

BYLAWS
Wildwood Historical Society
(August 23, 2000)
(Amended Sec. 4.04 and 4.12 on April 21, 2009)
Amended July 29, 2011
Amended in its entirety on August 16th, 2011

ARTICLE I – Name and Principal Office

The name of this organization will be the WILDWOOD HISTORICAL SOCIETY (hereinafter referred to as “the Society”). Its principal office will be at 18750 Highway 100 Wildwood, Missouri 63069.

ARTICLE II – Purpose/Mission Statement

The purpose of the Society will be to discover, memorialize and disseminate the prehistory and history of the City of Wildwood, Missouri by: (1) searching for and procuring written or photographic documentation (including but not limited to personal writings or photographs, newspaper articles, blueprints, maps, journals, cemetery records, and genealogical records), artifacts, relics, memorabilia, and/or other similar documents, items, or objects relating to the prehistory and history of said City; (2) preserving, displaying, and making available to the public said documents, items, and objects by placing them in a museum/library/research center and/or in exhibits strategically located throughout said City; (3) identifying and helping to maintain and preserve a historic home, buildings and/or other significant structures and/or sites, and maintain the real property located at 18750 Highway 100, Wildwood Missouri 63069; (4) maintaining an active outreach and education program for Society members and the general public; and, (5) accepting donations of money, real property and/or other property as appropriate to accomplish the above.

ARTICLE III – Board of Trustees

SEC. 3.01. The affairs of the Society shall be governed by a Board of Trustees. The Board of Trustees hereinafter is referred to as Trustees or the Board. The Board will consist of the Society’s four officers plus (5) members elected from the Society’s membership. All members of the Board are eligible to vote.

SEC. 3.02. The five (5) non-officer Trustees will be nominated from and voted on by the membership at the annual meeting designated for that purpose.

SEC. 3.03. All elections will be by written ballot and will be decided by a simple majority of those members present at the meeting, *if* a quorum exists (see ARTICLE IX). In the event a quorum does not exist, the elections must be postponed until such meeting, as agreed upon by the Trustees, that a quorum does exist.

SEC. 3.04. Each Trustee will serve for a term of three (3) years. There is a two term limit on the number of consecutive terms for which a Trustee may serve or be re-elected. If no one is willing or able to fill a vacancy, the remaining Board members may appoint a member to fill the position until the following election process.

SEC. 3.05. A Trustee who vacates his/her position prior to the end of his/her term of office will be replaced by an individual chosen by a majority vote of the remaining Trustees. In no event will there be fewer than five (5) active Trustees.

SEC. 3.06. The Board will see that the Society's Mission Statement is fulfilled, and that all rules and regulations as set forth in these BYLAWS or the Incorporation Document of the Society are enforced.

SEC. 3.07. The Board of Trustees will establish a budget and establish means to meet that budget for the Society and the Society's Museum, to be approved by the general membership no later than January 1. The Board of Trustees shall approve all unbudgeted expenditures.

SEC. 3.08. The Board of Trustees will interview and select a qualified individual to be Museum Director (see ARTICLE V). The Board of Trustees will, from time to time, fix the salary of the Museum Director, and all other employees, as the Board deems necessary.

SEC. 3.09. The Trustees will serve without compensation, but will be reimbursed for expenses, incurred in fulfilling their duties, if approved by a majority of Trustees.

SEC. 3.10. The Board of Trustees may, at its discretion, acquire liability insurance, property damage insurance, or any other insurance deemed necessary. All contractual obligations including, but not limited to, notes, mortgages, leases, deeds, and loans which might bind or do bind the Society, must be approved by a majority of the Trustees.

SEC 3.11. The Board of Trustees shall call for an annual internal audit.

SEC 3.12. The minimum age of a Trustee will be 18 years.

ARTICLE IV – Officers and Their Duties.

SEC. 4.01. The Society's Officers will be the President, Vice-President, Secretary, and Treasurer. All Officers will be ex officio members of all committees except the nominating committee; the President *will* be a member of the nominating committee, but for consulting purposes only (i.e., he/she will not be a voting member).

SEC. 4.02. Potential Officers will be nominated from and voted on by the membership at the annual meeting designated for that purpose.

SEC. 4.03. All elections will be as stipulated in Article III, SEC. 3.03.

