

Chasul Graphics

625-2911

Print Shop

625-4083

025-4083

The Nicodemus Historical Society

R.R.#2 Box 139 Bogue, Kansas 67625

(913) 839-4280

Nonprofit Tax ID #: 93-1012167

Vickie Jones  
451 E. Rowland #10  
Covina, CA 91723  
(818) 331-4926

Earlice Rupp  
13511 Somersworth Dr.  
Houston, TX 77041  
(713) 896-9959

Veryl Switzer  
1412 Wreath Ave.  
Manhattan, KS 66502  
(913) 539-3486

Gil Alexander  
R.R. #2, Box 131  
Bogue, KS 67625  
(913) 839-4488

Charlesetta Bates  
R.R.#2, Box 132-A  
Bogue, KS 67625  
(913) 839-4238

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# The Nicodemus Historical Society

Established June 1989 (Non-Profit 501C3)

## Executive Board

Angela Bates-Tompkins, President

Gil Alexander, Treasurer

Vickie Jones, Secretary

## Elected Board of Directors

Angela Bates-Tompkins, President

Earlice Switzer, Vice President

Vickie Jones, Secretary

Veryl Switzer, Assistant Secretary

Gil Alexander, Treasurer

Charlesetta Bates, Assistant Treasurer

## Historical Society Operational Divisions

Offices/Museum

Research & Genealogy

Education

Tourism

Membership

Promotions

Newsletter

Collections & Exhibits

Historical Preservation

## Exhibits and Slide/Lecture Programs

Migration and History Exhibit

Women of Nicodemus Exhibit

## Historical Photographs/Materials Collection

Spencer Research Library, Kansas University, Lawrence, KS

## Historic Properties

A.M.E Church, Nicodemus

Ola Wilson House

**Historical Society Operational Divisions**

Offices/Museum  
Research & Genealogy  
Education  
Tourism  
Membership  
Promotions  
Newsletter  
Collections & Exhibits  
Historical Preservation

**Exhibits and Slide/Lecture Programs**

Migration and History Exhibit  
Women of Nicodemus Exhibit

**Historical Photographs/Materials Collection**

Spencer Research Library, Kansas Collection  
Kansas University, Lawrence, KS  
Deborah Dandridge - Archivist

**Historic Properties**

Ola Wilson House

**Bank Account**

Consolidated State Bank

The Nicodemus Historical Society

R.R.#2 Box 139 Bogue, Kansas 67625

(913) 674-3311

*\*EXAMPLE OF OUR ACCOUNTING PROCEDURES/FORMS*

1999 QUATERLY ACCOUNTING STATEMENT

-----  
QUARTER

*\*NOTE INCOME CATEGORIES*

INCOME

Month	-----	-----	-----	Totals
<b>Income Totals</b>	\$ -----	\$ -----	\$ -----	\$ -----
Dues/Memb.	\$ -----	\$ -----	\$ -----	\$ -----
Books/Video/Gift Items	\$ -----	\$ -----	\$ -----	\$ -----
Donations	\$ -----	\$ -----	\$ -----	\$ -----
Use Fees	\$ -----	\$ -----	\$ -----	\$ -----
Tours/Present/Consult	\$ -----	\$ -----	\$ -----	\$ -----
Misc.	\$ -----	\$ -----	\$ -----	\$ -----

*\*NOTE EXPENSE CATEGORIES*

EXPENSES

<b>Expenses Totals</b>	\$ -----	\$ -----	\$ -----	\$ -----
Postage	\$ -----	\$ -----	\$ -----	\$ -----
Printing/Copies/Faxes	\$ -----	\$ -----	\$ -----	\$ -----
NWOffice Supplies	\$ -----	\$ -----	\$ -----	\$ -----
Phone	\$ -----	\$ -----	\$ -----	\$ -----
Gift Items/Prod. Cost	\$ -----	\$ -----	\$ -----	\$ -----
T-Shirt Loan	\$ -----	\$ -----	\$ -----	\$ -----
Photo Repro	\$ -----	\$ -----	\$ -----	\$ -----
Misc.	\$ -----	\$ -----	\$ -----	\$ -----
Tours/Present/Consult	\$ -----	\$ -----	\$ -----	\$ -----
<b>Difference (+/-)</b>	\$ -----	\$ -----	\$ -----	\$ -----

