

AMENDED AND RESTATED BY-LAWS OF THE WORTH COUNTY HISTORICAL SOCIETY

ARTICLE I--NAME

- Sec. 1 To kindle and keep alive an active interest in state and local history.
- Sec. 2 To promote interest in local history by publications, programs, observations and pageants of early pioneer history.
- Sec. 3 To discover, collect and preserve books, pamphlets, genealogies, portraits, paintings, relics, manuscripts, letters, journals, surveys, field notes, any and all articles and materials which may establish or illustrate the history of this county, state or adjoining counties or states.
- Sec. 4. To secure, preserve and publish the collections and reminiscences of those who have taken part in or witnessed the growth of local communities.
- Sec. 5. To collect and preserve the materials of local history.
- Sec. 6. To promote the presentation and display of historical relics.
- Sec. 7. To ascertain and mark historical sites and buildings.
- Sec. 8. To see that the public archives of counties, cities and villages are properly preserved.
- Sec. 9. To publish such historical matter as the society may authorize.

ARTICLE II

- Sec. 1. To cooperate as fully as possible with the work of the State Historical Society of Iowa and the Iowa State Department of History and Archives and with such other agencies and organizations in the county, state, district or nation as may be created from time to time, for the commemoration of historical events and preservation of historical records and the marking of historical sites and buildings.

ARTICLE III—MEMBERSHIP

- Sec. 1 All persons of good character who subscribe to the purposes of the Society may become members of the Society upon payment of dues as provided by the by-laws.

Distribution: The distribution of funds to all buildings, either owned, rented or affiliated with the WCHS, will follow a formula based on insurance and utility requirements as created and approved by the WCHS Board of Directors. Distribution will be made semi-annually in March and September.

Further funding: The WCHS may also contribute to non-routine maintenance and expenses on a 50/50 partnership with each chapter when possible. Such funding will be based on a priority that includes first, available new funds collected by the WCHS; and second, necessary expense to preserve property.

- Sec. 5 The WCHS reserves the right to terminate any chapter and take control of any building, where owned, if said chapter is in violation of the requirements of these By Laws.
6. No individual chapter shall have the authority to bind or obligate the Worth County Historical Society without the advance written consent of the Historical Society as may be approved by its Board of Directors.

ARTICLE XI—AMENDING BY-LAWS AND ARTICLES OF INCORPORATION

- Sec. 1 By-laws may be amended by the Board of Directors at any regular or special meetings by two-thirds (2/3) vote of members present provided said amendment shall have been presented in writing and proposed at a regular or special meeting.

ARTICLE XII—AUTHORITY

- Sec. 1 All questions not herein provided for shall be decided upon the principles laid down in Roberts Rules of Order.

ARTICLE X—OPERATION OF CHAPTER UNITS

It is acknowledged that the Historical Society has acquired or participated in various building projects for the betterment of individual communities as well as all of Worth County since its founding as the Worth County Historical Society at the Museum in Northwood. At this time these projects include the Creamery Museum/Gladys Pixley Memorial Log House/Machinery Museum in Northwood, The Grafton Heritage Depot, Chapel Hill Cemetery, Kensett Community Church Museum and the Citizens Savings Bank Museum of Hanlontown. To govern and regulate the operation of these operating branches, including any other units which the Society may hereafter participate in, the following rules are adopted for the operation of these various branches or chapters.

1. It is the goal and purpose of the Historical Society that each individual operating chapter shall maintain its own Board of Directors to regulate and govern the day-to-day operations of that chapter. Each chapter may decide the composition of its board of directors to reflect the needs of its community, and one member shall be appointed to serve on the Board of Directors of the Worth County Historical Society. Their representative to the Worth County Historical Society must be a member of the Society in good standing.
2. Each chapter board shall provide semi-annual reports to the Worth County Historical Society Board of Directors so that the Society will at all times be informed as to the manner and scope of operations. These reports are due at the January and July meetings.
3. While participating in these projects, the Historical Society is well aware that it cannot financially afford to fund all of the operations of individual chapters. Accordingly, each chapter shall provide a budget to show local financial participation, Worth County Historical Society Participation and total expected need. These budgets are due at the January meeting for placement on the agenda and discussion, if needed.
4. Funding: The strength and success of each chapter depends upon the interest and support of its community. For that reason, each chapter is expected to pay its routine expenses and utilities along with financial support of the Worth County Historical Society. The WCHS will fund each chapter equitably using a pool of all regular income from the Worth County Historical Society. At this time the only regular income is interest from the WCHS CD and annual contributions from Worth County. Each chapter is expected to keep all income generated from its own produced material and any fund-raising events.

