

# WYOMING STATE HISTORICAL SOCIETY CONSTITUTION AND BYLAWS

As amended and adopted September 8, 2018

## ARTICLE I: Name and Purpose

- Section 1: The name of this organization shall be the WYOMING STATE 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 shall be to collect and preserve all possible data, materials and records related to the history of Wyoming in all its varied aspects. It shall be concerned with the preservation of sites and monuments that reflect the development of the State. It shall promote the study of all such data and encourage in every way possible an interest in Wyoming history.
- Section 4: The 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.

## ARTICLE II: Membership

- Section 1: Membership in this 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 State Society.
- Section 2: The organization shall be composed of the State Society and of chapters in the counties of the State. Each chapter shall have its own officers, Constitution and Bylaws.
- Section 3: County chapters may be organized in counties in the State of Wyoming by application to the Executive Headquarters of the State 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.

### **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 I Wyoming. One (1) trustee must maintain a primary residence outside of Wyoming. Trustees must be members of the Wyoming State Historical Society. The Executive Committee is empowered to act in all matters pertaining to the Society except as specifically restricted in the Constitution and 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 this constitution.
- 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, Secretary, Treasurer) at the time these constitutional 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 insure 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, Secretary, and Treasurer. They 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 State 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 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 a meeting shall constitute a quorum for the transaction of business. In addition to formal meetings, meetings may be conducted by telephone conference and e-mail discussions and votes may be used to complete the business of the Society in a timely manner.

Section 10: All meetings of the Executive Committee shall be open to those members of the Society who wish to attend.

Section 11: 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 12: 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 Committee. Meetings are defined in Article III, Section 9 of this constitution. 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 13: Any person elected to the WSHS Executive Committee who is a relative of any employee, staff member, or contractor of the WSHS 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.

**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 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 the "Wyoming History News.”

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

**ARTICLE V: Amendments to this Constitution**

Section 1: This Constitution may be amended at an Annual Meeting of the Society by two-thirds (2/3) of the vote cast, providing the proposed amendment is received in writing by the Executive Secretary no later than the first week in May, prior to said meeting. Notice of such proposed amendment shall be given to the membership through the "Wyoming History News" not less than thirty (30) days before the Annual Meeting.

## **WYOMING STATE HISTORICAL SOCIETY BYLAWS**

### **ARTICLE I: Membership Dues**

Section 1: Membership in the Wyoming State Historical Society is open to all interested persons in the following categories and upon payment of the proper dues:

1. Single individual annual membership dues and joint annual membership dues (persons residing at the same address) are \$40.00.
2. Student individual membership dues [registered students up to age 21] - \$20.00
4. Institutional/Business annual membership dues - \$60.00
5. Contributing annual membership dues - \$100.00
6. Sustaining annual membership dues - \$250.00
7. Patron annual membership dues - \$500.00
8. Donor annual membership dues - \$1,000.00
9. Honorary life membership - no dues

Section 2: All past presidents of the Society and their spouses shall be granted a joint honorary life membership in the Society.

Section 3: International members in any category shall pay an annual fee of \$20.00 in addition to their dues for postage.

Section 4: The Executive Committee may recognize individuals, groups and industrial companies who contribute substantially to the advancement and purposes of the Society by issuance of non-voting honorary memberships as it deems proper.

Section 5: All membership fees and annual State Society dues shall be paid to the Executive Secretary of the Society. Dues are for a 12-month period, from date of receipt and entry on the computer, through that date of the following year.

Section 6: The fiscal year shall be from October 1 through September 30.

## **ARTICLE II: County Chapters**

- Section 1: Any county in which fifteen (15) or more legal residents desire to form a county chapter of the State Society may organize such chapter and apply for a State charter. Said county group shall make application for a charter to the State Executive Committee by forwarding to the President a copy of the Constitution and Bylaws of said chapter, which must not conflict with the State Society Constitution and Bylaws; a list of the charter members and officers of said county chapter, together with payment of State dues for any members who have not affiliated with the State Society for the current year. Any revision of the Constitution and 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 report to the Executive Committee each year, no later than August 15th. Report should contain such information as names of current officers, number of meetings held and pertinent information concerning 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 send a report of their financial and fiscal activities to the Executive Secretary by November 15 of the calendar year.
- Section 5: Chapters in non-compliance with Article II of the WSHS Bylaws may be designated inactive and lose their 501(c) 3 statuses after an Executive Board discussion and vote. Compliance includes:
- i. Each chapter shall have 15 state members;
  - ii. All chapter officers shall be state members;
  - iii. All chapters shall submit an annual activity report by August 15<sup>th</sup>.
  - iv. All chapters shall file an annual report, to maintain their 501(c) 3 statuses, by November 15<sup>th</sup>.