-----  
Treasurer

-----  
Date

-----  
Executive Director

-----  
Date

The Nicodemus Historical Society

R.R.#2 Box 139 Bogue, Kansas 67625

(913) 674-3311

EXAMPLE

MONTHLY ACCOUNTING STATEMENT

JANUARY 1999

Income (Total) \$ \_\_\_\_\_

- Dues/Memb.
- Books/Video/Gift Items
- Donations
- Use Fees
- Tours/Present/Consult
- Misc.

Expenses (Total) \$ \_\_\_\_\_

- Postage
- Printing/Copies/Faxes
- NW/Office Supplies
- Phone
- Gift Items/Prod. Cost
- Loan
- Photo Repro
- Misc.
- Tours/Present/Consult
- Administrative
- Ola House (Electric/Insur./etc.)
- Special Project \_\_\_\_\_

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Treasurer

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Date

-----  
Executive Director

-----  
Date

1999 EXPENSE RECIEPTS

Date:  
Name:  
Item Description:  
Amount:  
Note:

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1999 INCOME RECIEPTS

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Item Description:  
Amount:  
Note:

Check #:



## Nicodemus Historical Society

### Executive Director Job Description

The Executive Director position will included working with Angela Bates-Tompkins for a training period for at least two months or until such time Angela deems that the necessary daily task can be handled by the director. This position requires some but not extensive accounting skills, administrative skills, type/computer skills and public relations skills. The following is a general list of responsibilities and task required to this job:

- o Pick up mail, open and take the appropriate action as to what is required of it.
- o Answer all letters of inquiry, sending appropriate information requested or deem necessary.
- o Answer all phone calls and return messages where individuals have call and ascertain the requirements of the call, taking appropriate steps to satisfy the needs of the call.
- o Coordinate the writing, printing, and distribution of the quarterly newsletter.
- o Maintain membership files.
- o Coordinate with Angela Bates-Tompkins as she deems necessary, on various projects.
- o Coordinate with Angela on projects that relate to the use of archival photos.
- o Coordinate with Angela to access information from the archives or files as necessary.
- o Coordinate with Angela on schedules tours of the museum.
- o Assist in the organization and maintenance of the office files and archival files at the museum/offices.
- o Maintain the cleanliness of the offices and museum, and coordinate the maintenance of the grounds.

- o Collect fees and various monies and make deposits as necessary.
- o Prepare and monthly accounting report for the treasurer.
- o Coordinate with federal, state, and local entities that require information or coordination on various projects. (i.e. State Tourism Offices)
- o Actively promote the efforts and objectives of the Society to the general public and private entities, soliciting where possible donations and new memberships.
- o Report and coordinate with the board as they deem necessary. Create a monthly status report for the board.
- o Assist the board in setting up and coordinating meetings and the dissemination of their information.

NOTE: I have revised this proposed agreement to reflect the following. Please review the conditions and request. Be ready to discuss and ask any questions that you might have. I encourage everyone that have questions regarding any aspect of this proposed agreement to openly ask them at our next meeting.

PROPOSED AGREEMENT WITH ANGELA BATES-TOMPKINS  
As Former President of the Nicodemus Historical Society

The following are the terms of an agreement as proposed by Angela Bates-Tompkins, former President of the Nicodemus Historical Society, now Board Member/Advisor/Consultant.

- o Angela will be given a life time membership and never have to pay annual dues to the Society. She will be extended all the privileges as a life time member.
- o Angela will retain a key to the Society offices and museum.
- o Angela will continue to work with the Society as a paid Board Advisor and Consultant. The rate of compensation is \$25.00 per hour and will be billed as time is expended. Angela agrees that she will continue to donate much of her time due to the general limited operational monies.
- o Angela agrees to donate to the Society a \$1.00 for each person that she provides a townsite tour that includes a visit to the Historical Society/Museum, scheduled by the Historical Society. She also agrees to give a \$1.00 for each person that is a part of an organized tour group being provided a tour by the Nicodemus Livery Company.
- o All presentations for the Women of Nicodemus exhibit/slides will continue to be coordinated and presented by Angela. The fee for such presentations is \$300 - \$500 and will be negotiated by Angela. The total fee will be retained by Angela.
- o Angela agrees to provide to schools that are scheduled through the Historical Society with a presentation of the history of Nicodemus. The fee for such a presentation is usually \$50-\$100. Angela agrees to give 10% back to the Society.
- o Angela agrees to maintain all coordination and use of photos from our collection at the University of Kansas.
- o The use of the Society's logo shall not be *licensed* to anyone other than itself and Angela for the production of any promotional products. The logo should be trademarked by the Society so that it cannot be illegally used in the future. If in the future Angela would like to use the logo for the design of or production of

