

BYLAWS OF
Historic City of Jefferson (HCJ)
As amended March 18, 2018

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Article I
INTRODUCTION

Section 1.01. **Name of the Organization.** The name of this organization shall be Historic City of Jefferson, Inc. It operates under the provisions of Section 501(c) (3) of the U.S. Internal Revenue Code.

Section 1.02. **Purpose of Bylaws.** These Bylaws constitute the code of rules adopted by the Historic City of Jefferson, Inc. (hereinafter HCJ) for the regulation and management of its affairs.

Section 1.03. **Purpose of Historic City of Jefferson.** In conjunction with the Articles of Incorporation, the purpose(s) of HCJ include the following:

1. To hold meetings and schedule other activities for education and information of members and the public.
2. To identify and record significant cultural resources representative of the City of Jefferson's historical, architectural, and archaeological heritage.
3. To provide technical assistance to encourage the identification, recognition, protection, and preservation of the City's significant cultural resources.
4. To protect and preserve the City's significant cultural resources through procurement, lease, purchase or donation of fee simple interest or any lesser interest and through stabilization, rehabilitation, or restoration.
5. To establish, operate and maintain historic properties or exhibits and land leased to or owned by the Historic City of Jefferson.

6. To accept donations of real property, money or other property for the above purposes and to invest and reinvest the same.
7. To establish a revolving fund for the specific purpose of leasing or conveying, in fee simple or any lesser interest, culturally significant properties, including adjacent and associated lands, to any person, firm, association, corporation or other organization under such covenants, deed restrictions, leases or other contractual arrangements as will limit the future use of the properties in such a way as to insure their preservation.

Article II OFFICE

Section 2.01. **Principal Office.** The principal office of HCJ will be located in Jefferson City, Missouri.

Section 2.02. **Location of Registered Office.** The location of the initial registered office of HCJ will be continuously maintained in the state of Missouri for the duration of HCJ, except that the Board of Directors may from time to time change the address of its registered office.

Article III MEMBERS

Section 3.01. **Membership.** Membership is open to any individual or organization wishing to support the purposes of the organization. Prospective members shall fill out an application prescribed by the Board and pay the annual dues established by the Board.

Section 3.02. **Membership Categories.** Membership categories shall be as follows: Individual, Family, Business, Lifetime and Honorary. Family members are entitled to two votes at the membership meetings, businesses one vote by a representative of the business, and others one vote.

Section 3.03. **Membership Privileges.** The Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, also be members of HCJ and shall have and exercise all the rights, privileges, powers and immunities of members thereof. The Board may, in its discretion, suspend the membership privileges of any member remaining in default of any financial obligation to the organization. The Board of Directors shall be constituted as provided by ARTICLE IV, below.

Section 3.04. **Membership Dues.** Dues shall be paid annually, on a calendar year basis, in amounts set by the Board for each category of membership, except that Life members, once established, shall owe no further dues.

Section 3.05. **Membership Meetings.** A business meeting for the entire membership shall be scheduled annually each year. Special meetings of the membership may be called by the HCJ President. A notice, stating the date, time, place, and purpose of the meeting shall be sent to the membership at least seven (7) days prior to the meeting. A quorum for membership meetings shall consist of ten (10) percent of the membership.

Article IV BOARD OF DIRECTORS

Section 4.01. **Board of Directors.** The Board of Directors shall be responsible for the execution, through the officers or other authorized persons, of the policies, resolutions, and decisions of the organization. Directors shall provide for audit of the financial records and

designate depositories. The President shall, by working with the Officers and Directors, set dates for the annual business and Board meetings.

Section 4.02. **Qualifications of Directors.** The qualifications for becoming and remaining a Director of HCJ is that the proposed Director must be over the age of eighteen (18) years, be a member in good standing of HCJ, and be interested in the furtherance of the purpose of HCJ.

Section 4.03. **Number of Directors.** The Board of Directors including officers shall be comprised fifteen (15) members.

