



## Wyoming Historical Society

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# Bylaws of The Wyoming Historical Society

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## ARTICLE I: Name and Purpose

Section 1: The name of this organization shall be the WYOMING HISTORICAL SOCIETY.

Section 2: The Society is a non-profit organization incorporated under the laws of the State of Wyoming.

Section 3: The purpose of this organization is to promote the study of Wyoming history, and to encourage in every way possible an interest in Wyoming history. It shall be concerned with the preservation of sites and monuments that reflect the development of the State.

Section 4: Society may accept and receive gifts, donations, bequests and legacies of whatever kind and nature, and use same in carrying out the purposes of this organization as provided for in its charter.

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## ARTICLE II: Membership

Section 1: Membership in the Society shall be open to all persons who actively support the organization, and upon payment of dues as set forth in the Bylaws of the Society. Persons residing outside the State, or in a county in which no chapter is chartered, may affiliate directly with the Society.

Section 2: The organization shall be composed of the Society and of chapters in the counties of the State. Each chapter shall have its own officers and Bylaws, a copy of which shall be kept at Society headquarters.

Section 3: County chapters may be organized in counties in the State of Wyoming by application to the Executive Headquarters of the Society and by fulfilling the requirements of affiliation. A county may have more than one chapter; provided upon application it has not less than fifteen (15) members and is to be located at least twenty (20) miles from any currently existing chapter within the county. A second chapter within a county may select its own name but may not use the county in its name unless designated by a number, such as Carbon County Chapter Two.

Section 4: Affiliation of chapters shall be by charter, to be granted by the Executive Committee of the Society upon application and pursuant to rules and regulations set forth in the Bylaws of the Society.

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### **ARTICLE III: Officers and Governance**

Section 1: The Executive Committee is the Society's governing body. The Executive Committee shall be composed of nine (9) trustees elected by the membership, eight of whom must maintain a primary residence in Wyoming. One (1) trustee must maintain a primary residence outside of Wyoming. Trustees must be members of the Wyoming Historical Society. The Executive Committee is empowered to act in all matters pertaining to Society except as specifically restricted in the Bylaws.

Section 2: Trustees shall be elected to serve three-year terms. An individual trustee may be re-elected to one additional term. A trustee who has served two consecutive terms may stand for election again only after a two-year absence from the Executive Committee.

Section 3: Of the nine (9) trustees, at least one shall reside in each of Wyoming's four regions (regional trustees):

NE Region = Sheridan, Johnson, Campbell, Crook, Weston

SE Region = Converse, Niobrara, Platte, Goshen, Laramie, Albany, Carbon

NW Region = Park, Big Horn, Hot Springs, Washakie, Fremont, Natrona

SW Region = Teton, Lincoln, Sublette, Uinta, Sweetwater

Section 4: Three trustees shall be elected each year. The way terms are initially staggered shall be determined by the Executive Committee in office following the date on which these provisions take effect. Once established, the rotation of trustee positions which are open for election shall not change except through modification of these Bylaws.

Section 5: Preferably two candidates will be nominated for each trustee position; however, a minimum of one (1) candidate shall be named by the Nominating Committee. Nominations shall be announced in Wyoming History News at least 30 days prior to the annual meeting. Members may vote for the candidate of their choice using a ballot to be included in Wyoming History News. Election results shall be announced at the annual meeting. Elected trustees shall assume office following adjournment of the annual business meeting.

Section 6: To provide an orderly transition from the previous method of governance, the five elected officers of the Society (President, First Vice President, Second Vice President, Director, Treasurer) at the time these Bylaw changes take effect shall automatically become a part of the new Executive Committee. The remaining four trustee positions shall be filled by nomination and election by those members in attendance at the meeting where these changes are adopted. Preference in this special election shall be given to ensure geographic balance as stipulated in section 3 (above).

Section 7: The Executive Committee shall reorganize annually, immediately following the annual business meeting of the Society membership. As a Committee, they shall select from amongst themselves a President, First Vice President, Second Vice President, Director, and Treasurer. The members may also designate members of the Executive Committee to be responsible for specific activities of the Society.