promotional items *to be sold by the Society*, she will be granted permission and license to do so.

o Angela agrees to continue to provide assistance and coordination of all projects as deemed necessary.

o Angela agrees to continue to be the official historian of the Nicodemus Historical Society. She will accept interviews, and be contacted for her knowledge regarding the history of the Society, our efforts and the history of the town.

o Angela agrees to be available to work as a consultant with the National Park Services as representative of the Society, as necessary and projects dictate. Any fee for such services shall be negotiated and retained by Angela.

*Review & Make suggestions  
As to changes*

**BYLAWS  
OF  
THE NICODEMUS HISTORICAL SOCIETY**

**ARTICLE I**

1. **NAME.** The name of this Corporation is The Nicodemus Historical Society, Inc. Hereinafter referred to as the Society.
2. **SEAL.** The seal shall be circular in form and shall bear on its outer edge the inscription "The Nicodemus Historical Society, Established 1989". The Board of Directors shall change the form of the seal or the inscription thereon at pleasure.
3. **OFFICES.** The principal office of the Society shall be in the County of Graham, town of Nicodemus. The Society may also have offices in such places as the Board of Directors may from time to time appoint or the purposes of the Society may require.

**ARTICLE II**

1. **MEMBERSHIP.** The members of the Society shall consist of the persons paying the one time membership fee as designated on the membership form. Such person or persons as the members may elect, by a vote of a majority of all the members of the Society, at any annual or special meeting of the members.
2. **RIGHTS OF MEMBERS.** The right of a member to vote and all his right, title, and interest in or to the Society shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the Society's assets upon the dissolution of the Society.
3. **RESIGNATION OF MEMBERS.** Any member may resign from the Society by delivering a written resignation to the President or Secretary of the Society.
4. **ANNUAL MEETINGS.** The annual meeting of the members of the Society shall be held at the principal office of the Society on the day after the annual homecoming celebration each year, for the purposes of electing officers, appointing two inspectors of election,

and for the transaction of such other business as may properly come before the meeting.

**5. NOTICE OF ANNUAL MEETINGS.** Notice of the time, place and purpose of purposes of the annual meeting shall be served, either personally or by mail, not less than ten nor more than 40 days before the meeting upon each person who appears upon the books of the Society as a member, and if mailed, such notice shall be directed to the member at his address as it appears on the books of the Society, unless he shall have filed with the Secretary of the Society a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**6. SPECIAL MEETINGS.** Special meetings of the members, other than those regulated by the statute, may be called at any time by the President, upon written request of any board member or by written request of one-third of the members of the Society.

**7. NOTICE OF SPECIAL MEETINGS.** Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be served personally or by mail upon each member residing with the United States, not less than five nor more than forty days before such meeting and, if mailed, such notice shall be directed to each member at this address as it appears on the books or records of the Society, unless he shall have filed with the Secretary of the Society a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**8. QUORUM.** At any meeting of members of the Society, the presence of one-third of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be



transacted which might have been transacted at the meeting as originally notified.

9. **VOTING.** At every meeting of members each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven months prior to such meeting, unless such instrument provides for a longer period. Each member of the Society shall be entitled to one vote. The vote for board members and, upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the person present in person or by proxy.

10. **WAIVER OF NOTICE.** Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of the Society, the Society or the Board of Directors or any committee therefor is authorized to take any action after notice to the members of the Society or after the lapse of a proscribed period of time, such action may be taken without notice to the members of the Society or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

11. **INSPECTORS OF ELECTION.** The members may at each annual meeting elect or appoint two persons (who need not be members) to serve until and including the next annual meeting as inspectors of election, and if any inspectors shall refuse to serve or shall not be present, the meeting may appoint an inspector in his place.