Section 4.04. **Terms, Election of Directors, and Board Meetings.**

- a. Directors shall serve a two-year term. Directors shall serve staggered two-year terms, with four elected each year. A Director shall serve no more than ten (10) years in any twelve-year (12) period.
- b. Election of Directors shall be conducted at the annual business meeting. Nominations shall be made by a Nominating Committee appointed by the HCJ President. Nominations may also be made from the floor. Directors shall take office at the close of the annual business meeting, and shall serve until their successors are elected and take office.
- c. The Board of Directors shall meet at least eight (8) times per year at a time and place to be determined by the Board or President. Any member in good standing may attend Board meetings and/or bring issues to the Board. Only current officers and Directors are entitled to vote. Special meetings may be called by the President or by written request of a majority of Board members, with notice given to all Board members at least seven days before said meeting. All meetings of the Board or membership shall be governed by Roberts Rules of Order. A quorum for Board meetings shall consist of half, plus one, of the Officers and Directors then serving on the Board.

Section 4.05. **Removal of Directors.** Any Director may be removed from office by an affirmative vote of a 2/3 majority of the Board of Directors if said Director's actions are deemed not to be fulfilling the expected standard of attendance and participation for the position.

Section 4.06. **Vacancies on the Board.** Any vacancy on the Board shall be filled by appointment by the President and ratification of Board members for the unexpired term.

Article V
OFFICERS

Section 5.01. **Roster of Officers.** The Officers of HCJ shall be comprised of a President, Vice President, Secretary, and Treasurer.

Section 5.02. **Qualifications of Officers.** The qualifications for becoming and remaining an Officer of HCJ is that the proposed Officer must be over the age of eighteen (18) years, be a member in good standing of HCJ, and be interested in the furtherance of the purpose of HCJ. Those nominated for the positions of President and Vice President must have served as a Director, Secretary, or Treasurer for the prior twelve (12) months.

Section 5.03. **Selection and Terms of Officers.** Election of Officers shall be conducted at the annual business meeting. Nominations shall be made by a Nominating Committee

appointed by the HCJ President. Nominations may also be made from the floor. Officers shall take office at the close of the annual business meeting, and shall serve until their successors are elected and take office. The term of office shall be two (2) years. Officers shall serve not more than ten (10) years in any twelve-year (12) period.

Section 5.04. **President.** The President shall be Chief Executive Officer of the organization. The President shall preside at all meetings of the Board and membership, and shall see that orders and resolutions of the Board are carried out and perform all duties incident to the office of President. The President shall appoint committee chairs.

Section 5.05. **Vice President.** The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as assigned by the Board or President.

Section 5.06. **Secretary.** The secretary shall keep minutes of all meetings of the Board and membership, shall be the custodian of the corporate records, and shall send notice of meetings to the members and/or Officers and Board members. The Secretary shall perform all duties incident to the office of Secretary and such other duties as assigned by the Board or President.

Section 5.07. **Treasurer.** The Treasurer shall maintain custody of all funds and securities, keep full and accurate account of receipts and disbursements, and be responsible for depositing all funds received to the name and credit of the organization in such depositories as are designated by the Board. The Treasurer shall disburse the funds in accordance with the direction of the Board, shall render to the Board at each meeting or when the board requires, an account of all transactions and of the financial condition of the organization. The Treasurer shall render to the Board an annual report and shall submit the financial records to be audited by an auditor of the Board's selection. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as assigned by the Board or President.

Section 5.08. **Removal of Officer.** An Officer may be removed from office by an affirmative vote of a 2/3 majority of the Board of Directors if said Officer's actions are deemed not to be fulfilling the expected standard of attendance and participation for the position.

Article VI COMMITTEES

Section 6.01. **Appointment of Committees.** The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. The President shall appoint chairs to all committees. Committees will not usurp the authority of the Board of Directors in reference to any of the following:

- a. Filling of vacancies on a committee.
- b. Adoption, amendment or repeal of any resolution of the Board of Directors.
- c. Action on matters committed by the Bylaws or resolution of the Board of Directors to another Committee.

