

Constitution and By-Laws of the Missouri Council for History Education

Article I. Name

This association shall be known as the Missouri Council for History Education (henceforth, Council), an independent, statewide organization that supports the principles of the National Council for History Education, a national organization promoting excellence in history education.

Article: II. Purpose and Goals

Section 1. The mission of Council is to promote and improve instruction in history at the elementary and secondary levels throughout the State of Missouri.

Section 2. The goals of the organization are:

a. To promote and advance the teaching and learning of history in grades K-12 in the state of Missouri.

b. To encourage and support the development and implementation of effective history curricula.

c. To serve as a resource to history teachers and administrators.

d. To promote and encourage professional collaboration among history educators including higher education faculty, cultural institutions and other organizations committed to history education.

Section 3. This organization is organized exclusively for educational purposes under section 501(c) (3) of the Internal Revenue Code.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to

which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III. Membership and Dues

Section 1. Membership is open to all persons interested in the mission of the Council. The organization actively seeks members who represent the diversity of the state.

Section 2. Dues paying members of the National Council for History Education wanting to affiliate with Council may do so.

Section 3. Interested persons may join only the state organization at a reduced rate determined by the Board.

Section 4. Membership dues will be determined by the Board of Directors (henceforth, Board).

Section 5. The Council shall hold an annual meeting open to the membership for the purpose of conducting any other business identified by the Board.

Section 6. The Board reserves the right to deny membership to any individual or organization whose beliefs and objectives conflict with the basic principles of the National and Missouri Council for History Education. Denial of membership is at the discretion of the Board of Directors.

Article IV. Board of Directors

Section 1. The Board shall establish all policies and procedures for the organization including those related to setting organizational goals, providing for the organization's management and evaluating the organization's effectiveness.

Section 2. The Board shall consist of not less than seven nor more than twelve members (the number to be determined from time to time by a resolution of the Board duly adopted at a Board meeting). Board members shall be comprised of: K-12 public school history educators, staff of institutions of higher education, private and parochial school history educators, university and college educators involved in teacher education, public institution staff associated with history, and others interested in history education. The Missouri representative of the National Council for History Education shall be an *ex officio* member of the Board of Directors. The NCHE Representative will be a voting member and shall be in addition to the twelve board members.

Section 3. Board members shall serve three year terms (except two- thirds of the initial Board) and may serve consecutive terms with the concurrence of the Board.

Section 4. Annually, by mailed ballot, new Board members will be elected equal to the number of members whose term has expired. Persons initially elected to the Board will serve one, two or three year terms in order to institute the election of approximately one third of the Board each year.

Section 5. In the event of a Board vacancy, the Board may elect a successor to fill the unexpired term.

Section 6. The Board, by a two-thirds majority of those present at any meeting, may vote to remove from the Board any member who has failed to attend meetings regularly, or for other good cause, after due notice has been given to the member in question.

Article V. Meetings of the Board

Section 1. The Board shall hold at least four regular meetings annually at a time and place determined by the Board.

Section 2. Special meetings of the Board may be held whenever called by the President, Vice President or two thirds of the Board members.

Section 3. Notice of and an agenda for all regular and special meetings will be mailed or emailed to all Board members at least one week in advance of the meeting.

Section 4. One-third of the members of the Board shall constitute a quorum at any meeting. Unless otherwise provided in this constitution, the action of a majority of those present at a meeting at which a quorum is present shall be the action of the Board.

Article VI. Officers

Section 1. The officers of the Council shall consist of a president, vice president, secretary and treasurer and such other officers as may be deemed necessary by the Board of Directors.

Section 2. A slate of officers prepared by a nomination committee annually appointed by the Board will be present its slate by mail to all Council members for vote. Each officer shall hold office for a one year term. No officer may hold the same office for more than four consecutive terms except by a vote of three fourths of the Board of Directors.

Section 3. Any vacancy in an office may be filled by the Board of Directors at any regular or special meeting of the Board.

Section 4. Any officer may be removed from office by a two-thirds vote of the Board of Directors.

Section 5. The duties of the officers are as follows:

a. The President is the chief executive officer of the Council and, subject to the direction of the Board, will supervise the affairs and property of the Council. He/she will execute all instruments and contracts of the Council authorized by the Board, will preside at all meetings of the Board, will be an ex officio members of all committees the Board might form and will be the Council's spokesperson.

b. The Vice President will assume the duties of the President and exercise the powers of the President in his or her absence, or in the event of a vacancy in such office. The Vice President will perform such other duties as from time to time may be assigned by the President or the Board.

c. The Secretary will keep a record of the proceedings of all meetings of the Board. The secretary will give notice of all meetings of the Board and will be responsible for general correspondence of the Board. The Secretary shall perform such duties as from time to time may be assigned by the President or the Board.

d. The Treasurer will have charge of all funds of the Council, which will be kept in such accounts as may be designated by the Board. The Treasurer will be responsible for the maintenance of appropriate books and records for the Council and the preparation of quarterly financial statements. He/she will present detailed financial reports to the Board as requested. The Treasurer will perform such other duties as from time to time may be assigned by the President or the Board.

Article VII Committees of the Board

Section 1. The standing committees of the Board of Directors are: a) Nominating, b) Program and c) Communications. The Board may form ad hoc committees as it may be deemed necessary. All committees may be "committees-of-the-whole."

