

# ☆ NOTES AND DOCUMENTS

## The Constitution of the Oklahoma Historical Society

### Preamble

We, the members of the Oklahoma Historical Society, in order to exercise most efficiently the powers, duties, privileges and functions granted by the State of Oklahoma to the Oklahoma Historical Society, do ordain and establish this Constitution for the Oklahoma Historical Society.

### Article I

#### *Name-Status-Domicile-Seal*

Section 1: *Name*. The name of this organization shall be the Oklahoma Historical Society.

Section 2: *Status*. The Oklahoma Historical Society is a state agency, 53 O.S. (1971) Sec. 18, and a private membership organization.

Section 3: *Domicile*. The offices, library, archives and the State Museum of the Oklahoma Historical Society shall be located at Oklahoma City, Oklahoma. It is provided that the Society may, as determined by the Board of Directors, establish and operate other museums and sites in the State of Oklahoma and may establish temporary displays or exhibits at other locations in conjunction with fairs, exhibitions or other meetings of historical, cultural, educational or scientific interest.

Section 4: *Seal*. The official seal of the Society shall be circular with the following words at the edge of the circle, to-wit: "OKLAHOMA HISTORICAL SOCIETY SEAL." Within the circle shall be giant white columns, symbols of learning, superimposed in striking contrasts on Oklahoma's topography and the date of the founding of the Society, 1893.

### Article II

#### *Purpose*

Section 1: *Purpose*. The purpose of the Society is to conduct its activities in a manner which shall serve "to preserve and to perpetuate the history of Oklahoma and its people." The Society aspires to encourage a broad appreciation of state, regional and national history through a stimulation of popular interest in historical study

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and research. This may be accomplished by collecting, interpreting and disseminating knowledge of Oklahoma and the Southwest, with due consideration for institutions, resources and people.

Section 2: *Additional Purposes*. The Society also has been authorized and directed by numerous acts of the legislature of the State of Oklahoma to perform certain specific functions; and its purpose encompasses all such functions which have been or may be vested in the Society by law enacted by the legislature of the State of Oklahoma.

### Article III

#### *Society Definition-Application for Membership-Rights-Other Societies*

Section 1: *Definition of Society*. The Oklahoma Historical Society shall be the members, which members shall consist of the persons who have become qualified members according to the Bylaws of the Oklahoma Historical Society.

Section 2: *Application for Membership*. Any person, corporation or other organization or institution interested in the purpose of the Society may apply for membership in the Society. The Board of Directors of the Society shall determine the terms and conditions for membership, classify types of memberships and appropriate membership dues. The Board shall be the sole judge of memberships.

Section 3: *Rights and Privileges*. Every person, eighteen (18) years or older, who is a member of the Society in good standing, including the authorized representative of a corporation, partnership or other organization or institutional member, shall have the right to vote and participate in all annual and special meetings of the Society.

Section 4: *Affiliated Societies*. The Society through its Board of Directors may recognize affiliated society memberships.

Section 5: *County Historians*. The Society through its Board of Directors may recognize county historians in each of the seventy-seven (77) counties.

### Article IV

#### *Meetings of the Society*

Section 1: *Annual Meeting*. The annual meeting of the Oklahoma Historical Society shall be held at such place or places and on such date or dates as set forth in the Bylaws of the Society.

Section 2: *Special Meetings*. Special meetings of the Society shall be convened upon call of the President of the Society, the Board of Directors or upon written request of one hundred members (100) of the Society for the transaction of such business as may be specified.

Section 3: *Notice of Meetings*. Notice of all meetings of the Society shall be given by mail, to all members of the Society by the Executive Director, at least twenty (20) days in advance of such meeting.

Section 4: *Oklahoma Open Meeting Act*. All meetings of the Oklahoma Historical Society shall be held in accordance with the Oklahoma Open Meeting Act, 25 O.S. Supp. (1977), Sec. 301-314.