Furthermore, the creation of such Committee or Committees shall not operate to relieve the Board of Directors, any individual Director, of any responsibility imposed on such personnel otherwise by law.

Section 6.02. **Standing Committees.** The President shall appoint the following standing committees: Membership, Education and Programs, History and Documentation, Publicity, Special Events, Finance, and Revolving Fund. All committees shall function in coordination with

the President and Board, and the President shall be an ex officio member of all committees. A Director shall be appointed as a consultant for each committee.

a. Membership. Membership shall be responsible for activities related to membership promotion and membership maintenance. Activities include but are not limited to planning events, recruitment strategies, and promotions. Responsibilities include providing leadership for membership drives and oversight of maintaining a current membership roster.

b. Education and Programs. Education and Programs shall be responsible creating and planning programs, meetings, and/or activities that expand knowledge of and appreciation for the heritage of the city for adults and youth of the community. Projects include, but are not limited to, history classes and art and essay contests. This includes, but is not limited to, securing the date, location, refreshments, guest speakers, volunteers, and other arrangements for the events.

c. Publicity. Publicity shall be responsible for publicizing past and future programs, special events and other activities of the organization. Various media may be utilized. Publicity committee shall assist with other committees, as requested. Committee members will include the designated photographer, the newsletter editor, and the webmaster.

d. History and Documentation. History and Documentation shall be responsible for written documentation related to the community and local historical preservation. Written documentation includes continuing photography and research for completion of books in the State Archives, recording properties within Jefferson City, and assistance with the preparation of applications and grants, as requested.

e. Special Events and Awards. Special Events and Awards shall be made up of the Board of Directors, with subcommittees designated as required to carry out specific events. Special Events and Awards include, but are not limited to, the annual business meeting, the annual Homes Tour, specific awards (ie. Preservation Pioneer, Volunteer of the Year) and other fundraising activities. This includes, but is not limited to, securing the date, location, refreshments, guest speakers, volunteers, and other arrangements for the event. The Publicity Committee shall be consulted regarding publicity of the event.

f. Finance. Finance shall be responsible for the management and advisement of fiscal transactions, including, but not limited to, annual budget preparation, review of special event costs, fund raising budgets, and monthly Treasurer's reports. The Finance committee shall be consulted regarding participation in restoring and/or acquiring real estate property. Committee members will include the Treasurer.

g. Golden Hammer Award. Golden Hammer Award shall be responsible for presenting candidates for the Golden Hammer Award to the Board of Directors for approval prior to selection. The committee will schedule a date for presenting the award to the homeowners, document the history of properties designated for the award, and coordinate media coverage of the presentation of the award and the property history.

h. Oral History. The Oral History committee shall be responsible for the recording of oral history and the documentation of such histories. These shall be related to the community and local historical events. The Oral History program includes training of interviewers plus scheduling and conducting interviews with residents to preserve memories of earlier days. It is intended that these histories be available to the public.

i. Revolving Fund. The Revolving Fund Committee (RFC) will serve two main purposes. The first includes involvement in the purchase of property for HCJ. This

involvement may include suggestions for property purchase and/or oversight for the renovation of purchased or donated property. The second includes involvement in providing funds to the public in conjunction with established programs whose purpose is the renovation or preservation of older properties (properties that are 50 years or older). RFC may be assigned additional duties related to property. Recommendations from the RFC will be presented to the HCJ Board for consideration. Committee members will include the Treasurer or a member of the Finance Committee.

Article VII OPERATIONS

Section 7.01. **Fiscal Year.** The fiscal year of HCJ shall be the calendar year.

Section 7.02. **Books and Records.** HCJ will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors. HCJ will keep at its registered office the original or a copy of the Articles of Incorporation (serving as the Constitution) and its Bylaws including amendments to date certified by the Secretary of HCJ.

Section 7.03. **Inspection of Books and Records.** All books and records of HCJ may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Section 7.04. **Annual Report.** A report of the activities and programs of HCJ shall be presented to the membership of the Historic City of Jefferson, Inc. (HCJ) at the HCJ annual meeting.

