

AMENDED AND RESTATED

BYLAWS OF History Nebraska

Section I. Name and Object

The legal name of this association shall be the Nebraska State Historical Society and, as provided for in Neb. Rev. Stat. §82-101; it is an agency of the state. The association shall do business as History Nebraska. Its object shall be to promote the study and understanding of the history of Nebraska as provided in its mission statement and as authorized by law. History Nebraska shall have all the authority granted to it by law.

Section II. Membership

Membership in History Nebraska shall be open to all persons interested in the accomplishment of its purposes. Classes of membership, the process of application for and acceptance of a membership, dues if any, the term of a membership, the benefits of a membership class, whether to recognize joint membership with other organizations and the terms of that membership, and whether a discount may be applicable to the cost of one or more classes of membership may be determined by the Board by resolution.

Section III. Meetings of Members

Annual meetings of the membership of History Nebraska shall be held at such time and place, not less frequently than once per calendar year, as may be determined by the Board of Trustees, at least one hundred eighty (180) days prior to the date of the annual meeting. Special meetings of the membership of History Nebraska may be called by the president at his or her discretion and shall be called by the secretary on the written request of five (5) members of the Board of Trustees or of fifty (50) members of History Nebraska. No other business shall be transacted at special meetings than that specified in the call therefore. Notice of all meetings of the membership shall be mailed or delivered electronically to all voting members at least ten (10) days before the date of such meeting. The right to take part in the proceedings of meetings of the membership shall be confined to members with the right to vote. Fifty (50) members with the right to vote shall constitute a quorum at a meeting of the membership, but a lesser number may adjourn the meeting to a subsequent date.

Section IV. The Board of Trustees

(1) The Board of Trustees consists of twelve (12) members elected by the History Nebraska membership and three (3) members appointed by the Governor of the state of Nebraska. Four (4) trustees are elected from each Nebraska congressional district, and one (1) trustee is appointed by the Governor from each Nebraska congressional district. If congressional district boundaries are altered or the number of congressional districts

is increased or decreased, the Board of Trustees shall be adjusted as provided by law.

(2) **Qualifications** All members of the nominating committee, all members signing a nominating petition, and all members who are entitled to cast a ballot must be active members of the society who are in good standing. A member shall be considered in good standing when the member has fulfilled all requirements for membership. All general and other specified classes of members shall be eligible to vote for election or to be chosen as an officer or trustee or to serve as a member of the nominating committee. Only nominees named on the ballot shall be eligible for election.

(3) **Terms of the Trustees** Trustees are appointed or elected for three year terms. The term of each trustee shall begin on January 1 of the year following the year of his or her election or appointment and shall end on December 31 of the final year of the term to which the member was elected or appointed.

(4) **Term Limits** No trustee shall be eligible to serve for more than two full consecutive three-year terms but may be eligible for election or appointment to the Board of Trustees after having not served for at least a period of three years.

(5) **Vacancy** In the event a vacancy occurs on the Board of Trustees, the Board of Trustees shall fill the position of an elected trustee for the remainder of the unexpired term and the Governor shall fill the position of an appointed trustee for the remainder of the unexpired term.

(6) **Removal** If any elected member is absent from three (3) consecutive regular meetings of the Board of Trustees, except for good cause as determined by the Board of Trustees, or by consent of the Board of Trustees, the Board of Trustees may request that the member resign his or her position on the board or in the case of a gubernatorial appointment, it may request the Governor to appoint a replacement.

(9) **Nomination for Election**

(a) *By Committee* A nominating committee comprised of society members, one from each of the congressional districts, shall be appointed each year by the president of the Board of Trustees with the approval of the Board of Trustees. Such appointments shall be made at least one hundred twenty days prior to the date of the annual meeting of the members. The nominating committee shall file, in writing, its slate of nominees for trustee with the secretary of the society not later than ninety days prior to the date of the annual meeting.

(b) *By Petition* Thereafter, additional nominations may be made for trustee by written petition filed by not less than twenty-five active members of the society, which petition shall be filed with the secretary of the society not later than sixty days prior to the annual meeting.

(c) *Petition of Committee* Nominees Candidates nominated by the nominating committee shall file a similar petition

(10) **Balloting** Not later than thirty days prior to the date of the annual meeting, the secretary of the society shall deliver a ballot listing the names of the nominees to the active members of the society eligible to vote, to be marked by the members and returned to the secretary. The ballot shall be mailed or sent electronically. All returned ballots, whether sent electronically or by mail, must be received by the secretary at least ten days prior to the date of the annual meeting in order to be counted. The Board of Trustees shall adopt a system of ballot certification ensuring a secret ballot and that the person submitting the ballot is a society member entitled to vote.