12. **REMOVAL OF MEMBERS OR OFFICERS.** Any member or officer maybe removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Society, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member or officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which

such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

13. **COMPENSATION AND EXPENSES.** Members shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the Society special compensation appropriate to the value of such services.

### ARTICLE III

#### BOARD OF DIRECTORS

1. **ELECTION.** The business and property of the Society shall be managed and controlled by a Board of Directors who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Board of Directors shall be chosen by ballot at such meeting by a majority of the votes of the members, voting either in person or by proxy.

2. **NUMBER.** The officers of the Society shall be the president, , secretary, and treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices, except those of president and vice president may be held by the same person. Nonvoting board members shall be elected by the Board of Directors as deemed necessary and shall act in the capacity as advisors to the Board for a time period so deemed necessary by the Board. The removal of a non voting Board member shall be at the discretion of the Board.

✓ 3. **ELECTION AND TERM.** The President, Secretary and Treasurer shall be elected annually at the annual meeting by majority vote of all the members.

Secretary —

4. **RESIGNATION.** Any Board member may resign at any time by giving written notice of such resignation to the Board of Directors.

5. **VACANCIES.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Board members made by the Board of Directors, may be filled for the unexpired portion of the term by a member elected by the Board of Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Society or until the election and qualification of his successor.

6. **PRESIDENT.** The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Society and shall do and perform such other duties as may be assigned to him by the Board of Directors.

7. **VICE PRESIDENT.** At the appointment of a Vice President by the Board of Directors, the Vice President at the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.

8. **SECRETARY.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Society. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Society, showing their places of residence, and such book shall be open for inspection as prescribed by law. He may sign with the President or Vice President, in the name and on behalf of the Society. He shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

9. **TREASURER.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Society, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the Society for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Society at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Society and all bills of exchange and promissory notes issued by the Society, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Society. He shall enter regularly on the books of the Society to be kept by him for the purpose full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Society, and he shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Society. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

10. **SALARIES.** The salaries of all officers shall be determined and fixed by the Board of Directors shall be reasonable in amount. The fact that any officer is a member of the Society or a member of an advisory committee, shall not preclude his receiving a salary or voting on the resolution providing for the same.

11. **REMOVAL.** Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Society, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

12. **POWERS.** All the society's powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Kansas, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Society, such powers as they may see fit.

13. **DUTIES.** The Board of Directors, pursuant to Section 529 of the Not-for-Profit Corporation law shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following: (a) the assets and liabilities of the Society as of the end of the fiscal year immediately preceding the annual meeting, which shall be not more than four months prior to such meeting; (b) the principal changes in assets and liabilities during the year immediately preceding the date of the report; (c) the revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Society, for both general and restricted to particular purposes, for the year immediately preceding the date of the report; (e) the number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The annual report of Directors shall be filed with the records of the Society and an abstract thereof entered in the minutes of the proceeding of the annual meeting of members.

13. **ANNUAL MEETINGS.** Immediately after each annual election, the newly elected directors may meet forthwith at the principal office of the Society for the purpose of organization, the election of additional board members, and the transaction of other business, and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the directors.

14. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President, Secretary, or Treasurer and must be called by either of them by written or verbal request of any member of the board.

15. **NOTICE OF MEETINGS.** Notice of all director meetings, except as herein otherwise provided, shall be given by mailing the same at least three days or by telegraphic the same at least one day before the meeting to the usual business or residence address of the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the board. Any business may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

16. **CHAIRMAN.** At all meetings of the Board of Directors, the President, Vice President, or in their absence a chairman chosen by the directors present, shall preside.

#### **ARTICLE IV**

##### **AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Society with such powers and to perform such acts or duties on behalf of the Society as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

#### **ARTICLE V**

##### **CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to a specific instance: and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## ARTICLE VI

### ADVISORY COMMITTEE

The Board of Directors may appoint from its number, or from among such persons as the board may see it, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Society in all matters designated by the officers of the Society. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedures.

