

# **CARONDELET HISTORICAL SOCIETY**

## **BY-LAWS**

**(Revision 2015.3)**

### **ARTICLE I: NAME**

The name of the organization shall be Carondelet Historical Society and it is incorporated under the “General Not for Profit Corporation Act” of the State of Missouri.

### **ARTICLE II: PURPOSE**

#### **Section 1**

The purpose of the organization shall be: “Educational” and “Scientific” within the means of Sec. 501(c)(3) of the Internal Revenue Code.

In furtherance of this purpose, the corporation shall:

- Develop a program of educational and scientific study and interpretation of sites and objects significant to local and national culture;
- Provide consultation and assistance to governmental agencies in historic conservation;
- Encourage and stimulate owners to better understand and appreciate historic treasures and to help them preserve and restore important features of our shared heritage;
- Provide educational programs to foster a better understanding of our history.

#### **Section 2**

All powers of the Corporation shall be limited to such powers as are authorized to corporations by Section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended and as are necessary to execute the purpose defined in Section 1 of this article; the Corporation shall not engage in any activities prohibited by, nor will it operate outside the power of, said Section 501(c)(3).

It is expressly declared that this Society is not organized for profit and that no dividends or pecuniary benefits shall ever be shared by its members.

#### **Section 3**

The motto of the Society shall be “Perpetuating the heritage of Carondelet.”

#### **Section 4**

The history, artifacts and texts of Carondelet, a French settlement founded in 1767 and developing with a unique cultural heritage through the present day, is broadly the subject toward which the preservation, educational programs and scientific studies of Section 1 of this Article are directed. The history of St. Louis, Missouri, the Midwest and the United States are germane to and inseparable from this purpose.

#### **Section 5**

The former Des Peres School building, founded by Susan Blow in 1873 as the first publicly-funded Kindergarten in the United States, is the office and headquarters of the Carondelet Historical Society. The cultural and educational contributions of the Blow family and the Kindergarten movement in the United States are central to the mission of the Society.

### **ARTICLE III: MEMBERSHIP**

#### **Section 1**

Members: Membership is open to any person interested in the purposes of this organization upon the payment of a membership fee. The schedule of membership fees shall be:

- Regular Membership
  - \$15.00 annual individual
  - \$25.00 annual family
  - \$40.00 annual business
  - \$250.00 lifetime
- Benefactor/Patron Membership
  - \$50.00 Victor Kunz Art Gallery
  - \$75.00 Fred Bouchein Library
  - \$100.00 James Eads Engineers
  - \$125 Susan E. Blow Educators

All membership fees, excepting "Lifetime," shall be paid on an annual basis running from May to May, payable May 1<sup>st</sup> and delinquent July 1<sup>st</sup>.

## **Section 2**

If a new membership (not an existing membership) is initiated/paid on or after February 1<sup>st</sup>, that membership will be considered paid through April 30<sup>th</sup> of the succeeding year.

## **ARTICLE IV: MEMBERSHIP MEETINGS**

### **Section 1**

A general membership meeting shall be held in May for the purpose of electing Directors (Board Members) for the subsequent fiscal year; for receiving reports of Officers and Committees; and for any other business that may arise. Nominated candidates for the Board of Directors shall be elected by majority vote of those present at the meeting.

### **Section 2**

Voting rights: Each member present at the general membership meeting is entitled to cast one (1) vote for each vacancy on the Board of Directors and for any other business which may require the assent of membership. A representative of a member Corporation, Business or Organization may cast only one (1) vote for her/his Corporation, Business, or Organization.

### **Section 3**

Special meetings may be called by the President or by the Board of Directors. Notice shall be issued to membership at least seven (7) days in advance of such a special meeting.

### **Section 4**

Quorum: a quorum for transaction of business at any membership meeting consists of those members who assemble at the time and place designated. No business may be transacted by fewer than ten (10) members.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1**

The affairs of the Corporation shall be managed by a Board of Directors of twelve (12) members.

