

~ DRAFT REVISIONS ~
Missouri Humanities Council Bylaws

Amended Month, March, 2015

ARTICLE I - Name

The name of the Corporation (hereinafter called "the Corporation") is MISSOURI HUMANITIES COUNCIL.

ARTICLE II – Offices, Records, Seal

- Principal Office. The principal office and location of the Corporation shall be at such place in the State of Missouri as may be designated from time to time by the Board of Directors.
- Registered Office and Registered Agent. The locations of the registered office and the name of the registered agent in the State of Missouri shall be such as are filed with the Secretary of State of Missouri and may be changed and determined from time to time by the Board of Directors pursuant to the applicable provisions of law.
- Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and each committee having any of the authority of the Board of Directors. The Corporation shall keep at its registered office or principal office a record of the name and address of each director. The public shall have access to records of the Corporation in conformance with sections 355.826 and 355.831 of Missouri's Revised Statutes governing the operations of nonprofit corporations.
- Seal. The corporate seal, which shall be adopted and may be altered from time to time by the Board of Directors, shall have inscribed thereon the name of the Corporation and the words: Corporate Seal-Missouri. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

ARTICLE III - Purposes

The purpose of this Corporation shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended. The Corporation consists of individuals with interests in the humanities, who have formed a Council to encourage, promote, and develop public understanding of the humanities within the State of Missouri, to conduct public humanities programs, and to re-grant Federal, State, and private funds in support of public humanities programs.

ARTICLE IV – Board of Directors

- Responsibility. The affairs of the Corporation shall be the responsibility of the Board of Directors.
- Directors in Lieu of Members. The Corporation shall not have members as such, but in lieu thereof, shall have a Board of Directors consisting of two classes of Directors: Appointed Directors and Elected Directors.
- Appointed Directors Six directors will be appointed by the Governor of Missouri, serving until replaced, but not to exceed three (3) years beyond the expiration of the term of the

Governor who appointed them. In no case may the consecutive years a member serves under a gubernatorial appointment exceed eight (8) years total.

- Elected Directors. Individuals who are residents of the State of Missouri and who subscribe to the purposes of the Corporation may be elected by a majority of the Board of Directors for a term of three (3) years. Directors are eligible for reelection to another term of three (3) years – or for the purposes of even membership rotation, to a shorter or longer term – but no elected director’s term may exceed six (6) consecutive years unless elected as Chair.
- Term Limits. Current directors who have served for six (6) consecutive years may be elected to two (2) additional one-year terms as Chair. In no case may the consecutive years a member serves exceed eight (8) years total. No current director who has served for up to eight (8) consecutive years, whether appointed, elected, or both, shall be eligible for election or appointment until a lapse of one (1) year.
- Rights and Duties. As either an appointed or elected member of the Board of Directors each Director serves not as a representative of any professional affiliations but as a private citizen.

Each director has a duty to attend the Council’s meetings and to participate fully and consistently in the tasks of stewardship. Each director shall have all the rights and privileges of membership, including the right to vote on all matters presented to the Board of Directors, to be elected an Officer of the Board, or to become a member of one or more of the Board's Standing Committees in accordance with the rules set forth in these Bylaws, with the following exceptions:

- Directors may not vote on their own candidacy for re-election to the Board nor their own candidacy as an Officer of the Board.
- Directors must absent themselves from the discussion of and vote upon any proposal for funding from an institution with which the Director is affiliated as an employee, consultant, attorney, agent, member, board member, advisory member, or officer. The absence of a Director or Directors from the meeting, until discussion on the proposal has been completed and vote taken, will be noted in the minutes. Directors must disclose any personal relationship with any prospective recipient of Council grant funds to the full Board, including Council support as a fiscal partner.
- Directors voting on designated on-line grant reviewing platforms must absent themselves from the discussion of and vote upon any proposal for funding from an institution in which the Director is affiliated as outlined above.
- Number. The Directors of the Corporation shall be not less than twenty-four (24) or more than thirty (30) in number. The number of Directors may be increased or decreased by an amendment to these Bylaws, in accordance with the Articles of Incorporation and the applicable laws of the State of Missouri.
- Composition. Directors shall be chosen as to assure broad public representation and shall be persons with diverse backgrounds and interests. Approximately one-half of the directors shall be individuals from the humanities community such as faculty in one of the disciplines of the humanities, administrators of institutions of higher education, and professional writers and editors in one of the disciplines of the humanities. The other one-half of the directors

shall be individuals from constituencies such as business, labor, agriculture, the professions, minority groups and civic organizations.

- Powers. The Board of Directors shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchise, and to seek effectuation of its objects and purposes; provided, however, that (1) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not-for-profit Corporation under the laws of the State of Missouri, (2) none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation, and (3) all income and property of the Corporation shall be applied exclusively for its non-profit purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of any Director, officer, contributor, or other private individual, having directly or indirectly, a personal or private interest in the activities of the Corporation.

