

**BYLAWS  
of the  
FRIENDS OF THE MISSOURI STATE ARCHIVES, INC.  
A not for profit corporation**

SECTION 1: PURPOSE

- A. Description of Purpose. The purpose of this organization shall be to support the Missouri State Archives in its mission to foster an appreciation of Missouri history and to illuminate contemporary public issues by preserving and making available the state's permanent records to its citizens and their government. To this end, members offer their time, talent, and resources to assist the Missouri State Archives in support of this mission.
- B. Internal Revenue Service Requirements. The corporation is organized and shall be operated exclusively for charitable, educational, and literary purposes, and is intended to be an organization as defined, operated, supervised or controlled pursuant to the provisions of Section 501 (c) (3) of the Internal Revenue Code (26 U.S.C.A. Section 501).
- C. The organization may solicit and receive gifts, legacies, devices and conveyances of real and personal property for the purposes of initiating and furthering the programs of the Missouri State Archives and this organization. The organization may receive, hold, and handle real and personal property, and sell, lease, or otherwise dispose of the same, including the disposal through gifts to the Missouri State Archives, as provided herein. The organization shall have all other such powers as are commensurate with its articles of incorporation, the laws of the State of Missouri, and these bylaws, and as are necessary or convenient to effectuate the purposes of this organization.

SECTION 2: MEMBERSHIP

- A. Eligibility. Membership shall be opened to all persons, regardless of race, creed, sex, age, political affiliation, or national origin. A membership fee or minimum required donation for membership rights might be required with the approval of a majority of voting members.
- B. Powers of Members.
1. Every member in good standing shall have one (1) vote on all matters requiring the approval of the membership, or which may be referred to the membership for a decision by the board of directors.

2. All members in good standing shall be eligible to be elected to membership on the board of directors of this organization, as well as to serve as officers of this organization as provided herein.

### SECTION 3: BOARD OF DIRECTORS

- A. Board of Directors. The executive powers of this organization shall be vested in a board of directors, which shall consist of not less than nine (9) but not more than eighteen (18) members.
- B. Terms. Each member of the board shall serve for a term of three (3) years. If the membership fails to elect new directors, then those currently serving shall continue to serve until the new directors are elected.
- C. Unfinished Terms. The board shall elect a person to complete the term of any director who does not complete his full term due to illness, death, resignation or removal.
- D. Ex-Officio Members.
  1. The Secretary of State shall be an ex-officio member of the board.
  2. The Director of the Missouri State Archives shall be an ex-officio member of the board.
  3. Ex-officio members of the board shall have no votes.
- E. Powers of the Board. The board of directors shall have the power to:
  1. Schedule dates, times, and places for meetings except if no meeting is held for more than three (3) months, any five (5) members may call a meeting by so notifying, either personally or by mail, the membership and the board;
  2. The board, on behalf of the organization, may solicit and receive gifts, legacies, devices and conveyances of real and personal property for the purposes of initiating the furthering programs of the Missouri State Archives, and the programs and purposes of this organization; and,
  3. The board of directors, on behalf of the organization, may receive, hold, and handle real and personal property, and sell, lease, or otherwise dispose of same, including disposal through gifts to the State of Missouri, either as directed by the donor or conveyor of such property, or in such a manner as the board of directors, in its sole discretion, may determine commensurate with the purposes of the organization and the Missouri State Archives.
- F. Elections. Members of the Board of Directors shall be elected by the general membership. Each member shall be allowed to vote for one (1) candidate for each vacancy on the board. Members must be present to vote. Elections shall be held once a year or more often when necessary to fill a vacancy on the board created by

the death, disability, resignation, or removal of a member of the board. Regular elections shall be held at the annual meeting of the membership.

#### SECTION 4: OFFICERS

A. There shall be four (4) officers of the board, to be elected by the board from amongst the board members. The term of each officer shall be three (3) years.