**Section 2**

The term of service for each Director is three (3) years. Directors are eligible for reelection and are not subject to term limits.

**Section 3**

The Board of Directors shall declare vacant the office of any Director absent from three (3) consecutive meetings without valid excuse.

**Section 4**

In addition to physical attendance, Directors may virtually attend monthly Board Meetings through audio/visual implements.

**Section 5**

Any vacancy occurring on the Board for any reason other than an expiring term shall be filled by the Board of Directors. A Director elected to fill a vacancy shall serve the remainder of the unexpired term of her/his predecessor in office.

**Section 6**

The members of the Board of Directors shall serve without compensation.

**Section 7**

The Board of Directors shall meet on the second Saturday of each month unless adjusted at a previous Board Meeting or by emergency phone contact. Any Director may request absence from a Board meeting for good cause.

**Section 8**

Quorum: A majority of the whole Board of Directors shall constitute a quorum. The act of a majority of Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors, unless the act of a greater number is required by Statute or by these By-Laws.

**Section 9**

Any member of the Society may attend Board Meetings.

**Section 10**

Candidates for election to the Board of Directors may be nominated by any member of the Society. A candidate must consent to her/his selection and receive five nominations to be placed on the ballot. The nomination deadline to have a candidate's name printed on the ballot is one week prior to the election at the General Membership Meeting. A notice to announce the election and to solicit nominations will be sent to Membership at least one month in advance. With their consent, the names of incumbent members of the Board of Directors whose terms are expiring shall be printed on the ballot.

**ARTICLE VI: OFFICERS**

**Section 1**

Officers of the Corporation shall consist of President, Vice-President, and Treasurer. Officers shall be elected by the Board of Directors from the Board membership at the first Board Meeting following the election of Board Members at the annual Membership Meeting. Officers' terms of office are one (1) year and may be renewed annually with no term limit.

## **Section 2**

Any Officer elected or appointed may be removed by a majority vote of the Board of Directors when in their judgment the best interest of the Corporation would be better served thereby.

## **Section 3**

**President:** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business affairs of the Corporation. She/He shall preside at all meetings of the membership and of the Board of Directors. She/He may sign, with the Executive Secretary (see Section 6) or Treasurer (see Section 5), or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. A bond shall be given for the faithful discharge of her/his duties in such a sum and with such surety or sureties as the Board of Directors shall determine.

## **Section 4**

**Vice-President:** In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President may sign, with the Executive Secretary or with the Treasurer, such instruments which the Board of Directors may authorize to be executed and shall perform such duties as from time to time may be assigned to her/him by the President or by the Board of Directors. If financial responsibilities are to be assigned to the Vice President, a bond shall be given for the faithful discharge of her/his duties in such a sum and with such surety or sureties as the Board of Directors shall determine.

## **Section 5**

**Treasurer:** The Treasurer shall give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board of Directors shall determine. She/He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit in its name in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned to her/him by the Board of Directors.

## **Section 6**

**Executive Secretary:** The office of Executive Secretary shall be appointed on a yearly basis in May and shall be valid upon a majority vote of the Board of Directors. The Executive Secretary position may be remunerative at an amount in the discretion of the Board of Directors. The Executive Secretary shall keep the minutes of the Corporation, of the meetings of the Board of Directors and of general membership meetings; shall see that all notices are duly given in accordance with the provisions of these By-Laws; shall be custodian of the Corporation records and of the Seal of the Corporation; shall collect membership dues which are to be turned over to the Treasurer; and in general shall perform all duties of the office of Executive Secretary assigned to her/him by the President or by the Board of Directors. The Executive Secretary shall give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

### **Section 7**

Assistant Treasurer and Assistant Secretary: Should a need for these positions arise, they shall be filled by the Board of Directors from the general membership or from within the Board of Directors. Such positions, if filled from the general membership, will have no consequent voting rights on the Board of Directors. If financial responsibilities are to be assigned to an Assistant Officer, a bond shall be given for the faithful discharge of her/his duties in such a sum and with such surety or sureties as the Board of Directors shall determine.