- Resignations. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors in care of the Chairperson (or if Chairperson is resigning to Vice-Chair). Resignation is appropriate when a member misses half the full Council meetings in a twelve month period without compelling reason, or is otherwise unable to participate fully and consistently in the tasks and duties of membership.
- Removal. Elected members of the Board of Directors may be removed by the affirmative vote of two-thirds of the Directors.

ARTICLE V - Elections

1. Board of Directors. The Membership Committee shall nominate persons for directorship. Any nominee who receives a majority of the vote of the directors present at any meeting of the Board shall become a director.

ARTICLE VI - Meetings

- Regular Meetings. Meetings of the Board of Directors shall be held at such times and places as may be determined by the Chairperson with the consent of the majority of the Directors of the Board. Written notice of the time and location of such meetings shall be posted to the Directors at least one (1) month in advance.

Participation in Board meetings is reserved to those directors who are physically present at the meeting table. No provision for participation from a distance, via technology, will be made for full Board meetings.

The Executive Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

A telephone and/or digital conference meeting must be arranged at least 48 hours in advance of the call.

Each member should seek recognition from the chair before beginning to speak.

Each member should identify himself or herself prior to speaking.

Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.

The minutes of the meeting shall be circulated to the participants for comment, amendment, and approval via email or fax within **ten** [old: five] working days and will be reported to the full Board of Directors at the next board meeting.

- Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson with the majority approval of the Executive Committee or upon written request of two-thirds of the members of the Board.

Special meetings of the Board may be conducted by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting. The same protocols listed above will apply to special meetings conducted by conference call or other electronic/digital communications media.

- Voting. Each Director present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision with the exception as noted in Article IV, 4.
 - Quorum. At all meetings of the Board of Directors, a majority total of the elected and seated appointed* Directors shall constitute a quorum for the transaction of official business. (* Unfilled appointed Director seats will not count toward quorum.)
 - Majority. The act of a majority of the Directors so present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.
 - Parliamentary Authority: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Council's bylaws, policies, or procedures as currently written or as adopted in the future.

ARTICLE VII - Officers

- Election of Officers. The Membership Committee shall present a slate of officers and new members for approval at the last board meeting in the fiscal year. This slate shall be submitted

to the entire Council by mail or electronic means at least ten days before the date designated for the regularly scheduled meeting.

- The officers of the Council shall be a Chairperson and a Vice-Chairperson. Any person elected to the office of Chairperson or Vice-Chairperson shall be an *ex-officio* member of the Council while in office. The Executive Director shall serve at the pleasure of the Council, as chief administrative officer and ex-officio Secretary to the Council and all committees thereof.
- Chairperson. The Chairperson shall be the chief executive officer of the Council, having authority to call meetings, to preside at all meetings of the Council, to serve as ex-officio member of all committees, to coordinate the annual evaluation of the Executive Director, and to perform such other duties as may be designated by the Council. The Chairperson is empowered to appoint members of standing and *ad hoc* committees, and shall serve as chair of the Executive Committee. The term of office shall be one (1) year beginning November 1. The Chairperson may be re-elected once to a succeeding term. In cases where the member is elected in the final year of his/her term on the Board of Directors to serve as Chairperson in the coming year, the member's term will be automatically extended for an additional year. The retiring chairperson shall have the option to serve an additional year as immediate past Chair.
- Vice-Chairperson. The Vice-Chairperson shall, in the Chairperson's absence, be the chief executive officer of the Council. The Vice-Chairperson shall perform such duties as the Chairperson and Board may designate. In the absence of the Chairperson, the Vice-Chairperson shall conduct meetings and perform other duties of the Chairperson. In the event that the office of the Chairperson shall be vacated, the Vice-Chairperson shall serve as Chairperson for the remainder of the term. The term of office shall be one (1) year beginning November 1. The Vice-Chairperson may be re-elected once to a succeeding term. In cases where the member is elected in the final year of his/her term on the Board of Directors to serve as Vice-Chairperson in the coming year, the member's term will be automatically extended for an additional year.
- Secretary. The Council shall hire an Executive Director to administer its programs. The Executive Director shall hire appropriate staff and have such additional authority as designated by the. The Executive Director shall act as ex-officio Secretary to the Council and all committees thereof. In his/her capacity as Secretary, the Executive Director shall attend to the following:
 - Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may determine, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
 - Notices, seal, and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws. He/she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, Bylaws, or general job description for the Executive Director.

