

The Constitution of the Oklahoma Historical Society with Bylaws

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Last Reviewed: N/A	Board Approval Date: 7/25/2007
Revision Date: 4/18/2013	Reviewed by: Board of Directors and Membership

Preamble

We, the members of the Oklahoma Historical Society, in order to exercise most efficiently the powers, duties, privileges and functions granted by the State of Oklahoma to the Oklahoma Historical Society, do ordain and establish this Constitution for the Oklahoma Historical Society.

Article I

Name-Status-Domicile-Seal

Section 1: Name. The name of this organization shall be the Oklahoma Historical Society.

Section 2: Status. The Oklahoma Historical Society is a state agency, 53 O.S. (1971) Sec. 18, and a private membership organization.

Section 3: Domicile. The offices, library, archives and the State Museum of the Oklahoma Historical Society shall be located at Oklahoma City, Oklahoma. It is provided that the Society may, as determined by the Board of Directors, establish and operate other museums and sites in the State of Oklahoma and may establish temporary displays or exhibits at other locations in conjunction with fairs, exhibitions or other meetings of historical, cultural, educational or scientific interest.

Section 4: Seal. The official seal of the Society shall be circular with the following words at the edge of the circle to-wit: "OKLAHOMA HISTORICAL SOCIETY SEAL." Within the circle shall be giant white columns, symbols of learning, superimposed in striking contrasts on Oklahoma's topography and the date of the founding of the Society, 1893.

Article II

Purpose

Section 1: Purpose. The purpose of the Society is to conduct its activities in a manner which shall serve "to preserve and to perpetuate the history of Oklahoma and its people." The Society aspires to encourage a broad appreciation of state, regional and national history through a stimulation of popular interest in historical study and research. This may be accomplished by collecting, interpreting and disseminating knowledge of Oklahoma and the Southwest, with due consideration for institutions, resources and people.

Section 2: Additional Purposes. The Society also has been authorized and directed by numerous acts of the legislature of the State of Oklahoma to perform certain specific functions; and its purpose encompasses all such functions which have been or may be vested in the Society by law enacted by the legislature of the State of Oklahoma.

Article III

Society Definition-Application for Membership- Rights-Other Societies

Section 1: Definition of Society. The Oklahoma Historical Society shall be the members, which members shall consist of the persons who have become qualified members according to the Bylaws of the Oklahoma Historical Society.

Section 2: Application for Membership. Any person, corporation or other organization or institution interested in the purpose of the Society may apply for membership in the Society. The Board of Directors of the Society shall determine the terms and conditions for membership, classify types of memberships and appropriate membership dues. The Board shall be the sole judge of memberships.

Section 3: Rights and Privileges. Every person, eighteen (18) years or older, who is a member of the Society in good standing, including the authorized representative of a corporation, partnership or other organization or institutional member, shall have the right to vote and participate in all annual and special meetings of the Society.

Section 4: Affiliated Societies. The Society through its Board of Directors may recognize affiliated society memberships.

Section 5: County Historians. The Society through its Board of Directors may recognize county historians in each of the seventy-seven (77) counties.

Article IV

Meetings of the Society

Section 1: Annual Meeting. The annual meeting of the Oklahoma Historical Society shall be held at such place or places and on such date or dates as set forth in the Bylaws of the Society.

Section 2: Special Meetings. Special meetings of the Society shall be convened upon call of the President of the Society, the Board of Directors or upon written request of one hundred (100) members of the Society for the transaction of such business as may be specified.

Section 3: Notice of Meetings. Notice of all meetings of the Society shall be given by mail, to all members of the Society by the Executive Director, at least twenty (20) days in advance of such meeting.

Section 4: Oklahoma Open Meeting Act. All meetings of the Oklahoma Historical Society shall be held in accordance with the Oklahoma Open Meeting Act, 25 O.S. Supp. (1977), Sec. 301-314.

Section 5: Quorum. Twenty-five (25) voting members shall constitute a quorum for the transaction of business of the Society at any regular or called meeting thereof.

Article V

Board of Directors

Section 1: Definition. The powers, rights, privileges and function of the Oklahoma Historical Society shall be exercised by a Board of twenty-five (25) Directors. Board members shall be residents and citizens of the State of Oklahoma, members of the Society and shall have an active interest in local and State history. The Governor shall be an ex-officio member of the Board of Directors.