The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

## ARTICLE VII

### FISCAL YEAR

The fiscal year of the Society shall commence on January 1 of each year and end on December 31.

## ARTICLE VIII

### AMENDMENTS

1. **BY DIRECTORS.** The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Society by affirmative vote of a majority of the Board, provided however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All Bylaws made by the Board of Directors may be altered, amended, or repealed by the members.

2. **BY MEMBERS.** The Bylaws may be altered, amended, or repealed at any meeting of members of the Society by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

## IX

### EXEMPT ACTIVITIES

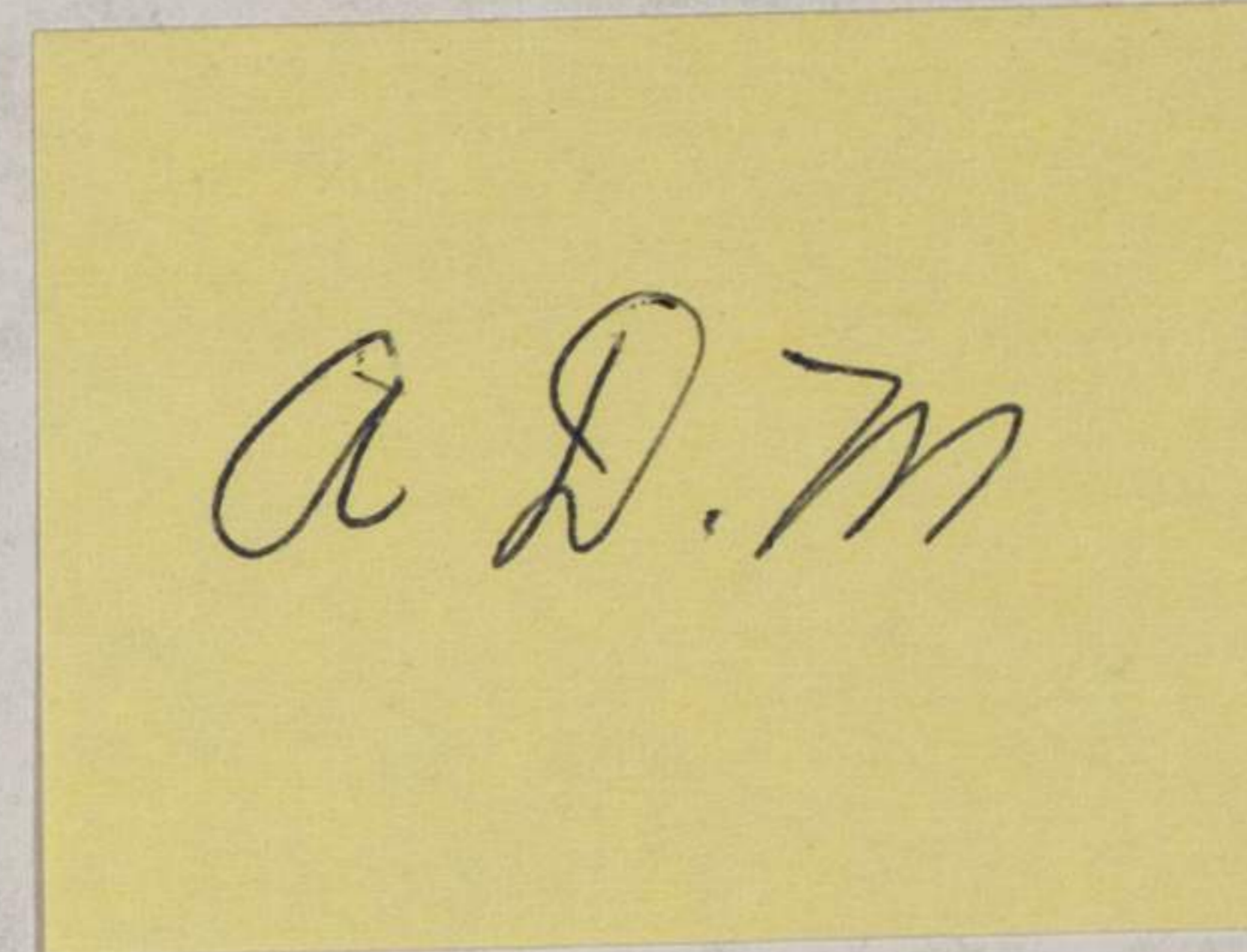
Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.