Section 5: *Quorum*. Twenty-five (25) voting members shall constitute a quorum for the transaction of business of the Society at any regular or called meeting thereof.

## Article V

### *Board of Directors*

Section 1: *Definition*. The powers, rights, privileges and functions of the Oklahoma Historical Society shall be exercised by a Board of twenty-five (25) Directors. Board members shall be residents and citizens of the State of Oklahoma, members of the Society and shall have an active interest in local and State history. The Governor shall be an *ex-officio* member of the Board of Directors.

Section 2: *Selection and Qualifications*. The membership shall elect thirteen (13) members of the Board of Directors, one each of whom shall be a resident of each of the six (6) Congressional Districts as established by 1971 reapportionment; the remaining seven (7) members shall be elected at large. The Governor of the State of Oklahoma shall appoint twelve (12) members to the Board, one each of whom shall be a resident of each of the six (6) Congressional Districts of Oklahoma as established by 1971 reapportionment; the remaining six (6) members shall be appointed at large. The terms of those elected and appointed shall be staggered as provided in the Bylaws. All members of the Board shall have been members in good standing of the Society for at least two years prior to their election or appointment. This qualification shall not apply to the initial appointees of the present Governor of Oklahoma to be made in 1981.

Section 3: *Term of Office*. After initial election or appointment, directors shall serve for a term of three years and shall serve until their successors shall be elected or appointed.

Section 4: *Vacancy*. If a vacancy should occur among the Directors elected by the Society, the Board of Directors shall fill the vacancy for the remainder of the unexpired term. If a vacancy occurs among the Governor's appointees, he shall be notified and shall respond by making another appointment to fill that member's unexpired term.

Section 5: *Powers and Duties*. In addition to its inherent and general powers, the Board shall enjoy and exercise those powers granted to

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the Oklahoma Historical Society under the statutes of the State of Oklahoma. The Board shall adopt Bylaws and may modify and amend them consistent with this Constitution and the Statutes of the State of Oklahoma.

Section 6: *Non-Remuneration*. Members of the Board shall not receive remuneration through payment of fees or otherwise; provided that this section shall not apply to travel allowance as may be authorized by statute.

### Article VI

#### *Officers*

Section 1: *Officers*. From its membership, the Board of Directors shall elect a President, Vice President and Treasurer whose terms of office shall be three years with no future consecutive succession. They shall serve at the pleasure of the Board, and shall not receive remuneration in fees or otherwise; provided that this restriction shall not apply to travel allowance as may be authorized by statute. They shall exercise the powers and duties set forth in the Bylaws.

Section 2: *Executive Director*. The Board of Directors shall elect an Executive Director who shall serve at the pleasure of the Board as the Chief Executive Officer of the Society; and shall receive such salary as shall be set by the Board. The Executive Director shall be Secretary to the Board of Directors and the Secretary of the meetings of the annual and special meetings of the membership.

### Article VII

#### *Conflict of Interest and Code of Ethics*

Section 1: *Conflict of Interest*. Neither an employee, a volunteer, a member of the Board of Directors, nor any other official associated with the Oklahoma Historical Society shall involve himself in activities which would financially benefit the individual or his interests, professional or personal, as a result of his position with the Oklahoma Historical Society, a state agency.

Section 2: *Code of Ethics for State Officials and Employees*. All persons associated with the Society shall abide by the Code of Ethics for State Officials and Employees as provided in 74 O.S. (1971) Sec. 1401-1416 as amended.

### Article VIII

#### *Amendment or Repeal*

Section 1: *Amendment or Repeal*. Proposals for the amendment or repeal of the Constitution may be initiated by a two-thirds ( $\frac{2}{3}$ ) vote of

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twenty-five (25) members of the Board of Directors or by an initiative petition signed by at least twenty-five (25) members of the Society. At least three (3) months prior to the Annual or Special Meeting, at which such amendments or repeal shall be acted upon, due notice in writing of the proposed amendment or repeal shall be mailed to each member of the Society.

