate proceeds, may only be authorized by a unanimous vote of the Board of Directors.