B. Powers and Duties of the Officers.

1. The president shall preside at all meetings of the general membership and board of directors, act as chief executive officer of the organization, and appoint the members and chairmen of any committee;
2. The secretary shall keep the membership and other records, minutes and books of the organization, and shall have custody of the organization's seal. He shall issue, sign and seal, together with the president, all instruments in writing affecting the organization, and shall perform all other duties usually pertaining to the office of secretary in addition to those described herein;
3. The vice president shall preside at meetings in the absence of the president, shall succeed to the position of president if that position becomes vacant, other than by the expiration of the term to which he was elected, and shall be charged with coordination fund raising efforts of the organization; and,
4. The treasurer shall receive all funds of the organization and shall disburse the same as shall be ordered by the board of directors under proper restrictions as provided by the board, and shall make a full report of all receipts and disbursements as may be required.

C. Bonding. All officers and directors of the organization may be placed under bond at the cost of the organization, if such action is deemed appropriate by the board.

#### SECTION 5: COMMITTEES

A. Executive Committee. There shall be an executive committee, chaired by the president, which shall consist of six (6) board members: the president, vice president, secretary, treasurer and two (2) members appointed by the president. The executive committee shall have the authority to make decisions on behalf of the board and exercise the board's powers between regularly scheduled board meetings, except for the ability to amend the bylaws.

B. Advocacy Committee. There shall be an advocacy committee, which shall consist of not less than three (3) but not more than six (6) members appointed by the president. The advocacy committee shall elevate the organization's public image by promoting its activities and efforts to the community; encouraging advocacy by all members; and advising the board on its outreach and the implementation of its policy.

- C. Program Committee. There shall be a program committee, which shall consist of three (3) members appointed by the president. In coordination with Archives staff, the program committee shall offer advice on the selection of programs and assist with program logistics.
- D. Special Committees. The president shall have the power to appoint one or more special committees, which shall consist of not more than six (6) members each. Special committees may include, but are not limited to, audit, nominating, and awards. Any such committees may be dissolved by the president at any time.

## SECTION 6: PROCEDURAL RULES

### A. Quorum.

1. Quorum for a meeting of the board of directors or executive committee shall consist of a majority of the directors;
2. On any vote taken at a regular meeting, other than votes taken using mail ballots, quorum shall consist of a majority of the members who have attended the meeting; and,
3. There shall be no quorum required for any vote using mail ballots.

- B. Parliamentary Rules. The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the article of incorporation, these bylaws, and any standing rules the organization may adopt.

## SECTION 7: REMOVAL OF OFFICERS AND DIRECTORS

- A. Officers. Officers may be removed for good cause shown upon a two-thirds (2/3) majority vote of the board of directors.
- B. Directors. Directors may be removed from office for good cause shown upon the vote of a two-thirds (2/3) majority of the membership.

## SECTION 8: MEETINGS

### A. Annual Meetings.

1. The organization shall hold an annual meeting of the membership each year in June. The annual meeting shall be held in the Jefferson City, Missouri area. Members may vote at the annual meeting, either in person or by mail ballot, on all issues, excepting elections; for elections, members must be present to vote; and,
2. Subjects to the provisions of these bylaws, the board of directors shall set the time and location of the annual meeting by a majority vote.

B. Regular Meetings.

1. Regular meetings of the general membership shall be held from time to time, as the board of directors may feel necessary. Regular meetings of the general membership shall be held within the State of Missouri;
2. Members shall be provided notice of the regular meetings by mail at least two (2) weeks in advance; and,
3. Members may vote on all issues brought up at regular meetings, excepting election, either in person or by mail ballot, as the board may direct; for elections, member must be present to vote.

C. Notice. Failure to receive notice by any member or members, so long as the board of directors shall have made a good faith effort to notify all members, shall not invalidate any action taken by the board or the general membership at any meeting.

SECTION 9: AMENDMENTS

A. Articles of Incorporation.

1. The board shall adopt a resolution setting forth the proper amendments and directing that it be submitted by mail ballot or at the annual meeting to all members entitled to vote thereon; and,
2. The proposed amendments shall be adopted upon obtaining the consent of two-thirds (2/3) of all members voting.

B. Bylaws. Amendments to the bylaws shall be made by one of the following methods:

1. The bylaws may from time to time be repealed, amended, or altered, or new bylaws adopted by a majority vote of the members of the Board of Directors; or,
2. A resolution setting forth the proposed amendment may be submitted to the board by a minimum of thirty (30) members in good standing. The board shall then submit it to the members for a vote.