SEC. 4.04. An Officer vacancy will be filled by appointment by the President with concurrence of a majority of the Trustees. The person appointed will fill the remainder of the term. If the vacated office is the President's, the Vice-President will fill the position until the next annual election. In the case of absence or disability of both the President and Vice-President, the Trustees may elect one of their number to perform temporarily all the duties of the President or Vice-President until the next election.

SEC. 4.05. Each Officer will serve for a term of two (2) years. There is a two (2) term limit on the number of consecutive elected terms for which an Officer may serve or be re-elected.

SEC. 4.06. The President will be the chief executive officer of the Society/Corporation and the Chair of the Board of Trustees and the Executive Committee (See Article VI), and will preside at all meetings. (See Article VIII). The President is responsible for the management of the affairs and property of the Society, and will have general power to carry on negotiations of any character on behalf of the Society, with the approval of the Board of Trustees. The President shall appoint Chairs of committees as needed. Committees may include but are not limited to: Building and Grounds, Membership, Nominations, and Public Relations. Duties of committees will be defined by the Executive Committee, and subsequently be given to members of said committees.

SEC. 4.07. The Vice-President will, in the absence or disability of the President, assume all duties and powers of the President; otherwise, the Vice-President will have such duties and powers as the President may assign.

SEC. 4.08. The Secretary will keep the minutes of all regular and Trustees' meetings and make and make minutes of regular meetings available to the membership at each meeting. The Secretary will notify the membership of all meetings or other events of the Society. The Secretary will perform other such duties as may be assigned by the President or Vice-President.

SEC. 4.09. The Treasurer will maintain an account in the name of the Wildwood Historical Society at a financial institution approved by the Executive Committee. The Treasurer will present a monthly report at regular meetings and will prepare and make available to all members an annual financial report. The Treasurer will oversee the prudent and fiscally sound management of the Society. The Treasurer will regularly meet with the Officers, the Board of Trustees, and the Museum Director to ensure proper management of the finances of the Society. The Treasurer will have the custody of the Society's funds, securities, accounts, and deposits and shall keep full and accurate records of receipts and disbursements in books belonging to the Society. The Treasurer shall be responsible for depositing all monies within 30 days of receipt. The Treasurer shall disperse the funds of the Society as directed by the Trustees using proper vouchers for disbursements or other evidences of disbursements as are regularly used in the conduct of business and approved by the Trustees.

The Treasurer will have the responsibility to ensure the safe keeping of the other valuables of the Society, including evidences of stocks, bonds, notes, bank accounts, certificates of deposit, mortgages, insurance policies, lease, and other valuables of that type in secure locations acceptable to the Trustees.

The Trustees may develop financial policies and direct the Treasurer (or his/her designee) to act in conformity with the same, and it will be the responsibility of the Treasurer to carry out financial policies established by the Trustees.

The Treasurer shall fulfill requirements by the State of Missouri for nonprofit groups and shall provide for the filing of State and Federal tax information.

SEC. 4.10. All Officers will serve without compensation, but will be reimbursed for any expenses incurred in fulfilling the duties of their office if the Board of Trustees has approved those expenses.

SEC. 4.11. Any Officer or Trustee of the Board who has a financial, personal, or official interest in, or conflict (or appearance of conflict), with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/her self and will vacate his/her seat and refrain from discussion and voting on said item.

SEC. 4.12. No Officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Museum Director from receiving any compensation from the organization for duties other than as an Officer or Museum Director.

SEC. 4.13. The minimum age of an Officer is 18 years.

ARTICLE V – Museum Director

SEC. 5.01. The Museum Director will be chief operating officer of the Society's Museum and will perform other such duties as assigned by the Trustees. In the capacity of chief operating officer, the Museum Director will, among other duties, be in charge of the day-to-day operations of the Museum. The Museum Director will be in charge of training all docents and writing outlines for programs representing the Society. The Museum Director will be responsible for any and all scheduling of programs for or given by the Society.

SEC. 5.02. The Museum Director will be an ex officio member of all committees except the nominating committee.

SEC. 5.03. An Archivist will be appointed by and report to the Museum Director. The Archivist will be responsible for recording and maintaining the Society's collections of photographs, written documents, memorabilia, artifacts, and other property acquired.