## **Article VII: COMMITTEES**

### **Section 1**

The president of the Board of Directors shall have the authority to establish Committees of two types: the Permanent (or Standing) type and the Ad Hoc (or Special) type. A Permanent Committee appointed by the President must be approved by resolution of the Board of Directors; Ad Hoc Committees do not need Board approval. The types, status and nature of Committees are to be determined by the President and/or by the Board of Directors.

### **Section 2**

Upon approval by the Board of Directors, the purpose and authority of Permanent (Standing) Committees shall be specified in these By-Laws.

### **Section 3**

Executive Committee: The Executive Committee shall consist of the President, the Treasurer and the Executive Secretary. The Executive Committee is empowered to approve expenditures of up to \$1,000 to address singular crises or other exigencies which require action prior to the next scheduled Board Meeting.

### **Section 4**

Investment Committee: In order to protect and utilize the financial assets of the Carondelet Historical Society, a permanent Investment Committee has been established. This Committee has the authority to invest funds in any amount appropriated by the Board of Directors and verified available by the Treasurer. The Investment Committee shall consist of the Treasurer and any suitable members of the Society appointed by the President. Funds in excess of principal investments generated by the activities of the Investment Committee are to be used either in the purchase of further investments or to be disbursed to the Treasurer for use by the Society. If not otherwise required as an Officer of the Society, the chairperson of the Investment Committee shall give a bond for the faithful discharge of her/his duties in such a sum and with such surety or sureties as the Board of Directors shall determine.

### **Section 5**

Assets Committee: An Assets Committee shall be established to evaluate the significance and net worth of all properties held by the Carondelet Historical Society, including real estate. The Assets Committee shall be chaired by a member of the Board of Directors and will include any number of members appointed by the President in order to accomplish its stated purpose; non-Society members, especially appraisers and other experts, will be consulted by this committee. Upon approval by the Board of Directors, the Committee shall have authority to dispose of or sell Society assets.

### **Section 6**

Frederick Bouchein Library and Archives Committee: In consultation with the Board of Directors, this committee will investigate, plan and implement archival and organizational models which make the

Society's collections more secure and accessible to Carondelet Historical Society members and to the public. The Committee shall be composed of a chairperson appointed by the President and as many members as the President and the chairperson deem necessary.

## **ARTICLE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 1**

Contracts: The Board of Directors may authorize any officer(s) or agent(s) to enter any contract in the name of the Corporation for a Board-approved project or venture. Such authority may be general or confined to specific instances.

### **Section 2**

Loans: No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 3**

Checks, Drafts, etc.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation in such manner as shall be determined by resolution of the Board of Directors.

### **Section 4**

Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 5**

The Fiscal Year of the Corporation shall begin on the first day of May and end on the last day of the subsequent April.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

The rules contained in *Roberts Rules of Order Newly Revised* (11<sup>th</sup> Edition, 2011) shall govern in cases to which they are applicable and in which they are not inconsistent with these By-Laws or Statutes of the State of Missouri.

## **ARTICLE X: DISPOSITION OF ASSETS**

In the event of insolvency and dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the Corporation distribute all assets of the Corporation to the Missouri Historical Society, P. O. Box 11940, St. Louis, MO 63112, if the Missouri Historical Society is then qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law. If the Missouri Historical Society is not qualified under Section 501(c)(3), assets shall be distributed to one or more organizations then qualified under Section 501(c)(3), selected by the Board of Directors of the Corporation.

Any assets not so disposed shall be at the disposal of the Circuit Court of the City or County in which the principal office of the Corporation is then located, to be disbursed to such organization or organizations as said Court shall determine are then qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE XI: AMENDMENT**

**Section 1**

These By-Laws may be altered or amended by a two-thirds (2/3) vote of the entire Board of Directors.

**Section 2**

Amendments and other revisions to these By-Laws shall not take effect until they have been considered and approved at two (2) separate meetings of the Board of Directors.