NICODEMUS HISTORICAL SOCIETY BOARD MEETING  
Wednesday, March 3, 199  
Teleconferencing Out of State Members

AGENDA

- o Welcome of the New Members
- o Orientation
- o Board Positions and Roles
- o By-Laws
- o A.M.E. Church
- o Museum/Offices
- o Status of Pending Projects
- o Role of NHS with NPS
- o GNP
- o Newsletter
- o Kim Thomas' Agreement
- o Angela Tompkins' Agreement
- o Other Misc. Business



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## Minutes from March 3, 1999 Board Meeting

Teleconference Meeting held at Gil Alexander's house.

Teleconferenced members were: Veryl Switzer, Earlice Rupp, Twilla Wilson, Ester Clark and Tommy Wellington, Johnny Powell and Tresa Switzer. Absent from the teleconferencing was Vickie who was working and could not break for the call.

Members present at Gil's House: Gil, Charlesetta Bates, Angela Bates, and Kim Thomas.

The meeting and teleconferencing started at 8:00 PM. A general welcome to the new board members was given. (New members accepting positions: Johnny, Tresa, Tommy, Ester, Kim, and Twilla. A brief description of the structure, functions and divisions of the Society was provided by Angela. Due to the number of items on the agenda and cost of the phone conferencing Veryl suggested that the general and overall basic information be provided to the new board members in a packet. The Board structure, positions and members were discussed. It was suggested by Veryl that the executive board - President, Secretary and Treasure be positions that should be filled by board members in the state and preferably within the county to operate more efficiently. Tresa suggested we hire an executive director to perform daily and routine functions. Everyone was informed that Kim had been hired to be the new executive director and to perform those functions. Everyone was asked to review the by-laws and make suggested changes to them to reflect what the new board structure should look like and any other changes that might be necessary, and be prepared to discuss them at the next board meeting. Angela agreed to get copies of the by-laws to everyone for review.

The transfer of ownership back to the Ada Bates Family Trust was discussed. A check for \$243. for taxes that the Society had paid to the county since the receipt of the property, was received from Bernard Bates in exchange for the property. The 1998 tax bill of roughly \$98.00 is still an outstanding issues that needs to be addressed.

A discussion of the physical needs at the offices/museum followed. Gil agreed to get estimates on siding, windows and water/plumbing. A discussion around generating funds to cover such expenses was brought up by Earlice and suggestions were made by Tresa that we consider obtaining grant monies and Johnine suggested a legacy letter. Angela stated that we were in good standings with the bank and could also secure funds from them or donations for materials and labor is also an option. It was decided that we would work hard to make some improvements by homecoming.

Angela gave the status of several photo use projects two books by Missing Pages Publishing - and "Frontier Women" by University of Indiana Press. Angela

discussed the exhibit at the Ideljorg Museum in Indianapolis, IN including photos from our archives and the state Historical Society about Nicodemus.

The role of the Society with the National Park Service and our being written into the legislation/Nicodemus Bill for national site designation was discussed and the need for the Society to be abreast of the status of NPS at Nicodemus is most pertinent. The General Management Plan was briefly described and the draft that we have will be given to each board member for review. Because it has not been publicly released, the National Park Service has asked us NOT to discuss its contents until it is publicly release. Everyone was encouraged to think about issues that are of concern to us and the community as we preliminary review the document. Note: Please do not discuss the General Management Plan outside of the board and do not let others know that we have a copy of it for review. This is at the request of the Park Service.

The newsletter and the writing of it by Melvina Williams was discussed. Angela agreed to get with Melvina and try and get our first issue out by April.

Kim agreed that she would not charge for working as the Executive Director although she had been told she was offered to be compensated from her time.

Angela stated that a copy of her proposed working agreement would be put in the package of information to everyone for review.

The next meeting will be April 25th, at 8:00PM.

The meeting was adjourned.