Section 2: *Voting*. Members may vote on proposed amendments or repeal to the Constitution in person only at an annual or special meeting.

Section 3: *Ratification*. A two-thirds ( $\frac{2}{3}$ ) vote of all votes cast shall be required to amend or repeal the Constitution. Approved amendments shall become effective on adoption. The repeal of the Constitution shall not become effective until a new Constitution shall have been approved by the membership.

### Article IX

#### *Repealing Clause*

Section 1: *Repealing Clause*. The Constitution or Constitutions heretofore adopted by the Oklahoma Historical Society are hereby repealed.

### Article X

#### *Effective Date and Implementation*

Section 1: *Effective Date and Implementation*. This Constitution shall become effective on date of adoption, and shall be fully implemented as expeditiously as feasible and in no event later than June 30, 1981.

### Article XI

#### *Continuity Clause*

Section 1: *Continuity Clause*. The present officers and members of the Board of Directors shall serve until their successors are installed.

# Bylaws of the Oklahoma Historical Society

## Article I

### *Society Fiscal Year*

Section 1: *Society Fiscal Year*. The Oklahoma Historical Society fiscal year shall correspond to the fiscal year of the State of Oklahoma.

## Article II

### *Membership*

Section 1: *Classes of Membership*. Any person, corporation, partnership or other organization or institution interested in supporting the purposes of the Society may become a member of the Society. The Society shall have three (3) classes of membership:

A. *Annual Membership Categories*. There shall be five (5) categories of *annual members* who shall pay dues, as follows:

1. *Participating members* who shall pay dues of \$10.00 per annum; Student/Retired members who shall pay a reduced rate of \$5.00 per annum.

2. *Affiliated members* who shall pay dues of \$15.00 per annum. Any organization or institution which is, in the opinion of the Society, in support of the purposes of the Oklahoma Historical Society may become an affiliated member by paying the dues aforesaid.

3. *Contributing members* are editors and publishers of newspapers or other periodicals who have contributed the regular issues of these periodicals for one year to the Society. They shall be entitled to membership in the Society during the continuance thereafter without the payment of the annual membership fee.

4. *Supporting members* who shall pay dues of \$500.00 per annum.

5. *Endowment members* who shall pay dues of \$1,000.00 per annum.

B. *Continuing Membership Categories*. There shall be three (3) categories of continuing members who may be elected by the Board of Directors for life or until resignation or removal and each of whom shall have paid a membership fee, as follows:

1. *Life members* who shall have paid a membership fee of \$200.00.

2. *Patron members* who shall have paid a membership fee of \$2,500.00 to \$4,999.99 in cash or by contributions other than cash

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made in any one year and determined by the Board of Directors to have a value to the Society of at least \$2,500.00.

3. *Benefactor members* who shall have paid a membership fee of \$5,000.00 or more in cash or by contributions other than cash made in any one year and have determined by the Board of Directors to have a value to the Society of at least \$5,000.00.

C. *Honorary Membership.* *Honorary members* shall be the Governor, former Governors of the State of Oklahoma, members of the State Legislature during their term of office, Justices of the State Supreme Court and such persons as may be so elected by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors because of their distinction in literary or scientific attainments or notable public service. Oklahoma Historical Society full-time employees shall be granted honorary membership in the Society during their tenure. The honorary member shall be free of all dues and assessments and shall not vote upon the business of the Society.

Section 2: *Payment of Dues.* The dues of any annual member of any category shall be paid before the admission of membership is made. If the dues of an annual member in any category are not paid within a period of nine (9) months following the anniversary of his admission to membership, the membership shall terminate at the end of the period. The dues of a continuing member of any category shall be paid before his admission to membership.