- In the event the Secretary needs assistance taking minutes at board or committee level, the Chairperson in consultation with the Secretary can designate other MHC board or staff persons to assist in the minute taking process.
- Treasurer. Duties of the Treasurer shall include financial oversight of the organization's financial policies along with the Finance Committee which provides first level oversight of the organization's funds, budget review and monitors financial systems for keeping cash flow manageable. Other duties include being an authorized check signer for the organization's bank accounts and being Co-Chair of the Finance Committee.

ARTICLE VIII- Committees

- The Executive Committee shall consist of the Council officers and all permanent Board Committee Chairs appointed by the Chairperson and a board member who is also a member of the MHC Trust Fund Board. The Chairperson will name one of the members of the Executive Committee the Treasurer for banking purposes. The Chairperson shall serve as Chair of the Executive Committee. The Executive Committee is empowered to act between meetings of the Board on matters requiring immediate attention or matters specifically designated by the Board or as stated in other employee policies and handbooks. Furthermore, the Executive Committee is empowered to :
 - Assess the overall effectiveness of the MHC program, lead the Board in its strategic planning process, and approve proposals to the National Endowment for the Humanities.
 - Review and approve revisions in approved program budgets.
 - Approve, where indicated, grants which the Board of Directors has conditionally approved and which the Board has asked to be resubmitted under specified conditions.
 - Assist the Executive Director in interpreting existing Council policies and in making recommendations to the Board of Directors on new policies as necessary.
 - After the creation of the Board's annual budget by the Executive Director and staff and after being reviewed by the Finance Committee, the Executive Committee will review and vote on the budget and forward it to the full Board for final approval at its September board meeting. Furthermore, the Executive Committee and Finance Committee will monitor the Council's expenses and assets by a review of monthly and quarterly financial statements. The Executive Committee
 - will perform an annual interview with the auditor upon completion of the annual audit and submission of the auditor's report and 990 report forms.
 - Recommend to the full Board policies governing investments and money management, and monitor the implementation of those policies.
 - Approve expenditures of over \$5,000 not originally specified in the annual budget.
 - Receive and review recommendations from the Council members, staff, standing committees, project participants and the public. When appropriate, request further study by a specific standing and/or Ad Hoc committee, or recommend Council action.
 - Review the Bylaws and standing committee structure and recommend to the Board such changes, if any, it may deem necessary.

- Conduct the annual evaluation of the Executive Director, in consultation with the members of the Council and selected project partners and contractors as deemed necessary by the Executive Committee, and receive the report of the Executive Director on the performance of other staff members. The Executive Committee, in consultation with the Finance Committee, shall also recommend staff salary levels and benefits to the Board.

All actions and decisions of the Executive Committee shall be reported at the next regularly scheduled Board meeting. The term of membership on the Executive Committee shall be that officers shall serve for the duration of their term of office and other directors shall serve for the duration of the fiscal year in which they are named. Reappointment to the Executive Committee is not restricted.

- Standing Committees

- Membership Committee: An Executive Committee member, who shall direct the committee's work, with other directors appointed by the Chairperson shall constitute the Membership Committee. This committee shall evaluate the resumes of prospective Directors and nominate persons to fill vacancies. It shall also recommend an annual slate of officers. This committee shall also be responsible for board development. The Directors shall serve the duration of the fiscal year in which they are named. Reappointment to the Membership Committee is not restricted.
- Development Committee: An Executive Committee member, who shall direct the committee's work, with other Directors appointed by the Chairperson shall constitute the Development Committee. This committee shall determine fund raising strategies and, in coordination with other Directors, board alumni, staff, Development contractors, and volunteers, solicit gifts and contributions for the support of MHC. The committee also oversees the Council's overall communications, marketing, and public relations instruments and activities. Directors shall serve for the duration of the fiscal year in which they are named. Reappointment to the Development Committee is not restricted.
- Program Committee: An Executive Committee member, who shall direct the committee's work, with other directors appointed by the Chairperson shall constitute the Program Committee. This committee will oversee and evaluate MHC programs and report findings to the full Board. Directors shall serve for the duration of the fiscal year in which they are named. Reappointment to the Program Committee is not restricted.
- Finance Committee: The Board's Treasurer will serve as Co-Chair of this committee along with another board member with financial experience as appointed by the Chairperson. Other directors and non-directors (financial volunteers) will be appointed by the Chairperson for Finance Committee membership at the discretion of the Chairperson. This Committee shall oversee any and all annual financial and compliance audits including the selection of auditing firms. Committee also will periodically review the policies and procedures for MHC related to financial accountability and reporting and make recommendations on same to the Executive Committee which then will forward recommendations to the full Board, and review credentials of staff assigned with primary fiscal responsibilities. The committee will work with council staff to review the first draft of the annual budget and make

recommendations to the Executive Committee for their review prior to sending annual budget to full board for final approval and vote.