**BYLAWS  
OF  
THE NICODEMUS HISTORICAL SOCIETY**

**ARTICLE I**

1. **NAME.** The name of this Corporation is The Nicodemus Historical Society, Inc. Hereinafter referred to as the Society.
2. **SEAL.** The seal shall be circular in form and shall bear on its outer edge the inscription "The Nicodemus Historical Society, Established 1989". The Board of Directors shall change the form of the seal or the inscription thereon at pleasure.
3. **OFFICES.** The principal office of the Society shall be in the County of Graham, town of Nicodemus. The Society may also have offices in such places as the Board of Directors may from time to time appoint or the purposes of the Society may require.

**ARTICLE II**

1. **MEMBERSHIP.** The members of the Society shall consist of the persons paying the one time membership fee as designated on the membership form. Such person or persons as the members may elect, by a vote of a majority of all the members of the Society, at any annual or special meeting of the members.
2. **RIGHTS OF MEMBERS.** The right of a member to vote and all his right, title, and interest in or to the Society shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the Society's assets upon the dissolution of the Society.
3. **RESIGNATION OF MEMBERS.** Any member may resign from the Society by delivering a written resignation to the President or Secretary of the Society.
4. **ANNUAL MEETINGS.** The annual meeting of the members of the Society shall be held at the principal office of the Society on the day after the annual homecoming celebration each year, for the purposes of electing officers, appointing two inspectors of election,

and for the transaction of such other business as may properly come before the meeting.

**5. NOTICE OF ANNUAL MEETINGS.** Notice of the time, place and purpose of purposes of the annual meeting shall be served, either personally or by mail, not less than ten nor more than 40 days before the meeting upon each person who appears upon the books of the Society as a member, and if mailed, such notice shall be directed to the member at his address as it appears on the books of the Society, unless he shall have filed with the Secretary of the Society a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**6. SPECIAL MEETINGS.** Special meetings of the members, other than those regulated by the statute, may be called at any time by the President, upon written request of any board member or by written request of one-third of the members of the Society.

**7. NOTICE OF SPECIAL MEETINGS.** Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be served personally or by mail upon each member residing with the United States, not less than five nor more than forty days before such meeting and, if mailed, such notice shall be directed to each member at this address as it appears on the books or records of the Society, unless he shall have filed with the Secretary of the Society a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**8. QUORUM.** At any meeting of members of the Society, the presence of one-third of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be

transacted which might have been transacted at the meeting as originally notified.

9. **VOTING.** At every meeting of members each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven months prior to such meeting, unless such instrument provides for a longer period. Each member of the Society shall be entitled to one vote. The vote for board members and, upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the person present in person or by proxy.

10. **WAIVER OF NOTICE.** Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of the Society, the Society or the Board of Directors or any committee therefor is authorized to take any action after notice to the members of the Society or after the lapse of a proscribed period of time, such action may be taken without notice to the members of the Society or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

11. **INSPECTORS OF ELECTION.** The members may at each annual meeting elect or appoint two persons (who need not be members) to serve until and including the next annual meeting as inspectors of election, and if any inspectors shall refuse to serve or shall not be present, the meeting may appoint an inspector in his place.

12. **REMOVAL OF MEMBERS OR OFFICERS.** Any member or officer maybe removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Society, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member or officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which

such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

**13. COMPENSATION AND EXPENSES.** Members shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the Society special compensation appropriate to the value of such services.

### ARTICLE III

#### BOARD OF DIRECTORS

**1. ELECTION.** The business and property of the Society shall be managed and controlled by a Board of Directors who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Board of Directors shall be chosen by ballot at such meeting by a majority of the votes of the members, voting either in person or by proxy.

**2. NUMBER.** The officers of the Society shall be the president, , secretary, and treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices, except those of president and vice president may be held by the same person. Nonvoting board members shall be elected by the Board of Directors as deemed necessary and shall act in the capacity as advisors to the Board for a time period so deemed necessary by the Board. The removal of a non voting Board member shall be at the discretion of the Board.

**3. ELECTION AND TERM.** The President, Secretary and Treasurer shall be elected annually at the annual meeting by majority vote of all the members.