## **ARTICLE III: 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 State 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 same to the Executive Committee. 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 Secretary's reconciliation of all bank accounts; shall present the annual financial report at the Annual meeting; shall work with the Executive Secretary 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 Secretary 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; 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 from 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 pertain to the office.

#### **ARTICLE IV: Committees**

Standing Committees of the Wyoming State 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 chairman.

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 chairman 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: **Collections:** The Collections Committee shall be appointed by the president of the Wyoming State Historical Society. The Committee shall be made up of six members of the Society. One member will be recommended by the Wyoming State Archives and approved by the president of the WSHS. One member will be recommended by the American Heritage Center and approved by the president of the WSHS. One member will be recommended by the Dean of Libraries at University of Wyoming and approved by the president of the WSHS. At least one member will be a member of the Website Committee. The remaining members will be appointed from the general membership of the WSHS.

During the inaugural year (2003) of the Committee, members will decide two members for a one-year term, two members for two-year terms, and



three members for three-year terms. Two members to be appointed annually by the president of the Society.

The Collections Committee's duties and responsibilities will be to provide ethical guidance and direction for the Society regarding acquisition of items of historical interest which the Society receives from individuals, institutions, etc. It shall be the duty of the Chairman of the Committee, in consultation with the President of the WSHS and any other party deemed appropriate, to review all offers of potential acquisitions and to determine whether these items will be accepted. Items determined to be of interest to an understanding of the history of Wyoming and its environs may be accepted. Once an item has been formally and legally accepted as property of the WSHS, a determination shall be made by the Collections Committee as to which state or local repository is the most appropriate for its long-term care. Items of general interest and not deemed of special value to understanding the history of the state, shall be gifted to an appropriate repository at the discretion of the Chairman of the Committee and the President of the WSHS. All other acquisitions shall be reviewed by a quorum (four members) of the Collections Committee and a decision made as to their disposition by a simple majority of that Committee. The Chairman of the Collections Committee will then assure that the gift is made to the appropriate institution formally and legally. The Committee will report its activities at the Wyoming State Historical Society's Annual Meetings.

**Section 3: Constitution, 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 chairman of this Committee shall be appointed by the President of the State Society. 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 State Society. The Committee shall be responsible for monitoring the constitution and bylaws to assure the Society operations are within the bounds of the constitution and bylaws. The chairman will keep the President informed of proposed resolutions. Resolutions which require a change in the constitution or 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 4: **Financial:** The Financial Committee shall be appointed by the president of the Wyoming State Historical Society. 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 State Historical Society investments and make recommendations to the executive council. 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 5: **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 State Historic Preservation Office who can be invited to serve on the committee. The president of the WSHS 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 statewide organizations in their preservation efforts as it relates to Wyoming's cultural and physical heritage.

Section 6: **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 chairman.

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 7: **Management & Oversight:** The Management & Oversight Committee shall be appointed by the president of the Wyoming State Historical Society. 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.

The purpose of this Committee is to assure that all other Committees and staffs 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 all grants, both those being requested and those being granted. This Committee will be responsible for dispersing grant funds to chapter and other entities, except for the Homsher grant. In addition, this Committee will be responsible for coordinating and overseeing the actions of WSHS staff.

This Committee will be responsible for developing a job description and duties of the Executive Secretary and other employees or independent contractors of the WSHS 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 chairman of the Committee shall be authorized to sign the payroll check for the Executive Secretary.

Section 8: **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 chairman.

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 9: **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 Chairperson will be selected by the Committee.

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 10: **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 11: **Publications:** The Publications Committee shall consist of the WSHS President and three at-large members. The initial at-large members shall be selected by the incoming President from the membership of the Publications Committee which served during the 1989-90 year.

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 chair person shall be appointed by the President.

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 arrangements for the "Wyoming History News" and other publications of the Society. Only the Executive Committee is empowered to 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 12: **Website:** The Website Committee shall be appointed by the president of the Wyoming State Historical Society. 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 Secretary 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 secretary.

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 for the technical direction of the website. The Committee shall report website activities at the Annual Meeting.

Section 13: **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 secretary, and independent contractors.

Section 14: Other Committees may be named by the Executive Committee as the need arises. Members of such Committees shall be eligible to receive reimbursement of reasonable travel expenses at the discretion of the Executive Committee.

## **ARTICLE V: 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.

#### **ARTICLE VI: Publications**

Section 1: The Annals of Wyoming: The Wyoming History Journal, and 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 State Historical Society.

Section 2: "Wyoming History News," published by the Wyoming State Historical Society, shall be mailed to all members.

#### **ARTICLE VII: 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.

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

Section 1: The Bylaws may be amended by two-thirds (2/3) of the votes cast at the Annual Meeting of the Society, providing the proposed amendment is received in writing by the President prior to the Annual Meeting.