Section 8: The Executive Committee exists to provide continuity of knowledge, guidance, oversight and management direction. Specific responsibilities are:

- (a) Develop both long-range goals and immediate objectives for the Society.
- (b) Prepare annual budgets and multi-year financial projections.
- (c) Develop working relationships with agencies and other organizations.
- (d) Provide management direction of publications and relations with external organizations.
- (e) Enter into contracts and agreements with external organizations and individuals.

Section 9: The Executive Committee may from time to time authorize two or more Directors and/or staff to sign checks and transact essential business with the Society's bank. The Executive Committee shall approve forms that are necessary to qualify the authorized signers.

Section 10: The Executive Committee shall meet at such times as are necessary for the proper handling of the Society's business subject to the call of the President. At a minimum, meetings shall be held four times each year. Five members present at the meeting shall constitute a quorum for the transaction of business. In addition to formal meetings, meetings may be conducted by telephone conference call/video, and e-mail discussions and votes may be used to complete the business of the Society in a timely manner.

Section 11: All meetings of the Executive Committee shall be open to those members of the Society who wish to attend.

Section 12: The elected officers and trustees shall serve without compensation but may be reimbursed for reasonable travel expenses incurred in the conduct of Society business.

Section 13: When a trustee fails to attend three (3) consecutive meetings, that member may be removed from office by a vote of sixty (60) percent of the Executive Committee. Meetings are defined in Article III, Section 10 of these Bylaws. The Nominations Committee shall be asked to recommend other candidates to the Executive Committee and the Executive Committee will select a replacement trustee by a majority vote.

Section 14: Any person elected to the WHS Executive Committee who is a relative of any employee, staff member, or contractor of the WHS shall declare a conflict of interest; not serve on the Management and Oversight Committee and abstain from voting on any matter involving the person. For purposes of this policy "relative" is defined as spouse, child, parent, sibling, grandparent, aunt, uncle, niece, nephew, first cousin, corresponding in-law, step relation, or any member of the employee's household.

Section 15: All members of the Executive Committee shall demonstrate their commitment to the purpose of the Wyoming Historical Foundation by making a financial gift or gifts to the Foundation at least annually. The goal of this requirement is to demonstrate the Executive Committee's leadership in the process of fundraising by having 100% participation.

## **ARTICLE IV: Annual Meeting**

Section 1: The Society shall meet annually during the weekend in September following Labor Day. The Executive Committee may change the designated date with the approval of two-thirds (2/3) of the board members.

Section 2: The location for the next Annual Meeting shall be determined by a vote at an Annual Meeting. In the event there has been no invitation received from any chapter at that time, the Executive Committee shall immediately solicit an invitation and announce same through Wyoming History News.

Section 3: All qualified members of the Society shall be eligible to vote and hold office.

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## **ARTICLE V: Amendments to the Bylaws**

Section 1: These Bylaws may be amended by two-thirds (2/3) of the vote cast, by written ballot, with a sufficient number of ballots cast to constitute a quorum whether or not the vote were held at an in-person meeting of the membership, providing that:

1. The proposed amendment is received in writing by the Executive Committee and submitted to the Bylaws & Resolutions Committee for consideration. The Executive Committee and the Bylaws & Resolutions Committee may jointly either approve, disapprove, or propose further amendment of the proposed amendment.
  2. If the Executive Committee and the Bylaws & Resolutions Committee either approve or propose further amendment of the proposed amendment, the President shall send (or cause to be sent) the final proposed amendment and an accompanying ballot, which shall state the deadline for the ballots to be received, to the members at least thirty (30) days prior to the voting deadline. Ballots may be returned by email, online voting platform, or postage service. Ballots must be received at the central office on or prior to the deadline.
  3. If the vote is taken, or the ballots are counted, at an in-person membership meeting of the Society, the results of the vote shall be announced at the meeting and through the next issue of the Wyoming History News. Otherwise, the vote shall be announced through the next issue of the Wyoming History News.
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## **ARTICLE VI: Membership Dues**

