

CONSTITUTION and BYLAWS
Friends of the Oktibbeha County Heritage Museum
Starkville, Mississippi

ARTICLE I - Name and Role

- Section 1. The name of this organization shall be the Friends of the Oktibbeha County Heritage Museum.
- Section 2. The Oktibbeha County Heritage Museum (herein identified as "Museum") and the Friends of the Oktibbeha County Heritage Museum (herein identified as "Friends") shall be independent of each other.
- Section 3. The Museum Trustees and the Friends shall cooperate closely; however:
- A. A member of the Museum Trustees may not serve concurrently on the Friends Board, and vice versa.
 - B. Museum Trustees may be Friends members and are encouraged to join Friends organization.
 - C. Museum Trustees may be Friends volunteers, but they may not chair Friends committees.

ARTICLE II – Incorporation

- Section 1. The Friends of the Oktibbeha County Heritage Museum shall be incorporated as a nonprofit organization.
- Section 2. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- Section 3. To form and maintain an association to be known as Friends of the Oktibbeha County Heritage Museum, Inc., and to admit members on such terms and conditions as the Bylaws may provide and especially to engage in the following activities to the extent permitted and in the manner permitted as a Section 501 © (3) organization:
- MISSION STATEMENT: The Friends organization shall support the Museum as it promotes an appreciation and understanding of the history and heritage of Oktibbeha County and its people and as the Museum preserves and interprets its artifacts.

The PURPOSE of the Friends of the Museum shall be:

- A. To assist the Museum Trustees as it manages the Museum's operation, as requested.
- B. To increase Museum participation by increasing awareness of the Museum and

- stimulating interest in it.
- C. To encourage public and private financial support for the Museum through Friends' dues.
 - D. To use membership funds to provide additional money for supplies, equipment, and services for the Museum.
 - E. To encourage and provide the opportunity to establish gift memorials.
 - F. To stimulate volunteer service for the Museum.
 - G. To assist in Museum-sponsored activities, when requested.
 - H. To help attract appropriate artifacts from Oktibbeha County for the Museum to preserve.
 - I. To keep the public informed of the role of the Museum in the community.
 - J. To provide the public with an understanding of the Museum's purpose, limitations, difficulties, opportunities, and responsibilities.
 - K. To build a greater realization of the importance of the Museum to the continued development of the community.
 - L. To serve as a medium to become acquainted with those who share a mutual enthusiasm for history and culture.
- Section 4. In furtherance and not in limitation of the powers of this corporation, it shall be lawful to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer, or in any manner dispose of property.
- Section 5. In general, to carry on any other activities in connection therewith not forbidden by the laws of the State of Mississippi and with all the powers conferred upon corporations by the laws of the State of Mississippi, all in accordance with the requirements imposed on organizations described in Section 501 (c) (3) of the Code. No part of the net earnings of the corporation shall inure, in whole or in part, to the benefit of any contributor, director, officer, member, or other private individual or person.
- Section 6. Political Neutrality. No part of the activities of the corporation shall involve attempting to influence legislation by propaganda or otherwise or directly or indirectly participating in or intervening in (including publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office or activities that would cause the corporation to be an "action" organization as defined in Treasury Department regulations under Section 501 (c) (3) of the Code.
- Section 7. **DISSOLUTION.** Upon the dissolution of the organization, assets shall be distributed of one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be

disposed of by the Court of Common Pleas of the county in which the principal officer of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - Membership

- Section 1. Membership in this organization shall be open to all individuals and organizations. The organization's policy on discrimination shall be consistent with that of the State of Mississippi.
- Section 2. Voting membership in the organization is contingent upon payment of annual dues. Section 3. Annual membership is from January through December. Friend's dues are payable in January but will be accepted at any time during the year.
- Section 4. The categories and rates for dues shall be decided by the Friends Board of Directors.