Section 2: Selection and Qualifications. The membership shall elect thirteen (13) members of the Board of Directors, one each of whom shall be a resident of each of the six (6) Membership Districts as established by the Board of Directors considering principally the most recent census data. Revision of district boundaries will be considered by the Board of Directors following each census. The remaining seven (7) members shall be elected at large. The Governor of the State of Oklahoma shall appoint twelve (12) members to the Board, one each of whom shall be a resident of each of the six (6) Membership Districts as established by Board of Directors; the remaining six (6) members shall be appointed at large. The terms of those elected and appointed shall be staggered as provided in the Bylaws. All members of the Board shall have been members in good standing of the Society for at least two years prior to their election or appointment.

Section 3: Term of Office. After initial election or appointment, Directors shall serve for a term of three years and shall serve until their successors shall be elected or appointed.

Section 4: Vacancy. If a vacancy should occur among the Directors elected by the Society, the Board of Directors shall fill the vacancy for the remainder of the unexpired term. If a vacancy occurs among the Governor's appointees, he shall be notified and shall respond by making another appointment to fill that member's unexpired term.

Section 5: Powers and Duties. In addition to its inherent and general powers, the Board shall enjoy and exercise those powers granted to the Oklahoma Historical Society under the statutes of the State of Oklahoma. The Board shall adopt Bylaws and may modify and amend them consistent with this Constitution and the Statutes of the State of Oklahoma.

Section 6: Non-Remuneration. Members of the Board shall not receive remuneration through payment of fees or otherwise; provided that this section shall not apply to travel allowance as may be authorized by statute.

Article VI

Officers

Section 1: Officers. From its membership, the Board of Directors shall elect a President, Vice President and Treasurer whose terms of office shall be three years with no future consecutive succession. They shall serve at the pleasure of the Board, and shall not receive remuneration in fees or otherwise; provided that this restriction shall not apply to travel allowance as may be authorized by statute. They shall exercise the powers and duties set forth in the Bylaws.

Section 2: Executive Director. The Board of Directors shall elect an Executive Director who shall serve at the pleasure of the Board as the Chief Executive Officer of the Society; and shall receive such salary as shall be set by the Board. The Executive Director shall be Secretary to the Board of Directors and the Secretary of the meetings of the annual and special meetings of the membership.

Article VII

Conflict of Interest and Code of Ethics

Section 1: Conflict of Interest. Neither an employee, a volunteer, a member of the Board of Directors, nor any other official associated with the Oklahoma Historical Society shall involve himself in activities which would financially benefit the individual or his interests, professional or personal, as a result of his position with the Oklahoma Historical Society, a state agency.

Section 2: Code of Ethics for State Officials and Employees. All persons associated with the Society shall abide by the Code of Ethics for State Officials and Employees as provided in 74 O.S. (1971) Sec. 1401-1416 as amended.

Article VIII

Amendment or Repeal

Section 1: Amendment or Repeal. Proposals for the amendment or repeal of the Constitution may be initiated by a two-thirds (2/3) vote of twenty-five (25) members of the Board of Directors or by an initiative petition signed by at least twenty-five (25) members of the Society. At least three (3) months prior to the Annual or Special Meeting, at which such amendments or repeal shall be acted upon, due notice in writing of the proposed amendment or repeal shall be mailed to each member of the Society.

Section 2: Voting. Members may vote on proposed amendments or repeal to the Constitution in person only at an annual or special meeting.

Section 3: Ratification. A two-thirds (2/3) vote of all votes cast shall be required to amend or repeal the Constitution. Approved amendments shall become effective on adoption. The repeal of the Constitution shall not become effective until a new Constitution shall have been approved by the membership.

Article IX

Repealing Clause

Section 1: Repealing Clause. The Constitution or Constitutions heretofore adopted by the Oklahoma Historical Society are hereby repealed.

Article X

Effective Date and Implementation

Section 1: Effective Date and Implementation. This Constitution shall become effective on date of adoption, and shall be fully implemented as expeditiously as feasible and in no event later than June 30, 1981.

Article XI

Continuity Clause

Section 1: Continuity Clause. The present officers and members of the Board of Directors shall serve until their successors are installed.

Bylaws of the Oklahoma Historical Society

Article I

Society Fiscal Year

Section 1: Society Fiscal Year. The Oklahoma Historical Society fiscal year shall correspond to the fiscal year of the State of Oklahoma.

Article II

Membership

Section 1: Classes of Membership. Any person, corporation, partnership or other organization or institution interested in supporting the purposes of the Society may become a member of the Society. Membership dues, categories, and benefits shall be established by the Board of Directors.