(11) **Counting Ballots** The returned ballots shall be counted by the secretary of the society, and the names of the successful candidates shall be announced at the annual meeting. The ballots and other records of the election shall be retained for one year following the election and shall be available for inspection.

(12) **Successful Candidate** The candidate for a particular trustee post receiving the highest number of votes shall be declared elected even though such votes do not constitute a majority of the votes cast for such post. When two trustees are elected from a congressional district for a certain term, those declared elected shall be the two receiving the highest number of votes cast for such term, even though one or both fail to receive a majority of the votes cast for such term.

(13) **Remuneration** Members of the Board of Trustees shall serve without pay. The trustees shall receive remuneration for travel and expenses incurred while engaged in the business of the society.

(14) **Emeritus Trustees**

(a) There is established the honorific title of Emeritus Trustee of History Nebraska.

(b) Any elected or appointed History Nebraska Trustee, upon honorably completing his/her term of service as a Trustee of History Nebraska may, upon his or her written request and the approval of the Board of Trustees then in office, be granted the title, Emeritus Trustee of History Nebraska.

(c) An Emeritus Trustee shall hold such title so long as the Emeritus Trustee maintains an active membership in History Nebraska.

(d) Emeritus Trustees shall have all the rights and privileges of the class of membership they maintain in History Nebraska, including the right to attend open meetings of the Board of Trustees.

(e) Emeritus Trustees are not voting members of the Board of Trustees, nor are they eligible for the reimbursement of their expenses for serving as Emeritus Trustees.

(f) Emeritus Trustees may stand for election to the Board of Trustees, be appointed to fill out the term of a Trustee or accept the Governor's appointment to the Board of Trustees insofar as such action(s) are consistent with all sections of these bylaws.

Section V. Powers and Duties of the Board of Trustees

(1) To establish a date, time, and location for an annual meeting of the society and promulgate same and to elect annually from among their number a president, a first vice president, a second vice president, and a treasurer;

(2) To adopt bylaws not inconsistent with state statutes for their own governance and to administer the society in the interests of preserving the rich heritage of this state and its people;

(3) To select a Director or Chief Executive Officer who shall also serve as secretary to the Board of Trustees, and to prescribe the director's duties and responsibilities;

(4) To create a general membership class which shall be open to all persons interested in the accomplishment of the purposes of the society, and the active members of such class shall be eligible to vote and shall not be required to pay membership dues;

(5) To create such other classes of membership in the society as the board deems desirable, to determine the qualifications for such classes of membership, and to set the fees to be paid for such memberships;

(6) To create such committees as the board deems advisable and delegate to the committees those functions which aid in the efficient administration of the affairs of the society;

(7) To, according to appropriate museum and archival standards, collect, assemble, preserve, classify, and exhibit, where appropriate, all books, pamphlets, maps, manuscripts, newspapers, photographs, business records, personal papers, diaries, architectural records, works of art, films, videotapes, machine-readable records, museum, archaeological, and ethnographic specimens, and all other objects regardless of physical form that serve to illustrate the history of Nebraska and the Great Plains in particular, or of western America in general;

(8) To ensure that the collections and properties of the society are maintained in good order and repair;

(9) To accept, receive, and administer in the name of the society any gifts, donations, properties, securities, bequests, and legacies that may be made to the society. Notwithstanding any provisions to the contrary, the Nebraska State Historical Society may accept a gift of any property other than real estate without prior permission of any other governmental entity, including the Governor;

(10) To contract and enter into agreements necessary to effectuate the objects and purposes of the society;

(11) To sell, exchange, or otherwise dispose of books, museum objects, or other property in the society's collections that are surplus, duplicate, outside the scope of the society's mission, or which lack research, educational, or exhibit value on account of damage or insufficient documentation. Such sums as are derived from the sale or disposition of property that is surplus, duplicate, outside the scope of the society's mission, or which lacks research, educational, or exhibit value on account of damage or insufficient documentation shall be remitted to the State Treasurer for credit to the Nebraska State Historical Society Collections Trust Fund, which fund is hereby established. The fund shall be administered by the society. The fund shall be used, in accordance with appropriate

museum and archival standards, exclusively for the acquisition, preservation, or restoration of the society collections;

(12) To disseminate and interpret the results of the society's research through publications, exhibitions, reports, public programs, and all other appropriate methods which will promote the study, understanding, and appreciation of Nebraska history; and

(13) To adopt and promulgate all policies, rules, and regulations, not inconsistent with law, that are necessary to implement the objects and purposes of the society.