ARTICLE VI – Executive Committee

SEC. 6.01. The President, Vice-President, Secretary, and Treasurer will constitute the Executive Committee, which in the intervals between Board of Trustees' meetings may exercise the full authority of the Board of Trustees except:

- (a) Make removals from office.
- (b) Fill vacancies on the Board of Trustees.
- (c) Amend, repeal, or adopt new bylaws.
- (d) Modify the budget or salaries of paid employees.
- (e) Amend or repeal any resolution passed by the Board of Trustees which by its terms will not be so amendable or repealable.

ARTICLE VII – Membership & Dues

SEC. 7.01. Any individual interested in supporting the purposes of the Society may become a member by payment of nonrefundable annual dues. The membership year is a calendar year, running January 1 thru December 31st. Dues received after January 1 will not be pro-rated.

SEC. 7.02. Each person as a member is entitled to one vote.

SEC. 7.03. The Executive Committee may grant Honorary Memberships at its discretion, but such Honorary Members are not eligible to vote.

SEC. 7.04. Voting by proxy shall be allowed at the annual meeting of the Society. Proxies must be signed prior to the specific meeting date.

ARTICLE VIII – Meetings

SEC. 8.01. Regular meetings will be held at a time and place and at intervals as determined by the Executive Committee.

SEC. 8.02. An annual meeting for the election of new Trustees and Officers will be held at the annual September meeting.

SEC. 8.03. Special meetings of the Board of Trustees, the Executive Committee, or of the membership may be called at the discretion of the President, the Vice-President, or when requested by written petition signed by ten (10) members. At least two (2) business day's prior notice stating the time, place, and purpose of such special meeting is required.

SEC. 8.04. The Board of Trustees must meet no fewer than two (2) times annually at a time and place mutually agreed upon.

SEC. 8.05. Robert's Rules of Order, newly revised, will govern the proceedings of the Society in all instances not covered by these BYLAWS. A current copy of Robert's Rules of Order shall be at each meeting.

ARTICLE IX – Quorum

SEC. 9.01. A quorum must exist at any Society meeting in order to transact business of any nature. A simple majority vote of the quorum is required to carry an issue unless stipulated otherwise in these BYLAWS.

SEC. 9.02. A quorum of the membership will exist when at least twenty percent (20 %) of the eligible voting members are present.

SEC. 9.03. A quorum of the Executive Committee will exist when at least three (3) of the four (4) members are present.

SEC. 9.04. A quorum of the Board of Trustees will exist when at least five (5) members are present.

ARTICLE X– Fiscal Year

The Society's fiscal year will run concurrently with the calendar year, beginning on January 1st and ending on December 31st.

ARTICLE XI – Amendments

SEC. 11.01. These BYLAWS may be altered, amended, repealed, or replaced by simple majority vote of the membership after approval by a majority vote of the Board of Trustees provided such action does not adversely affect the Society/Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision). The Bylaws should be reviewed by the Board of Trustees as needed or every five (5) years.

SEC. 11.02. A copy of the proposed amended BY-LAWS will be reviewed and approved first by the Board of Trustees. Each member will be mailed a copy for review at least (10) days prior to any action taken.

SEC. 11.03. Each member will vote on the BYLAWS by mail, proxy, or in person, a signed, written ballot prepared for such action. The Trustees will determine a deadline for such vote.

ARTICLE XII – General.

SEC. 12.01. Any member may be removed for due cause by a majority vote of the Trustees. Due cause may be, but is not limited to: failure of the member to adequately perform the duties of his/her office; failure of the member to act in a manner concordant with the Society's mission statement; or, the member performs an act considered illegal by federal, state, or local authorities.

SEC. 12.02. All donations, gifts, or contributions received, regardless of whether in the form of cash, checks, securities, real property, objects of cultural value, or in any other form becomes the property of the Society and cannot thereafter be borrowed, loaned, sold, leased, or otherwise removed from the Historical Society property either temporarily or permanently, without the signed, written approval of at least two (2) Officers and a receipt from the Society's Archivist or Treasurer (as appropriate), or other individual designated to maintain the Society's records.

SEC. 12.03. In the event the Society is dissolved for whatever reason, all of its holdings will be disposed of according to item #12 of the Wildwood Historical Society Articles of Incorporation SEC 355.661 thru 355.746.

SEC. 12.04. In the event a conflict exists between these BYLAWS and the state incorporation documents, the incorporation documents have precedence.

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