Section 3: *Termination of Membership.* Any member of the Society may be removed from membership, for conduct prejudicial to the best interest of the Society, by a two-thirds ( $\frac{2}{3}$ ) vote of the entire membership of the Board of Directors taken at any regular or special meeting of the Board called for that purpose, provided that at least ten (10) days written notice of the charges against such member and of the time and place of the meeting at which the charges against the member will be considered, shall have been served upon the member by mail or by depositing the same at the member's address as shown in the written record of the Society, and provided the member shall have been given an opportunity to produce witnesses, if any, and to be heard at a regular convened meeting of the Board of Directors at or before the time when a vote is taken on removal. Such removal proceedings shall be conducted in accordance with the provisions of the Oklahoma Administrative Act contained in 75 O.S. (1971) § 310 as amended.

Section 4: *Membership Record.* The Society shall maintain a written record containing the name and address of each member, the date

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of admission to membership and the appropriate membership class. Upon termination of any membership in the Society, that fact and the date of termination shall be recorded in the written record. This written record of membership is a matter of public record and available to general viewing during the regular business hours of the Society.

**Section 5: *Annual Meetings.*** The annual meetings of the membership shall convene at 1:00 p.m. on the Friday following the fourth Tuesday of the month of April in the meeting room of the Oklahoma Historical Society. At each meeting, the Executive Director shall report on the state of the Society as may be augmented and delineated by reports of Committees, the financial report of the Treasurer and a report of the President outlining the objectives and goals of the Society for the forthcoming year. The meeting shall be open for the transaction of other such business as may be properly addressed to the membership.

**Section 6: *Annual Meeting in April, 1981, and each year thereafter.*** At the annual meeting in April, 1981, and each year thereafter, the membership shall elect thirteen (13) members to the Board of Directors as provided in the Constitution and following procedures set forth in Article VIII of these Bylaws. Directors elected by the membership and appointed by the Governor of Oklahoma shall be installed instanter.

At the organizational meeting according to Section 7 of this article, the Board of Directors will elect the three officers provided for in the Constitution. The President, the Vice President and the Treasurer shall serve three (3) year terms. Lots shall be drawn by the Directors to establish terms of office and set years of service of the remaining twenty-two (22) directors.

There shall be twenty-five (25) offices designated in the following manner: (A) Elected at large—seven (7), (B) Appointed at large—six (6), (C) Elected by District—six (6), and (D) Appointed by District—six (6).

Lots shall be drawn within the four groups reflecting two one (1) year terms in each; two two (2) year terms in each; two three (3) year terms in each; plus an additional three (3) year term (to be filled every third year) in the elected-at-large category, *except* for the newly elected officers who will be granted three (3) year terms to be removed from their respective category of board membership prior to the general drawing by the other twenty-two (22) board members.



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Hereafter, successors to the offices of the Board of Directors shall be elected to three-year terms with four (4) elected terms and four (4) appointed terms expiring annually except every third year when five (5) elected terms shall expire.

Section 7: *Organizational Meeting of the Board of Directors.* Following the annual meeting of the membership on the date stated in Section 5 of this article, the elected and appointed members of the Board of Directors shall convene in the Board Room of the Society and shall conduct an organizational meeting of the Board. The elected officers shall take office instanter.

### Article III

#### *Officers*

Section 1: *The President* of the Society shall serve as Chairman of the Board of Directors and preside at all meetings of the Society and the Board of Directors. He shall possess those powers and perform those duties inherent and incident to the office of President.

Section 2: *The Vice President* shall perform the duties of the President in his absence.

Section 3: *The Executive Director* shall be the Chief Officer of the Society, ex-officio Secretary, and shall maintain true and complete minutes and records of all proceedings of the Society and the Board of Directors. He shall attend to the giving and serving of all notices required by virtue of his office and such as may be directed by the Board of Directors. He shall sign and attest with the seal of the Society all contracts and other documents. He shall safely and systematically maintain all papers, records and documents of the Society or in anywise pertaining to the business thereof. In addition, he shall perform such duties and exercise such powers as ordinarily pertain to the office of the Executive Director, as may be provided by the Statutes of Oklahoma, or as may be assigned to him by the Board of Directors.