Section 3: Termination of Membership. Any member of the Society may be removed from membership, for conduct prejudicial to the best interest of the Society, by a two-thirds (2/3) vote of the entire membership of the Board of Directors taken at any regular or special meeting of the Board called for that purpose, provided that at least ten (10) days written notice of the charges against such member and the time and place of the meeting at which the charges against the member will be considered, shall have been served upon the member by mail or by depositing the same at the member's address as shown in the written record of the Society, and provided the member shall have been given an opportunity to produce witnesses, if any, and to be heard at a regular convened meeting of the Board of Directors at or before the time when a vote is taken on removal. Such removal proceedings shall be conducted in accordance with the provisions of the Oklahoma Administrative Act contained in 75 O.S. (1971) Sec. 310 as amended.

Section 4: Membership Record. The Society shall maintain a written record containing the name and address of each member, the date of admission to membership and the appropriate membership class.

Upon termination of any membership in the Society, that fact and the date of termination shall be recorded in the written record. This written record of membership is a matter of public record and available to general viewing during the regular business hours of the Society.

Section 5: Annual Meetings. The annual meeting of the membership shall convene at a date, time, and location in April as set forth by a majority vote of the Board of Directors. Notice of the meeting will be filed, posted, and distributed in accordance with law. At each meeting the Executive Director shall report on the status of the Society as may be augmented by reports of Committees, the financial report of the Treasurer and a report of the President outlining the objectives and goals of the Society for the forthcoming year. The meeting shall be open for the transaction of other such business as may be properly brought before the membership.

Section 6: Immediately following the annual meeting of the membership, the elected and appointed members of the Board of Directors shall convene and conduct an organizational meeting of the Board. The elected officers shall take office immediately following the election of all officers.

Article III

Officers

Section 1: The President of the Society shall serve as Chairman of the Board of Directors and preside at all meetings of the Society and the Board of Directors. The President shall possess those powers and perform those duties inherent and incident to the office of President.

Section 2: The Vice President shall perform the duties of the President in his/her absence.

Section 3: The Executive Director shall be the Chief Executive Officer of the Society, ex-officio Secretary, and shall maintain true and complete minutes and records of all proceedings of the Society and the Board of Directors. He/she shall attend to the giving and serving of all notices required by virtue of his/her office and such as may be directed by the Board of Directors. He/she shall sign and attest with the seal of the Society all contracts and other documents. He/she shall safely and systematically maintain all papers, records and documents of the Society or in anywise pertaining to the business thereof. In addition, he/she shall perform such duties and exercise such powers as ordinarily pertain to the office of the Executive Director, as may be provided by the Statutes of Oklahoma, or as may be assigned to him/her by the Board of Directors.

Section 4: The Treasurer of the Society shall monitor the accounts of the Society entrusted to the State Treasurer and such other funds as may be owned by the Society; submit quarterly reports to the Board of Directors; and render an annual report to the general membership at the annual meeting.

Section 5: Vacancies. In the event a vacancy occurs in the office of President, the Vice President shall succeed to the presidency for the balance of the term. In the event a vacancy occurs in the office of Vice President, a successor shall be elected by the Board of Directors at the next meeting for the balance of the term. In the event a vacancy occurs in the office of Treasurer, a successor shall be elected by the Board of Directors at the next regular meeting of the Board of Directors.

Section 6: The Executive Director shall appoint a Deputy Director subject to confirmation by the Board of Directors. In the event of the temporary incapacity of the Executive Director, the Deputy Director shall serve as Acting Executive Director. In the event of a vacancy in the office of Executive Director, the Deputy Director shall serve as Acting Executive Director until the office of Executive Director is filled by appointment by the Board of Directors. In the event that both of the positions of Executive Director and Deputy Director are vacant, a temporary Executive Director shall be appointed by the Board of Directors to serve until the vacancy of Executive Director is filled.

Article IV

Board of Directors and the Executive Committee

Section 1: Regular Meetings. Regular meetings of the Board of Directors of the Society shall be held in the first month of each quarter at a location selected by the Board of Directors.

Section 2: Special Meetings. Special meetings of the Board of Directors may be called by the President of the Society or at the written request of thirteen (13) members of the Board of Directors.

Section 3: Emergency Meetings. Emergency meetings may be convened by the President as allowed by law, or by the written request of thirteen (13) members of the Board of Directors.

Section 4: Order of Business. The Board of Directors shall consult Robert's Rules of Order, Revised, as a guide to its proceedings, but will not be strictly bound by its provisions.