Section VI. Officers of the Board of Trustees

(1) At the last meeting of the Board of Trustees in each calendar year, the trustees shall elect from their incoming and continuing membership a president, a first vice-president, a second vice-president, and a treasurer who shall be the officers of History Nebraska and of the Board of Trustees. The term of office shall be one (1) year, to take effect January 1 following the election, and any trustee elected to office may be reelected to and serve in office so long as the individual is a member of the Board of Trustees.

(2) Vacancies in any of the offices may be filled by the Board of Trustees for the period until the next annual meeting. Officers shall serve until their successors are elected or appointed. The elected and appointed members of the Board of Trustees shall be regular members of the Board of Trustees and shall be entitled to vote on all matters presented to the Board of Trustees.

(3) The duties of the president shall be to preside at meetings of History Nebraska and of the Board of Trustees, to appoint committees authorized by the Board of Trustees, and to perform such other duties as may be prescribed by law. In the absence of the president, the first vice-president shall perform the duties of the president. In the absence of the president and the first vice-president, the second vice-president shall perform the duties of the president.

(4) The treasurer shall have such duties as may be prescribed by law or by the Board of Trustees.

(6) Any officer of the Board of Trustees shall perform such additional or different duties as may from time to time be imposed by the Board of Trustees or prescribed by the bylaws.

Section VII. Meetings of the Board of Trustees

Meetings of the Board of Trustees shall be held at least quarterly and at such time or place as may be determined in advance by the Board of Trustees and in accordance with state statutes, including public notice and open meeting laws. Special meetings of the Board of Trustees may be called by the president or the director of History Nebraska, with approval of the president, or shall be called by the director upon written request by five (5) members of the Board of Trustees. Eight (8) members shall constitute a quorum for the

transaction of business of the Board of Trustees but a lesser number may be authorized to adjourn the meeting.

Section VIII. Secretary to the Board of Trustees

The Board of Trustees shall elect, by ballot, a director or chief executive officer who shall also serve as secretary to the Board of Trustees. The term of office of the director or chief executive officer shall be at the pleasure of the Board of Trustees. The director or chief executive officer shall, with the president, make an annual report to the Governor as required by law, keep the minutes of the meetings of History Nebraska and of the Board of Trustees, conduct correspondence of History Nebraska, collect dues of History Nebraska and be in charge of the management and administration of History Nebraska, subject only to the direction of the Board of Trustees and state law. The director or chief executive officer shall keep a detailed account of receipts and disbursements which shall be open for inspection by members of the Board of Trustees and report such transactions to History Nebraska at its annual meeting or at such other time as it may require such report or to the Board of Trustees on its request. The Board of Trustees shall fix the salary to be paid to the director or chief executive officer, said salary to be paid from State of Nebraska appropriated funds.

Section IX. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern History Nebraska in all cases to which they are applicable and in which they are not inconsistent with Nebraska state statutes, the bylaws of History Nebraska and any special rules of order History Nebraska may adopt.

Section X. Amendments

These bylaws may be amended by an affirmative vote from a majority of the Board at any duly convened meeting of the Board.

ANNOTATION

Adopted by the Nebraska State Historical Society Board of Trustees, September 9, 1994.

Amended by the Nebraska State Historical Society Board of Trustees, September 26, 2003.

Amended by the Nebraska State Historical Society Board of Trustees, April 2, 2004.

Amended by the Nebraska State Historical Society Board of Trustees, June 4, 2004.

Amended by the Nebraska State Historical Society Board of Trustees, October 14, 2005.

Amended by the Nebraska State Historical Society Board of Trustees, April 15, 2011.

Amended by the Nebraska State Historical Society Board of Trustees, June 24, 2011.

Amended by the Nebraska State Historical Society Board of Trustees, April 13, 2012.

Amended by the Nebraska State Historical Society Board of Trustees, April 10, 2015.
Amended by the History Nebraska Board of Trustees, July 20, 2018
Amended by the History Nebraska Board of Trustees, October 15, 2021