

### **171.311 Kentucky Historical Society.**

The Kentucky Historical Society created by Acts 1880, ch. 244, shall have all the powers and liabilities of a corporation and there is hereby granted to the society the following charter:

#### I

The Kentucky Historical Society shall educate and engage the public through Kentucky history in order to confront the issues of the future. To that end, the society shall collect, maintain, and preserve authentic records, information, and artifacts connected with the history of the Commonwealth and the genealogy of her peoples; and promote a wider appreciation of the American heritage, with particular emphasis on the advancement and dissemination of knowledge of the history of Kentucky. The society may receive and hold by donation or devise, real or personal property to any extent and may, by gift, loan, purchase, or otherwise hold books, papers, documents, historical memorials, and any other articles suited to promote the objects of the society in the Thomas D. Clark Center for Kentucky History, the Old State Capitol Building, or the Kentucky Military History Museum, but all such property shall be held in trust for the Commonwealth of Kentucky according to the terms of acceptance.

#### II

All persons, partnerships, corporations, or associations who shall evidence their dedication to the promotion of the objects and purposes of the society may become active members thereof upon their approval under regulations prescribed by the governing board and the payment of annual dues in a sum determined by the governing board. The governing board may determine classes of memberships and establish respective rates of dues. Every member in good standing, including the authorized representative of an institutional member, shall have the right to vote in person or by proxy, hold office, and otherwise take part in the proceedings of the society. Membership may be terminated by resignation or nonpayment of dues.

#### III

The officers of the society shall be a chancellor, who shall be the Governor of the Commonwealth of Kentucky, a president, first, second, and third vice presidents, who shall be ex officio members of the governing board. All officers, except the chancellor, shall be elected for a term of one (1) year at the annual meeting of the society in a manner provided by law, and the president shall be ineligible to succeed himself if he has been elected for two (2) successive terms.

#### IV

There is hereby created a governing board which shall consist of sixteen (16) members, the officers of the society, and one (1) person designated annually by the State Archives and Records Commission. The sixteen (16) members of the governing board shall be divided into four (4) equal classes, so arranged that the terms of one (1) class shall expire at each annual meeting of the society. The class whose term expires shall be ineligible to succeed itself.

#### V

The governing board shall execute all the powers and duties conferred on the

society, except those expressly delegated to the officers. It shall adopt bylaws at any regular or special meeting. It shall supervise and direct the financial concerns of the society, approve an annual budget and provide for and fix the salaries of employees, subject to the approval of the Personnel Cabinet. It shall provide for reimbursement of travel expenses of employees and may provide for reimbursement of expenses of officers and members of the governing board incurred in performing specific duties assigned to them. It shall appoint an executive director, who shall be the operating management officer of the society under the direction of the president and policies established by the governing board, and a deputy director, who shall assume the duties of the executive director in his absence and perform such other duties as may be assigned to him by the executive director. It shall establish and prescribe the duties of such other positions as are necessary to operate the society, and all persons engaged to fill such positions shall be employed by the executive director, subject to the approval of the governing board, which approval shall constitute exemption from KRS 18A.005 to 18A.200, and their work shall be under the executive director's supervision.

The governing board shall provide for the publication or preservation of historical documents and manuscripts; publish, including by electronic means, an edition to be known as the "Register"; provide by contract, subject to the approval of the Finance and Administration Cabinet, for all the printing, publication, and distribution of, including by electronic means, reports, books, and other publications calculated to promote and advance the historical interest of Kentucky and augment the society's various collections at all times. It shall supervise and direct the ordinary affairs of the society; appoint a nominating committee; and determine other necessary committees of which the president and the executive director of the society shall be ex officio members. The governing board shall cooperate with, provide assistance to, and coordinate its functions with those of the state Archives and Records Commission. It may designate honorary members of the society and it shall have the power to fill any vacancies until the next annual meeting, including those occurring within its own membership.

## VI

The governing board shall hold regular meetings in January, April, July, and October. Matters to be determined and discussed at meetings shall be furnished to the executive director at least ten (10) days prior to meetings in order that he may prepare and distribute an agenda to each member of the governing board at least three (3) days before the meeting. Special meetings shall be held at the request of the president or any three (3) members of the governing board, in which case the executive director shall give written notice together with the agenda of the meeting at least ten (10) days in advance. In an emergency, nine (9) members of the committee may waive the provision of notice.

## VII

The regular annual meeting of the society shall be held on the first Friday after the first Monday in November. The meeting shall be open to all members. Special meetings may be called in Frankfort or elsewhere by the president or a majority of the governing board or by the executive director upon the written request of twenty (20) members of the society. Members shall have fifteen (15) days written notice of the time, place, and subject of the meeting.

## VIII

Twenty-five (25) members shall constitute a quorum for the transaction of all business at any meeting of the society, and one-third (1/3) of the membership of the governing board shall constitute a quorum at their respective meetings.

## IX

The Chancellor of the Society, at his discretion, may preside at any meeting of the society or the governing board, or he may participate otherwise in any meetings.

## X

The president of the society shall be the chief executive officer of the society and shall preside over meetings of the society or the governing board in the absence of the chancellor or at his request. He shall recommend the appointment of all necessary or desirable committees and he shall name persons to comprise committees, except the nominating committee.

## XI

The vice presidents of the society shall preside in the absence of their successive superiors in office at all meetings of the society and the governing board. They shall attend all regular and special meetings of the society and the governing board and endeavor to familiarize themselves with the conduct and operations of the affairs of the society. They shall aid and assist the president in the performance of his duties, counsel and advise the governing board, and endeavor at all times to advance and promote the public interest in the history of Kentucky and its people.

## XII

Nominations to membership on the governing board and to the offices of president, first vice president, second vice president, and third vice president shall be made by a nominating committee or by any member present at the regular annual meeting. The nominating committee shall consist of five (5) members, shall be appointed at the first regular meeting of the governing board after the annual meeting of the society and shall consider candidates to fill vacancies in the governing board and offices which will occur at the subsequent annual meeting. The nominating committee shall meet forty-five (45) days prior to the annual meeting and nominate candidates to fill vacancies on the governing board and at least one (1) candidate for the office of president, first vice president, second vice president, and third vice president, and file same with the president. Upon the call for the election of officers, the president shall promptly report the nomination by the nominating committee together with all other nominations. When more than the required number of candidates have been nominated for membership on the governing board or more than one (1) candidate for the offices to be filled, the president shall call for an election by the vote of those present, together with the number of votes cast by proxy, and a plurality of all votes cast shall be sufficient to elect. Where no vote count is required, the president shall cast one (1) vote for each candidate and he or she shall be declared elected.

## XIII

This charter may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting or at any special meeting of the society called for the

purpose, provided that written notice containing the substance of the proposed amendments shall have been distributed by mail or electronically to members not less than thirty (30) days in advance of such meeting and the same approved as an amendment by the first General Assembly, meeting after the action of the society.

**Effective:** June 24, 2015

**History:** Amended 2015 Ky. Acts ch. 69, sec. 1, effective June 24, 2015. -- Amended 1998 Ky. Acts ch. 154, sec. 82, effective July 15, 1998. -- Amended 1982 Ky. Acts ch. 448, sec. 69, effective July 15, 1982. -- Amended 1980 Ky. Acts ch. 188, sec. 128, effective July 15, 1980. -- Amended 1974 Ky. Acts ch. 34, sec. 1. -- Amended 1962 Ky. Acts ch. 143, sec. 1. -- Created 1960 Ky. Acts ch. 169, sec. 1.