Section 1: Annual membership in the Wyoming Historical Society renews on the anniversary date when a member joined the Society. Membership is open to all interested persons in the following categories and upon payment of the proper dues:

1. Single or Household (family members residing at the same address):
  - a. Membership Dues - \$50.00
  - b. Senior Citizen Membership Dues (one or both over the age of 65) - \$40.00
  - c. Veteran Membership Dues - \$45.00
  - d. Contributing Membership Dues - \$100. 00
  - e. Sustaining Membership Dues - \$250. 00
  - f. Patron Membership Dues - \$500. 00
  - g. Donor Membership Dues - \$1,000. 00
  - h. Digital Membership Dues (only digital publications) - \$25.00
2. Subscription Membership Dues (billed monthly via credit or debit card) - \$5.00
3. Students (through the age of 25, with proof of enrollment in an education institution):
  - a. Individual Membership Dues - \$20.00
  - b. Digital Membership dues (only digital publications) - \$10.00
4. Institutional Membership Dues (qualifying libraries, museums, and educational institutions) - \$75.00
5. Corporate or Business Membership Dues - \$90.00

### Section 2:

1. International members in any category, other than the Digital category, shall pay an annual fee of \$40.00 in addition to their dues for postage.

2. Dues may be paid by check, credit or debit card, PayPal, or other such online payment center as utilized by the Society and may incur a transaction fee if paying by credit or debit card or by online service.

3. Wyoming Historical Society Membership dues do not include local or chapter dues.

Section 3: The Executive Committee may recognize individuals, groups and industrial companies who contribute to the advancement and purposes of the Society by issuance of non-voting honorary memberships as it deems proper.

Section 4: All membership fees and annual Society dues shall be paid to the Society. Payments that are mailed shall be sent to the attention of the Executive Director of the Society at the central office. Dues are for a 12-month period, from date of receipt and entry into the Membership Database through that date of the following year.

Section 5: The fiscal year shall be from October 1 through September 30.

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## **ARTICLE VII: County Chapters**

Section 1: Any county in which fifteen (15) or more legal residents desire to form a county chapter of the Society may organize such chapter and apply for a charter. Said county group shall make application for a charter to the Executive Committee by forwarding to the President a copy of the Bylaws of said chapter, which must not conflict with the Bylaws; a list of the charter members and officers of said county chapter, together with payment of dues for any members who have not affiliated with the Society for the current year. Any revision of the Bylaws shall be sent to the President for approval by the Executive Committee.

Section 2: The county chapter may sponsor an organization among the junior and senior high school students for developing an interest in the study of Wyoming history. The students may have their own organization and elect their own officers. Their study and activities shall be under the guidance of a sponsor from the local chapter.

Section 3: All chapters shall send a written activities report to the Executive Director each year, no later than August 15th. The report should contain such information as names of current officers, number of meetings held and pertinent information concerning the activities of the chapter. A representative of the chapter may be called on to make a report during the Annual Meeting.

Section 4: All chapters shall maintain the same Fiscal Year as the Society from October 1 through September 30. All chapters shall send a report of their financial and fiscal activities to the Executive Director by November 15 of the calendar year.

Section 5: Chapters in non-compliance with Article II of these Bylaws may be designated inactive and lose their 501(c) 3 status after an Executive Board discussion and vote.

Compliance includes:

- i. Each chapter shall have fifteen Society members.
- ii. All chapter officers shall be Society members.
- iii. All chapters shall submit an annual activity report by August 15th.
- iv. All chapters shall file an annual report, to maintain their 501(c) 3 status, by November 15th.

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## **ARTICLE VIII: Officers and Duties**

Section 1: The election and nomination of the nine (9) members of the Executive Committee shall be in the following manner: The nominating Committee shall invite members and chapter Presidents to submit names of paid Historical Society members to serve as trustees. Members of the nominating Committee are not eligible for election to the Executive Committee during their terms on the Nominating Committee. Ballots shall be mailed to all qualified members (a joint membership allows two (2) votes) at least thirty (30) days prior to the Annual Meeting. Members shall mark the ballot and return the same to the Executive Director. After the tabulations have been made by the nominating Committee, the ballots shall be sealed in a box and kept by the Executive Committee for one (1) year.