Section 4: *The Treasurer* of the Society shall receive and hold all funds of the Society; keep the accounts of the Society in its name entrusted to the State Treasurer; maintain a detailed account of the financial transactions of the Society subject to inspection by the Board of Directors; and render quarterly reports to the Board of Directors and an annual report to the general membership at the annual meeting. In these activities, the Director, Division of Administration, shall work closely with the Treasurer.

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Section 5: *Vacancies*. In the event a vacancy occurs in the office of President, the Vice President shall succeed to the presidency for the balance of the term. In the event a vacancy occurs in the office of Vice President, a successor shall be elected by the Board of Directors at the next meeting for the balance of the term. In the event a vacancy occurs in the office of Secretary, a temporary successor shall be elected by the Board of Directors at the next regular meeting of the Board of Directors. In the event a vacancy occurs in the office of Treasurer, a successor shall be elected by the Board of Directors at the next regular meeting of the Board of Directors.

The Executive Director shall appoint a Deputy Director subject to confirmation by the Board of Directors. In the event of the temporary incapacity of the Executive Director, the Deputy Director shall serve as Acting Executive Director. In the event of a vacancy in the office of Executive Director, the Deputy Director shall serve as Acting Executive Director until the office of Executive Director is filled by appointment by the Board of Directors. In the event that both of the positions of Executive Director and Deputy Director are vacant, a temporary Executive Director shall be appointed by the Board of Directors to serve until the vacancy of Executive Director is filled.

### Article IV

#### *Board of Directors and the Executive Committee*

Section 1: *Regular Meetings*. Regular meetings of the Board of Directors of the Society shall be held on the Wednesday immediately following the fourth Tuesday of January of each year and quarterly thereafter during the year, at any location in Oklahoma; provided, written notice of such meeting is posted in compliance with state law.

Section 2: *Special Meetings*. Special meetings of the Board of Directors may be called by the President of the Society or at the request of thirteen (13) members of the Board of Directors; provided that written notice of such meeting shall be given at least ten (10) days prior thereto, and the purpose of the meeting shall be contained in the notice.

Section 3: *Emergency Meetings*. Emergency meetings of a public body regarding life threatening damage to public or personal property or immediate financial loss may be called when time requirements of public notice of special meetings would make such procedures impractical and increase likelihood of injury or damage or immediate financial loss.

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Section 4: *Place of Meeting*. All meetings of the Board of Directors shall be held in the offices of the Oklahoma Historical Society unless ten (10) days written notice be given stating a change in said occasion.

Section 5: *Order of Business*. *Robert's Rules of Order, Revised*, shall govern the proceedings of the Board of Directors, committees and membership.

Section 6: *Quorum*. A quorum of the Board of Directors for the transaction of all business shall consist of thirteen (13) members. Save as herein provided, all action of the Board of Directors may be taken by the affirmative vote of the majority of the Directors present at any regular or special meeting.

Section 7: *Record of Meeting*. The Board of Directors shall cause the Executive Director to keep true and complete minutes and records of all proceedings of the Board and to prepare a written report of the Board proceedings to be published in *The Chronicles of Oklahoma* and to be furnished to each Director.

Section 8: *Termination of Board Membership*. The absence of a Director from three (3) consecutive regular quarterly meetings of the Board of Directors shall operate to terminate the membership of such Director from the Board, provided that a written statement from the Director accepted by the Board at the meeting from which the Director was absent showing such Director was reasonably prevented from attending such Board meeting, shall prevent the termination of such membership.

Section 9: *Board Member Emeritus*. Retiring members of the Board of Directors may be elected as a Board Member Emeritus for life on majority vote of the remaining Directors. Such retiring Directors shall have served the Society, the membership and the citizenry of the State with distinguished service. Such Board Member Emeritus shall not be entitled to hold office, to make or second a motion, nor to cast a vote, but shall in all respects be entitled to participate in all of the proceedings and deliberations of the Board of Directors.