ARTICLE IV - Board of Directors

- Section 1. The Board of Directors shall consist of a minimum of 8 members and a maximum of 12 members.
- Section 2. The Board shall be responsible for all policies and activities of the Friends.
- Section 3. A member of the Board must be a member of the Friends organization
- Section 4. Board members shall be elected for a 3-year term, with option to serve a second term. After an absence of 1 year, an individual may return to the Board.
- Section 5. A rotation schedule shall be followed, with part of the Board rotating off each calendar year.
- Section 6. Fifty percent plus one of Board members shall constitute a quorum. A quorum must be present for the Board to take any action. A majority vote of those present shall approve or disapprove all issues considered.
- Section 7. The Board shall meet quarterly and at other times the President deems necessary.
- Section 8. Any Board member who misses three consecutive meetings without an excuse shall be dropped automatically from the Board. Those wishing to be excused shall notify the President or the Secretary before the meeting.
- Section 9. The President shall appoint at the summer meeting a Nominating Committee to present Board membership nominations at the fall meeting for a vote by the Board at the fall meeting.
- Section 10. To fill vacancies, additional Board members may be appointed at any time by a vote of the Board.

- Section 11. Board members shall not receive compensation for their efforts.
Section 12. The Chair of the Museum Trustees shall be ex-officio, non-voting member of the Friends Board.

ARTICLE V – Officers

- Section 1. Officers shall be composed of a President, Vice President, Secretary, and Treasurer. The officers shall perform the duties prescribed in these Bylaws.

A. President

1. Set agendas and preside at meetings.
2. Notify Board members of meetings.
3. Coordinate activities of the Friends.
4. Be active in public relations between the Friends and the community.
5. Be an ex-officio member of all committees except the Nominating Committee.
6. Appoint Chairs of Standing Committees and Ad hoc Committees from among Friends Board members.
7. Appoint at the summer meeting a Chair plus two other Board members for a Nominating Committee.
8. Ensure that all pertinent papers are properly written, filed, or submitted.
9. Have authority with the Treasurer to sign the checks of the organization.
10. Serve, or appoint a Board member, as a nonvoting liaison to the Museum Trustees: to attend Trustees meetings to apprise the Museum Trustees of Friends' activities and to report Museum business to the Friends Board.

B. Vice President

1. Preside at Board meetings in the absence of the President.
2. Assist the President in all duties, as requested.
3. Succeed automatically to President should the President be unable to complete the term of office.

C. Secretary

1. Keep attendance records.
2. Take minutes of all meetings of the Board.
3. Keep and distribute minutes to Board members.
4. Be the custodian of Board records.
5. Conduct Friends correspondence as needed.

D. Treasurer

1. Receive and deposit all dues, donations, and funds received by the Friends.
2. Disburse funds on approval of the Board.

3. Present a financial report at quarterly Board meetings.
4. Present a Financial Statement for audit and review annually.

E. Membership

1. Maintains membership list and records of donations provided through the membership drive.
2. Sends thank you notes to individuals who make donations.
3. Notifies membership of upcoming events.

Section 2. The term for the officers shall be 2 years and limited to two consecutive terms.

Section 3. Nominations for officers shall be presented and officers elected at the fall quarterly Board meeting, with those elected members to assume office in January.

Section 4. Vacancies in the office of Vice President, Secretary, and Treasurer shall be filled by the President, with approval of the Board, until the next regular election.

ARTICLE VI – Committees

Section 1. The President shall appoint the Chairs of all Standing and Ad hoc Committees.

Section 2. Ad hoc Committees shall be appointed as needed.

Section 3. Members of the Friends organization may serve on Board committees. Only Board members may serve as Committee Chairs.

ARTICLE VII - Meetings

Section 1. The Board shall meet quarterly and for special called meetings as needed.

Section 2. The President shall notify Board members of Board meetings.

ARTICLE VIII – Amendments

The Bylaws may be revised by the affirmative vote of the majority of the Board present.

ARTICLE IX - Parliamentary Authority

"Robert's Rules of Order" shall be used as authority in matters not covered by the Bylaws.

Adopted May 15, 2008, by the Friends Board of Directors

Amended June 9, 2022 by the Friends Board of Directors