The results will be announced at the Annual Meeting. In case of a tie, qualified members at the Annual Meeting shall choose between the candidates by a majority vote.

Section 2: The newly elected trustees shall assume their duties during, or immediately following the adjournment of the Annual Meeting. Following the adjournment trustees shall meet to elect officers of the Society from their membership.



Section 3: The President shall call all meetings of the Executive Committee and preside over same. The President shall submit a written report at the Annual Meeting of the Society at the end of his/her term of office.

Section 4: The First Vice President shall assume the chair in the absence of the President at any meeting and discharge the duties of the President.

Section 5: In the absence of the President and First Vice President at a meeting, the Second Vice President shall assume the chair.

Section 6: The Secretary shall keep a record of all meetings of the Society and the Executive Committee; shall carry on correspondence that pertains to the office; shall have access to a roll of all members of the Society in the various categories; and shall keep a record of all Committee members appointed.

Section 7: The Treasurer shall review all financial records; shall review the Executive Director's reconciliation of all bank accounts; shall present the annual financial report at the Annual meeting; shall work with the Executive Director in preparing and presenting an annual budget; shall serve as chair of the Finance Committee; and shall insure that an audit of the financial records of the Society is prepared by an accountant immediately at the end of the fiscal year.

Section 8: The Executive Director shall keep a record of all monies received and disbursed; reconcile all bank accounts; shall sign all checks and vouchers authorized by the Executive Committee for the payment of debt, except his/her payroll check, which shall be signed by the chair of the Management and Oversight Committee or other appointee; shall be bonded for the maximum amount of money in his/her care (The Society to pay for the bond); shall prepare quarterly financial reports for the Executive Committee; shall work with the Treasurer in preparing the annual financial report; and shall work with the Treasurer in preparing and presenting an annual budget to be presented at the Annual Meeting.

Section 9: Should a vacancy occur in any of the elected offices for whatever cause, the Executive Committee shall appoint a member of the Society to fill out the unexpired term.

Section 10: The outgoing officers shall, at the Annual Meeting, transfer to their successors all manuals, books, records, correspondence and material they may have in their possession that pertains to the office.

## **ARTICLE IX: Committees**

Standing Committees of the Wyoming Historical Society shall include the following:

Section 1: Awards: The Awards Committee shall be composed of the Second Vice President and three (3) additional members to be appointed by the President for three (3) year terms; lots to be drawn initially to determine who should serve for one (1), two (2) or three (3) year terms with one (1) new member to be appointed annually by the President. The President shall designate one member to be chairperson.

The Committee's duty shall be to publicize and solicit participation of Society members in the awards program; to secure entries in the various categories; to classify and make awards according to the rules set forth by the Executive Committee. The chairperson shall usually present the awards at the Annual Meeting. The Historic Preservation Committee shall select recipients and present the Historic Preservation awards at the Annual Meeting.

Section 2: Bylaws and Resolutions: The Committee shall be composed of one member of the Executive Committee and three (3) additional members to be appointed by the President for three (3) year terms; lots to be drawn initially to determine who should serve for one (1), two (2), or three (3) year terms, with one (1) new member to be appointed annually by the President. The President of the Society shall appoint the chairperson of this Committee. The President of each county chapter shall be a member of this Committee.

The Committee's duty shall be to obtain, from the membership, resolutions to be presented at the annual business meeting of the Society. The Committee shall be responsible for monitoring the Bylaws to assure the Society operations are within the bounds of the Bylaws. The chairperson will keep the President informed of proposed resolutions. Resolutions which require a change in the Bylaws must be received by the President no later than May first.

Other resolutions should be received by the President prior to the Annual Meeting by August 1 of each year to receive consideration at the Annual Meeting.