Section 10: *The Executive Committee*. The President shall create an Executive Committee composed of the elected officers of the Society and four (4) Directors. The Executive Director shall be an *ex-officio* member and shall serve as its Secretary. Two of the Directors shall be from those appointed by the Governor and two from those elected by the Society. Those designated by the President, other than elected officers, shall require Board approval. The composition of the Com-

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mittee shall be subject to review and confirmation by the Board at its April quarterly meetings.

The Committee shall meet on the third Wednesday of each calendar month and upon call of the President, at such place and time as shall be established by the President. Written notice of time and place shall be given at least five (5) days prior to the meeting. Copies of the minutes of the meetings shall be forwarded to each Director.

The President shall be the Chairman of the meetings. If absent, the Vice President shall serve as Chairman.

At each meeting the Executive Director shall report on the state of the Society and its financial condition, pending litigation involving the Society, attrition in complement, and such other matters as he deems relevant. Within the purview and consistent with the policies established by the Board, the Committee shall offer counsel, guidance, advice and direction to the Executive Director in his overall management of the affairs of the Society. All actions of the Committee shall be taken on majority vote of those present and shall be recorded in the minutes.

### Article V

#### *Other Committees and Commissions*

Section 1: *Nominating Committee.* Subject to the approval of the Board of Directors, the President shall appoint a nominating committee to oversee all elections of the Society. Committee membership shall consist of one Director from each of the extant Congressional Districts as established by the 1971 reapportionment and one from the Directors at large, all of whom shall have been elected by the membership.

Section 2: *Committees or Commissions.* Subject to the approval of the Board of Directors, the President may create additional committees and commissions and designate the members thereof. Their duties and missions shall be clearly stated. All committees and commissions expire at the end of the term of the incumbent President.

### Article VI

#### *Board of Directors—Appointees of the Governor*

Section 1: *Appointment.* Members of the Board of Directors appointed by the Governor of the State of Oklahoma shall be made in accordance with the Constitution of the Society and these Bylaws.

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Section 2: *Appointment Date.* The Governor's appointments shall be presented to the Board of Director's Nominating Committee on or before February 1, 1981, and every year thereafter.

### Article VII

#### *Election of Board of Directors*

Section 1: *Requirements.* The Nominating Committee shall establish credentials of potential nominees and present, with appropriate biographies, for membership consideration at least two candidates for each directorship according to Article V of the Constitution in the year 1981 and every year thereafter.

Section 2: *Nominations.* The Nominating Committee shall receive additional nominations, with biographies and designated office, signed by twenty-five (25) members of the Oklahoma Historical Society in good standing until February 15, 1981, and every year thereafter.

Section 3: *Notice.* Nominee's biographies, with office designated at-large or by Congressional district to be represented, shall be circulated to the membership in March through the Society newsletter, "Mistletoe Leaves," or other written notice deemed appropriate.

Section 4: *Ballots.* The Nominating Committee shall prepare ballots upon which appear the names of all sanctioned candidates with designated office. Such ballots shall be available at the annual meeting in April, 1981, and every year thereafter; and shall be mailed to every member of the Society at least three (3) weeks prior to these annual meetings. Ballots may be cast in person or by mail. The Nominating Committee shall validate each ballot according to membership roll, insuring each voting member the opportunity to cast a ballot. A voter registration book shall be maintained reflecting absentee and in-person voting.

Section 5: *Certification.* At least three members of the Nominating Committee shall count all ballots and announce to the membership the results of the tabulation and shall move the election of the persons receiving the largest number of votes in each category. Upon approval of the motion, the Chairman of the meeting shall notify those so chosen of their election to the Board.

Section 6: *Installation.* Newly elected Directors and those appointed by the Governor to the Board shall be installed at the organizational and regular meeting of the Board following the annual meeting as herein set forth.

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### Article VIII

#### *Affiliated Societies*

Section 1: *Affiliated Societies*. Any local non-profit, tax exempt history unit organized and functioning for the purpose of collecting, preserving and presenting local history within the state of Oklahoma shall be considered eligible for affiliated membership in the Oklahoma Historical Society after appropriate membership application has been submitted to the Executive Committee for review and recommendation to the Board of Directors for confirmation, provided that such organization exists in accordance with the Oklahoma Historical Society Constitution and the laws of the State of Oklahoma.