Section 2. The Chairs of all committees shall be appointed by the President. Each chair will provide an annual report in a manner and at a time specified by the President.

Article VIII. Non-Discrimination

The Council will be operated on a non-discriminatory basis. It will not discriminate on the basis of gender, race, national origin, religion or sexual preference or any other basis prohibited by law.

Article IX. Conflict of Interest

Section 1. Purpose The purpose of this article on conflict of interest is to protect the Council's interest when it is contemplating entering into a transaction or arrangements

that might benefit the private interest of an officer or director of the Council or might result in a possible excess benefit transaction. This article is intended to supplement but not replace and applicable federal or state laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Persons Any director, officer or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined in Section 2 of this Article, is an interested person.
- b. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - 1) An ownership or investment interest in any entity with which the Council has a transaction or arrangement,
 - 2) A compensation arrangement with the Council or with any entity or individual with which the Council has a transaction or arrangement, or
 - 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Council is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3 b a person who has a financial interest may have a conflict of interest only if the Board of Directors or duly constituted committee of the Board decides that a conflict of interest exists.

Section 3 Procedures

- a. Duty to Disclose In connection with any actual or possible conflict of interest, interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 - 1) An interested person may make a presentation at the Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2) The President of the Board or chairperson of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3) After exercising due diligence, the Board or committee shall determine whether the Board can obtain with reasonable efforts a more advantageous

transaction or arrangement form a person or entity that would not give rise to a conflict of interest.

- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Council's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Article

- 1) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Records of Proceedings The minutes of a meeting of the Board or committee shall contain:

- a. The names of the persons disclosed or otherwise were found to have a financial interest in the connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to the members' compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction included compensation matters and who receives compensation directly or indirectly, from the Council, either individually or collectively, is prohibited from providing information to and committee regarding compensation

Section 6 Annual Statements Each director, officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Council is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 Periodic Reviews To insure the Council operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Council's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purpose and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 Use of Outside Experts When conducting the periodic reviews as provided for in Section 7, the Board may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Article X. Indemnification

Section 1. The Council, except as provided in Section 2 of this Article, will indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether criminal, civil administrative, or investigative, including without limitation any action by or in the right of the Council, by reason of the fact they were or are an officer or director of the Council or who is or was serving as an officer or director at the request of the Council as a director, officer, agent, employee, partner, trustee of another corporation, partnership, joint venture, trust or other enterprise; against expenses, including attorneys' fees, judgments, fines, taxes and amounts paid in settlement, actually and reasonably incurred by them in connection with such action, suit, or proceeding if such person's conduct is not finally adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct. The right to indemnification conferred in this Article will be a contract right and will include the right to be paid by the Council the expenses incurred in defending any actual or threatened civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the President to repay such amount if it is ultimately determined that they are not

entitled to be indemnified by the Council as authorized in this Article. Such right will survive any amendment or repeal of this Article with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The Council may, by action of the Board of Directors, provide indemnification to employees and agents of the Council with the same scope and effect as the forgoing indemnification of officers and directors.

Section 2. If a claim under Section 1 of this Article is not paid in full by the Council within 30 days after a written claim has been received by the Council, the claimant may at any time thereafter bring suit against the Council to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to also be paid the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Council) that the claimant has not met the standards of conduct which make it permissible under the General and Business Corporation Law of Missouri or the General Nonprofit Corporation Law of Missouri for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Council. Neither the failure of the Council (including the Board of Directions or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set for the in the General and Business Corporation Law of Missouri or the General Nonprofit Corporation Law of Missouri, nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee, partner, trustee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

Section 4. The Council may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee, partner, trustee or agent for another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them or and incurred by them in any such capacity or arising out of their status as such, whether or not the corporation would have the power to indemnify them against such liability under the provisions of this Article.

Section 5. For the purposes of this Article, references to the “Council” include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer or employee or agent of such constituent corporation as or is or was serving at the request of such constituent corporation as a director, officer, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust or other enterprise will stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as they would if they had served the resulting or surviving corporation in the same capacity.

Section 6. For purposes of this Article, the term “other enterprise” will include employee benefit plans; the term “fines” will include any excise taxes assessed on a person with respect to any employee benefit plan; and the term “serving at the request of the Council” will include any service as a director, officer, employee, partner, trustee or agent of, or at the request of, the Council which imposes duties on, or involves services by, such director, officer, employee, partner, trustee or agent with respect to an employee benefit plan, its participants and beneficiaries..

Section 7. In the event any provision of this Article is held invalid by any court of competent jurisdiction, such holding will not invalidate any other provision of this Article and any other provisions of this Article will be construed as if such invalid provision had not been contained in this Article. In any event, the Council will indemnify any person who is or was a director, officer, of the Council, or is or was a director, officer, of the Council who is or was serving at the request of the Council as a director, officer, agent, employees, partner or trustee another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted under Missouri law, as from time to time in effect.

Section 8. The provisions of this Article can be altered, amended or repealed only upon the affirmative vote of two-thirds of the whole Board of Directors at a meeting duly called, the notice of which will set forth the terms of the proposed actions to be taken with respect to this Article.

Article XI. Amendments

This constitution and by-laws may be amended at a regular or special meeting by a three quarters vote of members of the Board of Directors.

Article XII Dissolution

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue 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.