ARTICLE VIII—CONTRACTS

- Sec. 1 Contracts, deeds, conveyances, notes or other evidences of indebtedness and any mortgages securing the same shall be signed and executed in the name of the corporation by its President (or Vice President in the absence or unavailability of the President) and countersigned by the Secretary or Treasurer.

ARTICLE IX—MEETINGS

- Sec. 1 The annual meeting of the corporation shall be held in September at a place so designated by the Board of Directors. Regular monthly meetings shall be held on the third Tuesday at a place so designated by the Board of Directors.
- Sec. 2. Special meetings of the corporation and the Board of Directors may be held at such places as may be determined by the Board of Directors and designated in the notice upon the call of the President, or the majority of the Board of Directors or the written request of ten or more of the members of the Society.
- Sec. 3. Notice of regular monthly meetings are sent to each member in the fall and also by using available news media each month. Notice of special meetings and changes in regular meetings shall be given either by using available news media, by personal notification at least five days prior to the meeting or by publication in the official agenda of the preceding meeting.
- Sec. 4 Seven (7) members of this Society shall constitute a quorum to transact business for any regular or special meeting of the corporation.
- Sec. 5 The secretary in conjunction with the president shall compile the meeting agenda. All regular business must be placed on the agenda 24 hours before the meeting and all discussion must be restricted to items on the agenda.
- Sec. 6 All society expenditures require a motion and approval at a regular or special meeting with the exception of needed building maintenance below \$500. Such expenditures must be reported and submitted for approval at the next regular meeting.

ARTICLE VI—DUTIES OF OFFICERS

- Sec. 1 The President shall preside at all regular and special meetings of the Board, membership and annual meetings. He/She shall name committees for various projects and activities and carry out the dictates of the Board. He/She may call special meetings of the Board, Executive Committee or Membership when deemed necessary.
- Sec. 2. The Vice President shall assist the President in the performance of his/her duties, and act in his/her behalf during his/her absence.
- Sec. 3. The Secretary shall keep the membership roll, record permanent minutes of all regular and special meetings, write all correspondence ordered by the Board.
- Sec. 4 The Treasurer shall receive, keep a record of and deposit in such banking depository as may be approved from time to time by the Board of Directors, all monies and pay all obligations of the Society approved at the regular or special meetings or as otherwise authorized by the Board. The Treasurer shall be authorized to pay only the necessary operating expenses without the consent of the Board.

ARTICLE VII—BOARD OF DIRECTORS

- Sec. 1. The board of directors shall be composed of the Officers (President, Vice President, Secretary, Treasurer) and one director from each township in the county and one from each city. Directors from the chapter-unit towns of Grafton, Hanlontown and Kensett must be a member of their sub-chapter board. All directors shall be members of the Society in good standing.
- Sec. 2 The directors shall be elected to serve a term of three years or until their successor is elected and installed.
- Sec. 3 Nominations of directors shall be made by a Nominating Committee of not more than three to be appointed by the President. They shall present their slate at the annual meeting. Nominations may also be made from the floor at the annual meetings.

- Sec. 2 Active membership dues are \$10 annually. Membership runs from the time of payment and continues for one year. Membership records are kept by the secretary or membership coordinator selected by the secretary. Membership status is mailed along with the annual meeting schedule to each member in the fall.
- Sec. 3. One renewal notice will be sent in the annual fall mailing following a lapse in payment of dues. Thereafter, lapsed members will be removed from the active membership list.
- Sec. 4. The Board of Directors may provide for additional types of memberships who shall pay such dues as the Board determines by amending the bylaws as provided for in Article XI.

ARTICLE IV—OFFICERS

- Sec. 1 The officers shall be a President, Vice President, Secretary and Treasurer.
- Sec. 2 All officers shall be members in good standing.

ARTICLE V—TERM OF OFFICE

- Sec. 1. Officers shall be elected at the annual meeting to serve for one year or until the election and installation of their successors. Term of office begins with the regular October meeting and concludes with the following October meeting.
- Sec. 2 Nominations of officers shall be made by a Nominating Committee of not more than three who shall be appointed by the Chair. They shall present their slate at the regular or special meeting preceding the annual meeting. Nominations may also be made from the floor at the annual meeting.
- Sec. 3 Vacancies in the positions of officers shall be filled by appointment by the Board of Directors and such officers shall hold office until the next annual meeting when their successor is elected and installed. During a period of vacancy, the duties of the vacant officer shall be executed by the remaining elected officers until a replacement is appointed.