- Government Relations Committee: An Executive Committee member, who shall direct the committee's work, with other directors appointed by the Chairperson shall constitute the Government Relations Committee. This committee shall assist with the coordination of legislative action, advocacy efforts, legislative days, and assist staff to help to determine legislative strategy at the state and Federal levels.
- Grants Committee: An Executive Committee member, who shall direct the committee's work, with other directors appointed by the Chairperson shall constitute the Grants Committee. This committee shall be responsible for assisting staff efforts to evaluate grants received by applicants and periodically review the Council's grant making processes. Members of this committee shall be expected to vote on all grants submitted for consideration.
- Other Committees: In addition to the committees named above, the Chairperson may appoint *ad hoc* committees or sub-committees as the Council shall direct. Such *ad hoc* committees or sub-committees shall be confirmed, dissolved, or replaced by each new Council Chairperson, upon taking office. Meetings of other committees will take place at the call of the Chairperson or the designated ad hoc Committee Chair.
- Co-chairs for Committees are allowed at the discretion of the Chairperson, but if one is not already a member of the Executive Committee as an officer, the Co-chair with the most seniority will be the person appointed to the Executive Committee (with the exception of the Finance Committee, where both Co-chairs will serve on the Executive Committee).

ARTICLE IX – General Provisions

- Depositories and Checks. The monies of the Corporation shall be deposited in such manner as the Directors shall direct and may be drawn out by check signed in such manner as approved by resolution adopted by the Board of Directors. Checks \$5,000 or larger must have two authorized check signers from the authorized check signers designated by the Executive Committee and per bank regulations. Any changes in authorized check signers will be reported in the minutes of the full board meeting after any changes have taken effect as determined by the Executive Committee.
- Bonds. In addition to the bonds required of the Executive Director, any other officer or employee handling money of the Corporation may also be bonded at the Corporation's expense in such amounts as may be determined by the Board of Directors.
- Custodian of Securities. The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the Corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.
- Annual Financial Audit. An annual audit of the books of accounts and financial records of the Corporation shall be performed by an independent CPA accounting agency and must meet requirements set by the National Endowment for the Humanities.

- Compliance Audit. Every five (5) years, a compliance audit shall be performed by an independent CPA accounting agency to confirm the board's and MHC staff's adherence to the various operational and financial procedures and policies set by the Board and its financial partners such as the State of Missouri and the National Endowment for the Humanities.

ARTICLE X – Indemnification and Conflict of Interest

- Indemnification of Directors and Officers: Each Director or Officer, or former Director or Officer, of the Corporation and his legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reasons of his being, or having been, such Director or Officer; and any person who, at the request of the Corporation, served as Director or Officer of another corporation in which the Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by the Corporation; provided that in neither case shall the Corporation indemnify such Director or Officer with respect to any such matters as which he shall be finally adjudged in any such action, suit, proceeding to have been liable for negligence or misconduct in the performance of his duties as such Director or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or Officer (including expenses, counsel fees and cost reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the Director or Officer involved was not guilty of negligence or misconduct; but in taking such action any Director involved shall not be qualified to vote thereon.

In determining whether or not a Director or Officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely exclusively upon an opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or Officer may be lawfully entitled.

No Director or Officer of the Corporation shall be liable to any other Director or Officer or other person for any action taken or refused to be taken by him as Director or Officer with respect to any matter within the scope of his official duties except such action or neglect or failure to act as shall constitute negligence or misconduct in the performance of his duties as Director or Officer.

- Certain Loans Prohibited: The Corporation shall not make any loan to any Officer or Director of the Corporation.
- Payments and Reimbursements to Directors:
 - No Directors of the Council shall accept honoraria for work directly connected with the functions of the Council.

- No Director shall be paid as a consultant to applicants for program funding from MHC. This provision shall remain in effect for one year after the expiration of the Director's term.
- No Director shall be reimbursed for anything more than ordinary travel, housing, and meal expenses while attending meetings of the Council or Council functions.
- No Director shall serve as project director of a program funded by the Council. This provision shall remain in effect for one year after the expiration of the Director's term.

ARTICLE XI – Fiscal year

The fiscal year of the Corporation shall end on October 31 of each year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XII - Amendments

The Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the members present provided a written notice of the proposed amendment has been submitted to each member of the Board of Directors at least ten (10) days prior to the time official action is to be taken.

Approved June 11, 1985

Amended April 1986

Amended October 1986

Amended May 1987

Amended October 1987

Amended February 1990

Amended November 16, 1991

Amended November 14, 1992

Amended April 24, 1993

Amended April 23, 1994

Amended September 27, 1996

Amended December 7, 1996

Amended December 6, 1997

Amended February 18, 1998

Amended May 31, 2003

Revised December 4, 2004

Amended September 20, 2008

Amended March 7, 2009

Amended July 7, 2010

Amended September 10, 2011

Amended September 22, 2012

Amended June, 9, 2015