Section 5: Quorum. A quorum of the Board of Directors for the transaction of all business shall consist of thirteen (13) members. Save as herein provided, all action of the Board of Directors may be taken by the affirmative vote of the majority of the Directors present at any regular or special meeting.

Section 6: Record of Meeting. The Board of Directors shall cause the Executive Director to keep true and complete minutes and records of all proceedings of the Board and to prepare a written report of the Board proceedings to be published in The Chronicles of Oklahoma and to be furnished to each Director.

Section 7: Termination of Board Membership. The absence of a Director from three (3) consecutive regular quarterly meetings of the Board of Directors shall operate to terminate the membership of such Director from the Board, provided that a statement from the Director accepted by the Board at the meeting from which the Director was absent showing such Director was reasonably prevented from attending such Board meeting, shall prevent the termination of such membership.

Section 8: Board Member Emeritus. Retiring members of the Board of Directors may be elected as a Board Member Emeritus for life on majority vote of the remaining Directors. Such retiring Directors shall have served the Society, the membership and the citizenry of the State with distinguished service. Such Board Member Emeritus shall not be entitled to hold office, to make or second a motion, nor to cast a vote, but shall in all respects be entitled to participate in all of the proceedings and deliberations of the Board of Directors.

Section 9: The Executive Committee. The President shall create an Executive Committee composed of the elected officers of the Society, four (4) Directors, and the President may also appoint as many as 2 past presidents to serve as voting ex-officio members of the committee. The Executive Director shall be an ex-officio member and shall serve as its Secretary. Two of the Directors shall be from those appointed by the Governor and two from those elected by the Society, provided that two of these four appointees have not served on the immediate past Executive Committee. Those designated by the President, other than elected officers, shall require Board approval. The composition of the Committee shall be subject to review and confirmation by the Board at its April quarterly meetings.

The Committee shall meet each calendar month, on the third Wednesday, or on another date during the month set by the President, at such place and time as shall be established by the

President. Notice of time and place shall be given in accordance with law. Copies of the approved minutes of the meeting shall be forwarded to each member of the Board of Directors.

The President shall be the Chairman of the meetings. If absent, the Vice President shall serve as Chairman.

At each meeting the Executive Director shall report on the state of the Society and its financial condition, pending litigation involving the Society, attrition in complement, and such other matters, as he/she deems relevant. Within the purview and consistent with the policies established by the Board, the Committee shall offer counsel, guidance, advice and direction to the Executive Director in his/her overall management of the affairs of the Society. All actions of the Committee shall be taken on majority vote of those present and shall be recorded in the minutes.

Article V

Other Committees and Commissions

Section 1: Nominating Committee. Subject to the approval of the Board of Directors, the President shall appoint a nominating committee to oversee the annual election of the Society. Committee membership shall consist of seven (7) Board members, all of whom shall have been elected by the membership, and whose terms of office will not expire during the current election year.

Section 2: Committees or Advisory Commissions. Subject to the approval of the Board of Directors, the President may create additional committees and advisory commissions and designate the members thereof. Their duties and missions shall be clearly stated. All committees and advisory commission members appointed by the President shall continue in office until such time as replaced by the President or the committee is dissolved.

Article VI

Board of Directors--Appointees of the Governor

Section 1: Appointment. Members of the Board of Directors appointed by the Governor of the State of Oklahoma shall be made in accordance with the Constitution of the Society and these Bylaws.

Section 2: Appointment Date. The Governor's appointments shall be presented to the Board of Director's Nominating Committee on or before February 1, 1981, and every year thereafter.

Article VII

Election of Board of Directors

Section 1: Requirements. The Nominating Committee shall establish credentials of potential nominees and present, with appropriate biographies, for membership consideration at least two candidates for each directorship according to Article V of the Constitution.

Section 2: Nominations. The Nominating Committee also shall receive additional nominations, until February 15 of the election year, with biographies and designated office, signed by not less than twenty-five (25) members of the Oklahoma Historical Society in good standing.

Section 3: Notice. Nominee's biographies, with office designated at-large or by Congressional district to be represented, shall be circulated to the membership in March through the Society newsletter, "Mistletoe Leaves," and other written notice deemed appropriate.