Section 7.05. **Nonprofit Operations--Compensation.** HCJ will not have or issue shares of stock. No dividend will be paid, and no part of the income or assets of this Corporation will be distributed to its Directors, or Officers. However, HCJ may contract in due course with Officers, or Directors for services rendered. No substantial part of the HCJ's funds may be used to influence legislation, nor shall the organization participate in any campaign for public office.

Section 7.06. **Loans to Management.** HCJ will loan no money to any of its Directors or Officers.

Section 7.07. **Designated Contributions.** The Officers of the HCJ may accept on its behalf, in accordance with the policies and procedures set by the Board of Directors, any designated contribution, grant, devise or bequest consistent with its general tax-exempt purposes, as set forth in the corporation's Articles of Incorporation.

Section 7.08. **Management of Funds and Investments.** All funds of HCJ shall be deposited in such banks, trust companies, or other depositories as the Board of Directors may select and shall be managed according to the Investment Policy and Guidelines approved by the Board. The Board may establish special funds in which donations accepted for specified purposes may be held.

Section 7.09. **Dissolution of Organization.** In event of dissolution of HCJ, its assets, upon direction of the Board of Directors, shall be distributed to local organizations with goals similar to those of HCJ.

Article VII INDEMNIFICATION

Section 8.01. **Indemnification.** HCJ shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

a. *Third Party Actions.* Whether civil, criminal, administrative, or investigative, other than one by or in the right of HCJ to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, Officer, employee, or agent of HCJ, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney fees through appeal, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of HCJ, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of HCJ or that he or she had reasonable grounds for belief that such action was unlawful.

b. *Derivative Actions.* By or in the right of HCJ to procure a judgment in its favor by reason of his or her being or having been a Director, Officer, employee, or agent of HCJ, against the reasonable expenses, including attorney fees through appeal, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of HCJ. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to HCJ unless, and only to the extent that, the Court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

c. *Mandatory Indemnification.* To the extent that a Director, Officer, employee, or agent of HCJ has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he or she shall be indemnified against the reasonable expenses, including attorney fees through appeal, actually and necessarily incurred by him or her in connection therewith.

d. *Procedure for Indemnification.* If a determination is made that indemnification of a Director, Officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held, such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of the Directors who were not parties to such action, suit, or proceeding.

Section 8.02. **Expenses.** HCJ shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (d) of Section 9.01 above upon receipt of an undertaking by or on behalf of a Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by HCJ as authorized in this section. This provision shall not be deemed to constitute a loan to such person.

Section 8.03. **Insurance.** HCJ may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of HCJ against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not HCJ would have the power to indemnify him or her against such liability under the provisions of Section 9.01 above.

Section 8.04. **Scope of Article.** HCJ shall indemnify any person, if the requirements of Sections 9.01 and 9.02 are met, without affecting any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of HCJ and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of HCJ shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this section.

Article IX
HISTORIC CITY OF JEFFERSON LOGO

Section 9.01. **HCJ Logo.** The HCJ logo shall display the name of the organization in a form the Board of Directors shall prescribe from time to time. Upon adoption by the Board, the logo shall be used consistently on all promotional materials and official documents.

Article X
AMENDMENTS

Section 10.01. **Amendments.** HCJ by-laws, may be amended, altered, or repealed at the annual meeting of the membership, by a two-thirds vote of the members present. The general membership shall be notified at least thirty (30) days in advance of the meeting that amendments are to be considered at said meeting. The exact wording of the changes proposed shall be made available to the general membership prior to and during the annual meeting.

*Amended draft presented to and accepted by the HCJ Board of Directors, February 14, 2013.
Amended draft Adopted and Executed by the HCJ membership, March 10, 2013.*

*Amended draft presented to and accepted by the HCJ Board of Directors, January 13, 2018.
Amended Draft Adopted and Executed by the HCJ membership, March 18, 2018.*