Section 3: Financial: The President of the Wyoming Historical Society shall appoint the Financial Committee. The Committee shall be composed of one member of the Executive Committee appointed by the President and three (3) additional members to be initially appointed by the President for three (3) year terms; lots to be drawn initially to determine who should serve for one (1), two (2), or three (3) year terms, with one (1) new member to be appointed annually by the President. In addition to the appointed executive Committee member, the Treasurer shall chair the Committee.

The purpose of this Committee is to assess the Wyoming Historical Society investments and make recommendations to the Executive Committee. The Committee shall meet a minimum of two times annually, and more if desired or required. This Committee shall present a report at the Annual meeting.

Section 4: Historic Preservation: This committee may have as many as seven members to include: One from the Executive Committee to oversee the committee and its duties; up to five members of the Society, and a member of the Wyoming State Historic Preservation Office who can be invited to serve on the committee. The President of the WHS shall serve as an ex officio member of the committee. The committee shall review nominations for and select the recipient of (1) the Maurine Carley Memorial Award and (2) the Outstanding Preservation Project Award and arrange for presentation of these two awards to the recipients at the annual meeting. The committee shall encourage chapters and other wide organizations in their preservation efforts as it relates to Wyoming's cultural and physical heritage.

Section 5: Legislative: The Legislative Committee shall be composed of one member of the Executive Committee and three (3) additional members to be appointed by the President for three (3) year terms; lots to be drawn initially to determine who should serve for one (1), two (2), or three (3) year terms, with one (1) new member to be appointed annually by the President. The President shall designate one member to be chairperson.

The Committee's duties shall be to keep the Society informed of any proposed legislation that would be of concern to the Society; to obtain sponsors for legislation that would benefit the Society, to keep the Executive Committee informed on all such proposed legislation, and to give a report at the Annual Meeting.

Section 6: Management & Oversight: The President of the Wyoming Historical Society shall appoint the Management & Oversight Committee. The Committee shall be composed of one member of the Executive Committee appointed by the President and three (3) additional members to be initially appointed by the President for three (3) year terms; lots to be drawn initially to determine who should serve for one (1), two (2), or three (3) year terms, with one (1) new member to be appointed annually by the President. The chair for this Committee shall be elected from the Committee members.

This Committee will be responsible for developing a job description and the duties of the Executive Director and other employees or independent contractors of the WHS and recommending these to the Executive Committee. This Committee shall be responsible for any job performance reviews;

recommendation to the Executive Committee for employment of staff and the chairperson of the Committee shall be authorized to sign the payroll check or appoint a designee for the Executive Director, and responsible for coordinating and overseeing the actions of WHS staff.

This Committee is to assure that all other Committees and staff work together with a minimum of duplicative effort and maximize the use of the Society's resources. This Committee shall present a report at the Annual meeting. This Committee will be responsible for approving all grants, both those being requested and those being granted.

**Section 7: Nominating:** This Committee shall be composed of three (3) Society members elected by the membership at the Annual Meeting to normally serve for three (3) years. At the first such election one (1) candidate shall be elected to serve one (1) year; one (1) candidate for two (2) years, and the third candidate shall be elected for three (3) years. Following the initial election, a new member shall be elected annually to a three (3) year term. The Committee shall select its own chairperson.

The Committee's duty shall be to solicit Society members to serve as trustees. From the list of members willing to serve as trustees, the Committee shall prepare a ballot listing two (2) nominees for each position. Members of the nominating Committee are not eligible for election to the Executive Board during their terms on the nominating Committee. The Committee shall submit names to the Executive Committee no later than May first.

**Section 8: Oral History:** This Committee was formerly the Wyoming Oral History and Folklore Association, or WOHFA. This Committee shall be made up of a member of the Executive Committee, appointed by the President, and three (3) members to be appointed by the President with the approval of the Executive Committee. Lots may be drawn initially to determine who serves a one (1), two (2), or three (3) year term with one (1) new member appointed annually. The Committee will select the Chairperson.

The Committee's duty shall be to promote oral history projects, in all phases, in Wyoming. To act as consultants for advisors regarding these projects if needed and assists with oral history workshops sponsored by the Society.