Section 4: Ballots. The Nominating Committee shall prepare ballots upon which appear the names of all sanctioned candidates with designated office. Such ballots shall be mailed to every member of the Society at least three (3) weeks prior to the annual meeting. Ballots may be cast in person or by mail, and must be received at the Oklahoma Historical Society's central headquarters by 12:00 Noon on the Friday preceding the Annual Meeting of the Membership. The Nominating Committee shall validate each ballot according to membership roll, insuring each voting member the opportunity to cast a ballot. A voter registration book shall be maintained reflecting absentee and in-person voting.

Section 5: Certification. At least four members of the Nominating Committee shall count all ballots and announce to the membership the results of the tabulation and shall move the election of the persons receiving the largest number of votes in each category. Upon approval of the motion, the Chairman of the meeting shall notify those so chosen of their election to the Board.

Section 6: Installation. Newly elected Directors and those appointed by the Governor to the Board shall be installed at the annual meeting of the membership.

Article VIII

Affiliated Societies

Section 1: Affiliated Societies. Any local non-profit, tax-exempt history unit organized and functioning for the purpose of collecting, preserving, and presenting local history within the state of Oklahoma shall be considered eligible for affiliated membership in the Oklahoma Historical Society after appropriate membership application has been submitted to the Executive Committee for review and recommendation to the Board of Directors for confirmation, provided that such organization exists in accordance with the Oklahoma Historical Society Constitution and the laws of the State of Oklahoma.

Article IX

Executive Director

Section 1: Executive Director. Subject to the approval of the Board, the Executive Director shall establish and create, re-establish or modify, as may be deemed proper, the organizational structure within the Society deemed necessary for the efficient exercise of the Society's duties and functions.

Section 2: Personnel. As Chief Executive Officer, the Executive Director is authorized to employ, supervise and terminate individuals within the organizational structure provided this shall be done in accordance with the policy of the Board of Directors and the Oklahoma Merit System of Personnel Administration. It shall be his/her responsibility to inform employees of their rights.

Section 3: Duties. The Executive Director, as Secretary to the Society and Board of Directors, shall maintain true and complete minutes and records of all proceedings of the Society, the

Executive Committee, Board of Directors and all committees. He/she shall be the custodian of all corporate papers, documents and records of the Society, including such fiscal records or copies thereof, as originate or are filed with the Society. In addition, he/she shall perform such duties as ordinarily pertain to the office of Secretary or as may be assigned to the office by the Society or the Board of Directors.

Section 4: Board Committees and Executive Committee Meetings. The Executive Director shall, with the concurrence of the President, prepare the agenda for the meetings of the Board of Directors. Any thirteen (13) members of the Board of Directors, by written request to the Executive Director, may place an item on the agenda for a Board of Director's meeting.

Section 5: Reports. He/she shall keep the Board informed as to the activities of the Society, prepare such special reports as may be requested by the Board of Directors and make recommendations as to the affairs of the Society.

Section 6: Budgets. He/she shall prepare, or cause to be prepared, and submit to the Board of Directors all budget estimates, after review by the appropriate committees. He/she shall present an annual budget report to the membership at the annual meetings and shall make such reports to the Board at its regular meetings, which shall include actual expenditures compared to plan.

Section 7: Board Directives. He/she shall be responsible for implementing the directives and policies of the Board of Directors, unless otherwise specifically provided, and shall coordinate all activities of the Society and direct conduct thereof.

Section 8: Other Duties. He/she shall perform other duties not inconsistent with the duties of the office as the Board of Directors may require.

Article X

Memorial Committees

Section 1: Oklahoma Memorial Committee. There is hereby created, the Oklahoma Memorial Committee, consisting of the members of the Executive Committee of the Oklahoma Historical Society.

Section 2: Duties of the Oklahoma Memorial Committee. The Oklahoma Memorial Committee shall have the authority and responsibility of, and exercise the duties previously exercised by, the Jim Thorpe Memorial Commission, the Lynn Riggs Memorial Commission, the Elmer Thomas Memorial Commission and the Carl Albert Memorial Commission and may honor as it shall determine appropriate, other persons, places, events or institutions it deems important to the State of Oklahoma.

Article XI

Amendment of Bylaws

Section 1: Amendment. These Bylaws may be amended at any time by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors; provided, that notice of such proposed amendment has been given by mailing copies of such proposed amendment to each Board member, at least twenty (20) days prior to a regular or special meeting of the Board at which the

proposed amendment will be considered.

APPROVED AND ADOPTED AS AMENDED THIS 23D DAY OF OCTOBER 2002.

AMENDED BY THE BOARD OF DIRECTORS ON JULY 25, 2007.

AMENDED BY THE OHS MEMBERSHIP ON APRIL 18, 2013.