

**Proposed DRAFT of Bylaws March 5**

**Bylaws of the Fort Wallace Memorial Association**

as approved Month, Date and Year.

These Bylaws will supersede and replace all previous Bylaws and Constitutions for the Fort Wallace Memorial Association.

**PREAMBLE**

The mission of this association is to form a group of men and women, whose purpose it shall be to perpetuate a memorial in honor of the Indian cultures and Pioneers of Western Kansas; to collect historical written material and artifacts connected with the opening up and settlement of the great plains country; and by putting such historical written material in such shape by writings and markings as to be of interest and knowledge to the generations yet to come; to collect and mark in particular, such historical events and places connected with the opening for the settlement of the Smoky Hill Trail Country from the Missouri River settlements to the Rocky Mountains, with old Ft. Wallace as the center of endeavor; to maintain and support a Ft. Wallace Museum, for the purpose of collecting historical articles, manuscripts, diaries, images and any other artifacts of historical nature and displaying the same in such Museum to the general public.

**ARTICLE I**

The official name of this organization shall be the Fort Wallace Memorial Association.

The headquarters and principal place of business shall be at Wallace, Kansas.

## **ARTICLE II**

The membership of the Association shall consist of any man, woman or child, who might be interested in the work and mission of the Association. A Lifetime membership will be offered by the Board of Directors for a fee of \$100, until adjusted by the membership at an Annual or Special Meeting.

Benefits of Lifetime Membership allows one vote per membership in Board Member elections, Bylaw revisions and other matters to come before the membership at Annual or Special Meetings of the Fort Wallace Memorial Association. The annual meeting shall be generally held on the first Sunday in May of each year at the Association's regular headquarters in Wallace, Kansas or a place designated by the Board.

An Annual Museum Sponsorship program(s) may be instituted by the FWMA Board, but such sponsorship will not provide a right to vote as a member of the Fort Wallace Memorial Association.

## **ARTICLE III**

That the officers of the association shall be: President, Vice President, Secretary, and Treasurer, and a Board of Directors consisting of nine (9) members, and the President, Vice President, Secretary and Treasurer, shall be chosen from the Board of Directors by said Board of Directors at the next board meeting following the annual meeting.

The Board of Directors of the Association shall consist of nine (9) members, and to qualify for said office in addition to being a member of the Association in good standing. Three Board of Directors shall be elected to the office by members of the Association at the annual meeting by simple majority on a secret ballot. The President shall appoint a nominating

committee for the purpose of proposing the names of candidates for the Board of Directors for presentation to the membership on the annual meeting day. At this meeting nominations for all offices to be filled in the succeeding year may also be made from the floor. Rotation of the officers will depend on records of the Secretary.

## **ARTICLE IV**

### **DUTIES OF OFFICERS**

#### **SECTION A**

The President of the Board of Directors shall be the chief executive officer of the Association. President shall preside at all meetings and shall be President of the Board of Directors. President shall issue the call for regular monthly and special board meetings.

President shall appoint the standing, administrative and activity committees and shall be a member of each of these committees.

President shall call for regular monthly reports. President shall see that regular elections and annual meetings are held in accordance with the current Bylaws.

President shall oversee the day to day operation of the Museum to extent allowed by the Bylaws.

#### **SECTION B**

If for any reason the President is unable to perform his duties, the Vice President next in rank shall occupy the President position and perform duties with the same authority as the President.

If for any reason the office of the president shall become vacant, the Vice President shall succeed in office. In the event of vacancy in any other office the Board of Directors shall appoint a member to fill the unexpired term.

#### SECTION C

The Secretary shall keep the Association's legal records. Secretary shall keep minutes of the Association Annual and Board meetings. Official documents shall be kept on file at the Museum's place of business or in a safety deposit box.

Secretary shall be responsible for notification of members of the organization regarding the annual meeting.

#### SECTION D

The Treasurer shall receive all monetary funds and monies and deposit the same in a bank or banks recommended/approved by the Board of Directors and shall pay out funds only on the authority of the Board of Directors.

The Board will set an organizational financial management policy (to include checking account signatures, electronic payments and credit card payments) by which employees, Board members and other appointees shall abide.

The Treasurer shall prepare and shall make monthly financial reports to the Board of Directors and annual reports to the association.

#### SECTION E

### BOARD OF DIRECTORS

All new business of the Association shall be first shaped and passed by the Board of Directors for presentation to Association members at their annual or special meetings, if in the opinion of the Board it is advisable to do so. Special meetings of the full Fort Wallace Memorial Association may be called by the Board with two weeks notification to the membership.

The Board shall not create any indebtedness beyond the income of the Association nor debit funds for purposes non-essential to the objects of the Association.

A majority of the votes of the Board of Directors shall govern. It shall hold regular monthly meetings. It shall hold special meetings when called by the president of the association or by written requests of five members of the association in good standing. A meeting of the Board of Directors must have a quorum to pass official business.

It shall designate upon recommendation of financial committee, a bank or banks for the deposit of the funds of the Association.

It shall approve the surety company in which the Secretary and Treasurer shall be bonded, if so required.

It shall determine the compensation, if any, of the President, Secretary or Treasurer. It shall receive committee reports and recommendations and shall submit to the Association, at regular meetings, recommendations which it has approved affecting the administrative or activity policy of the Association.

No officer shall use the Association as a means of furthering any personal, political or other aspirations, nor shall the association as a whole take part in any movement not in keeping with the purpose and objects of the association.

## **ARTICLE V**

In the absence of rules in this Constitution or in the Bylaws of this Association, the proceedings of the Association, Board of Directors meetings and the Association meetings, shall be conducted in accordance with established parliamentary procedure.

## **ARTICLE VI**

These Bylaws may be amended at any regular business meeting of the Association by a 2/3rds vote of the members present, providing the Board of Directors has previously considered the merits of the amendment and provided said Board of Directors ratify said Amendment at the next regular Board of Directors meeting.