4. **RESIGNATION.** Any Board member may resign at any time by giving written notice of such resignation to the Board of Directors.

5. **VACANCIES.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Board members made by the Board of Directors, may be filled for the unexpired portion of the term by a member elected by the Board of Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Society or until the election and qualification of his successor.

6. **PRESIDENT.** The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Society and shall do and perform such other duties as may be assigned to him by the Board of Directors.

7. **VICE PRESIDENT.** At the appointment of a Vice President by the Board of Directors, the Vice President at the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.

8. **SECRETARY.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Society. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Society, showing their places of residence, and such book shall be open for inspection as prescribed by law. He may sign with the President or Vice President, in the name and on behalf of the Society. He shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

9. **TREASURER.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Society, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the Society for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Society at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Society and all bills of exchange and promissory notes issued by the Society, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Society. He shall enter regularly on the books of the Society to be kept by him for the purpose full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Society, and he shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Society. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

10. **SALARIES.** The salaries of all officers shall be determined and fixed by the Board of Directors shall be reasonable in amount. The fact that any officer is a member of the Society or a member of an advisory committee, shall not preclude his receiving a salary or voting on the resolution providing for the same.

11. **REMOVAL.** Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Society, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

12. **POWERS.** All the society's powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Kansas, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Society, such powers as they may see fit.

13. **DUTIES.** The Board of Directors, pursuant to Section 529 of the Not-for-Profit Corporation law shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following: (a) the assets and liabilities of the Society as of the end of the fiscal year immediately preceding the annual meeting, which shall be not more than four months prior to such meeting; (b) the principal changes in assets and liabilities during the year immediately preceding the date of the report; (c) the revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Society, for both general and restricted to particular purposes, for the year immediately preceding the date of the report; (e) the number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The annual report of Directors shall be filed with the records of the Society and an abstract thereof entered in the minutes of the proceeding of the annual meeting of members.

13. **ANNUAL MEETINGS.** Immediately after each annual election, the newly elected directors may meet forthwith at the principal office of the Society for the purpose of organization, the election of additional board members, and the transaction of other business, and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the directors.

14. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President, Secretary, or Treasurer and must be called by either of them by written or verbal request of any member of the board.

15. **NOTICE OF MEETINGS.** Notice of all director meetings, except as herein otherwise provided, shall be given by mailing the same at least three days or by telegraphic the same at least one day before the meeting to the usual business or residence address of the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the board. Any business may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

16. **CHAIRMAN.** At all meetings of the Board of Directors, the President, Vice President, or in their absence a chairman chosen by the directors present, shall preside.

#### **ARTICLE IV**

##### **AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Society with such powers and to perform such acts or duties on behalf of the Society as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

#### **ARTICLE V**

##### **CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to a specific instance: and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## ARTICLE VI

### ADVISORY COMMITTEE

The Board of Directors may appoint from its number, or from among such persons as the board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Society in all matters designated by the officers of the Society. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedures.

The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

## ARTICLE VII

### FISCAL YEAR

The fiscal year of the Society shall commence on January 1 of each year and end on December 31.

## ARTICLE VIII

### AMENDMENTS

1. **BY DIRECTORS.** The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Society by affirmative vote of a majority of the Board, provided however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All Bylaws made by the Board of Directors may be altered, amended, or repealed by the members.

2. **BY MEMBERS.** The Bylaws may be altered, amended, or repealed at any meeting of members of the Society by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

## IX

### EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**Exhibits and Slide/Lecture Programs**

Migration and History Exhibit  
Women of Nicodemus Exhibit

**Historical Photographs/Materials Collection**

Spencer Research Library, Kansas Collection  
Kansas University, Lawrence, KS  
Deborah Dandridge - Archivist

**Historic Properties**

Ola Wilson House

RH  
MS  
545.8.4

**NICODEMUS HISTORICAL SOCIETY  
BOARD OF DIRECTORS**

**Vickie Jones - Secretary**

17219 E. Hamilton  
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**Gil Alexander - Treasurer**

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**Charlesetta Bates - Assistant Secretary**

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**Angela Bates-Tompkins - Board Advisor**

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**Kim Thomas - Executive Director**

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**Johnene Powell**

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**Tresa Switzer**

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