### Article IX

#### *County Historian*

Section 1: *County Historian*. Recognized county historical societies in the several counties of the State may select and submit the name of a county historian. Upon approval of the Board, the person named shall be recognized as that county's historical officer who shall serve in that capacity until his successor is selected.

### Article X

#### *Executive Director*

Section 1: *Executive Director*. Subject to the approval of the Board, the Executive Director shall establish and create, re-establish or modify, as may be deemed proper, the organizational structure within the Society deemed necessary for the efficient exercise of the Society's duties and functions.

Section 2: *Personnel*. As Chief Executive Officer, the Executive Director is authorized to employ, supervise and terminate individuals within the organizational structure provided this shall be done in accordance with the policy of the Board of Directors and the Oklahoma Merit System of Personnel Administration. It shall be his responsibility to inform employees of their rights.

Section 3: *Duties*. The Executive Director, as Secretary to the Society and Board of Directors, shall maintain true and complete minutes and records of all proceedings of the Society, the Executive Committee, Board of Directors and all committees. He shall be the custodian of all corporate papers, documents and records of the Society, including such fiscal records or copies thereof, as originate or are filed with the Society. In addition, he shall perform such duties as

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ordinarily pertain to the office of Secretary or as may be assigned to the office by the Society or the Board of Directors.

Section 4: *Board, Committees and Executive Committee Meetings.* The Executive Director shall, with the concurrence of the President, prepare the agendum for the meetings of the Board of Directors and Committees, present subjects for Board action and notify the administrative organization of policies adopted and decisions made by the Executive Committee and the Board of Directors.

Section 5: *Reports.* He shall keep the Board informed as to the activities of the Society, prepare such special reports as may be requested by the Board of Directors and make recommendations as to the affairs of the Society.

Section 6: *Budgets.* He shall prepare, or cause to be prepared, and submit to the Board of Directors all budget estimates, after review by the appropriate committees. He shall present an annual budget report to the membership at the annual meetings and shall make such reports to the Board at its regular meetings which shall include actual expenditures compared to plan.

Section 7: *Board Directives.* He shall be responsible for implementing the directives and policies of the Board of Directors, unless otherwise specifically provided, and shall coordinate all activities of the Society and direct conduct thereof.

Section 8: *Other Duties.* He shall perform other duties not inconsistent with the duties of the office as the Board of Directors may require.

### Article XI

#### *Memorial Committees*

Section 1: *Oklahoma Memorial Committee.* There is hereby created, the Oklahoma Memorial Committee, consisting of seven members to be selected and appointed by the Board of Directors of the Oklahoma Historical Society (H. B. 1628 (1980) § 18).

Section 2: *Duties of the Oklahoma Memorial Committee.* The Oklahoma Memorial Committee shall have the authority and responsibility of, and exercise the duties previously exercised by, the Jim Thorpe Memorial Commission, the Lynn Riggs Memorial Commission, the Elmer Thomas Memorial Commission and the Carl Albert Memorial Commission and may honor as it shall determine appropriate, other persons, places, events or institutions it deems important to the State of Oklahoma (H. B. 1628 (1980) § 18).

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### Article XII

#### *Amendment of Bylaws*

Section 1: *Amendment.* These Bylaws may be amended at any time by the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the members of the Board of Directors; provided, that notice of such proposed amendment has been given by mailing copies of such proposed amendment to each Board member, at least twenty (20) days prior to a regular or special meeting of the Board at which the proposed amendment will be considered.

### Article XIII

#### *Effective Date*

Section 1: *Effective Date.* These Bylaws shall become effective January 1, 1981. The present officers and Board of Directors shall serve until successors are installed.

APPROVED AND ADOPTED this 13th day of March, 1981.