**Section 9: Projects:** The Projects Committee shall be composed of the First Vice President and three (3) additional members who shall serve for three-year terms; lots to be drawn initially to determine who should serve for one (1), two (2) or three (3) year terms, with one (1) new member to be appointed annually by the President. The President shall designate one member to be chair.

The duties of this Committee shall be to promote activities such as treks to historic places, seminars on historical subjects and other projects that will advance the knowledge of Wyoming history and/or its preservation. This Committee shall also work with the History Day Coordinators to select the winner of the Homsher Scholarship and administer the Homsher grants.

Section 10: Publications: The President of the Wyoming Historical Society shall appoint the Publications Committee. The Publications Committee shall consist of the WHS President and three at-large members.

Those at-large members selected to serve on the new Publications Committee shall draw lots to determine terms of membership on the Committee: one member shall serve for one (1) year, one member shall serve for two (2) years, and one member shall serve for three (3) years. As the terms of each at-large member expire, they shall be replaced by an at large member selected by a vote of the Executive Committee. Each at large member so elected shall serve a term of three (3) years with each term expiring at the end of the Society's Annual Meeting. In addition, the newsletter editor and the Annals editor shall be included as voting members of this Committee. The President shall appoint the chairperson.

The Publications Committee shall assume responsibility for the oversight of the Wyoming History News and other matters as requested by the Society President. Specifically, the Committee shall:

1. Make recommendations to the Executive Committee regarding production for the Wyoming History News and other publications of the Society. Only the Executive Committee may enter into contractual agreements.
2. Establish editorial policies for the "Wyoming History News" and other publications and help assure that timely and appropriate information is available to the editor.
3. Conduct a yearly review and evaluation of the Wyoming History News as well as other publications of the Society.

Section 11: Website: The President of the Wyoming Historical Society shall appoint the Website Committee. The Committee shall be composed of one member of the Executive Committee and three (3) additional members to be appointed by the President for three (3) year terms; lots to be drawn initially to determine who should serve for one (1), two (2), or three (3) year terms, with one (1) new member to be appointed annually by the President. The Executive Director shall act as an ex-officio member of the Committee. At

least one member of the Committee shall be a member of the Publications Committee. The individual or entity hosting the web site shall appoint a representative to the Committee annually. The Committee will annually elect a chairperson and a Director.

The duties of the Committee will be to regularly review the content of the website, make recommendations to edit and improve its presentation, and provide the technical direction of the website. The Committee shall report website activities at the Annual Meeting.

Section 12: WyoHistory.Org: The WyoHistory.Org Committee was organized in 2010 as an ad hoc Committee to explore the value and use of an on-line encyclopedia. Under the direction of a project Director and volunteer writers, the site has grown in value and use. As a permanent Committee WyoHistory.Org shall be composed of one member of the Executive Committee; three additional members shall be appointed by the President, one of whom shall be the Project Director, and additional expertise may be added as needed.

The Committee will be responsible for the development of WyoHistory.Org, the pursuit of partnerships and funding, make recommendations for improvements, and report its activities at the Annual Meeting. The Committee will work closely with the Society President, Executive Director, and independent contractors.

Section 13: Other Committees may be named by the Executive Committee as the need arises. Members of such Committees shall be eligible to receive reimbursement for reasonable travel expenses at the discretion of the Executive Committee.

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## **ARTICLE X: Quorum**

Section 1: A quorum of the Society at an Annual Meeting required to transact business shall consist of thirty (30) members, providing that at least one (1) member shall be present for a majority of the chapters.

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## **ARTICLE XI: Publications of the Society**

Section 1: The Annals of Wyoming: The Wyoming History Journal, a scholarly historical journal, shall be the official publication of the Society; one copy of each issue to be received by single, joint, student, business, institutional, contributing, sustaining, patron and donor members of the Wyoming Historical Society.

Section 2: Wyoming History News, published ten (10) times a year by the Wyoming Historical Society, shall be mailed to all members.

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**ARTICLE XII: Parliamentary Procedure**

Section 1: Parliamentary Procedure: Robert's Rules of Order, revised, shall govern the Society in all its deliberations and in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this Society.