

Editor's Note: The two key documents governing the Swiss Mennonite Cultural and Historical Association are the Articles of Incorporation and the By-Laws. The By-Laws, as amended from time to time, are printed below. Copies of the Articles of Incorporation are available on request from the President of the Association at telephone 620-983-2348.

**BY-LAWS
OF
SWISS MENNONITE CULTURAL AND HISTORICAL ASSOCIATION**

**ARTICLE I
General**

Section 1: Name. The name of this Association shall be SWISS MENNONITE CULTURAL AND HISTORICAL ASSOCIATION; its principal location shall be the Hopefield Mennonite Church, Moundridge, Kansas.

Section 2: Purpose and Objectives. The purposes of this Association are generally set forth in the Articles of Incorporation. Within such purposes, the objectives of the Association are as follows:

- (1) To glorify God, to express thanks to Him for His leading, and to recommit and rededicate ourselves to Him as revealed in Jesus Christ, our Lord and Savior.
- (2) To re-examine our lives in the light of Scripture and the faithfulness of our forefathers who settled here.
- (3) To give recognition and honor to God as He has led our fathers from lands of persecution to this land of freedom, and He has blessed them because of their faith, in manifold ways, giving us a heritage of faith and Christian values.
- (4) To collect and disseminate information on the spiritual, cultural and material history of the Swiss Mennonites.
- (5) To attempt to interpret and relate in a meaningful way the faith of our Mennonite forbears, to the present and future generations.
- (6) To establish or support scholarships or other means of assistance at accredited educational institutions to further the education of deserving students of Swiss-Volhynian descent who intend to devote themselves to full-time Christian service.
- (7) To engage in activities which will help us to understand ourselves, even to laugh at ourselves in drama and thus to appreciate our heritage.
- (8) To help others, our neighbors and non-Mennonites, to understand us and our contribution.

Section 3: Organization and Facilities. This association shall consist of such personnel, departments and administrative structures as the Board of Trustees deems necessary and appropriate to achieve such purposes.

Section 4: Corporate Seal. The corporate seal shall have inscribed thereon "Swiss Mennonite Cultural and Historical Association." It shall be used by

causing the same or a facsimile thereof to be impressed, affixed, reproduced or otherwise used. A facsimile of such seal is impressed on this provision of the By-Laws.

Section 5: Fiscal Year. The fiscal year of the corporation shall begin on the first day of January, or as otherwise determined by the Board of Trustees.

ARTICLE II Membership

Section 1: Membership. The voting members of the association shall consist of the following organizations and individuals:

- (1) **Organizations.** Such of the following General Conference Mennonite congregations who notify the Secretary of the Association in writing of their desire to become members and continuously appoint delegates and/or elect members to the Board of Trustees as hereinafter provided, each of them to remain a member so long as it actively participates as herein set forth. (alphabetical listing)

Burns Mennonite Church, Burns, Kansas

Eden Mennonite Church, Moundridge, Kansas

First Mennonite Church of Christian, Moundridge, Kansas

First Mennonite Church, McPherson, Kansas

First Mennonite Church, Pretty Prairie, Kansas

Hopefield Mennonite Church, Moundridge, Kansas

Kingman Mennonite Church, Kingman, Kansas

- (2) **Individuals.** Each person who contributes \$15 to the Association each fiscal year, or a lump sum payment of \$100 for 10 years, shall be entitled to membership, subject to the approval of the Board of Trustees.

Section 2: Delegates and Votes of Congregations. Member congregations shall appoint delegates to the annual meetings or special meetings of the Association. Each member organization shall be responsible for the appointment of such delegates. Each such congregation shall be entitled to one delegate and one vote for each fifty (50) members or fraction thereof in addition to the pastor or leading minister, who is automatically entitled to one (1) vote. Notice of appointment of delegates shall be made in writing to the Secretary of the Association by the appropriate officer of the congregation.

Section 3: Individual Votes. Any one member shall be entitled to one (1) regular vote. Membership and the accompanying regular vote shall not be issued to husband and wife as joint members, but to one or the other as designated by them; each may be a voting member by meeting the requirements for membership. Current votes are to encourage regular contributions and are valid

only during the fiscal year following the year in which the gift thereof was made, after which they are automatically terminated. Membership in the Association and the accompanying votes cannot be inherited or in any way transferred.

Section 4: Proxies. Individuals who find it impossible to be present at an annual or special meeting of the Association and, similarly, congregations who find it impossible to be represented personally by their delegates, may be represented by written proxy. This authorization must be given in writing and is valid only for the designated meeting. No individual shall be entitled to exercise more than ten (10) individual proxies and no more than five (5) congregational proxies.

Section 5: Membership Meetings.

- (1) **Annual Meetings.** The annual meeting of the members of the Association shall be held on the second Sunday in March at the Hopefield Mennonite Church, Moundridge, Kansas, at such time of day as is stated in the notice of the meeting.
- (2) **Special Membership Meetings.** A special meeting of the members may be held at any time and place designated and specified in the notice thereof, and may be called at any time by the president or one of the officers of the Association at the direction of the Board of Trustees. It shall be the duty of the Board of Trustees to call such a meeting whenever so requested in writing by twenty-five (25) individual members, or three (3) member congregations of the Association.
- (3) **Notice of Membership Meetings.** Notice of the time and place of all meetings, when such notice is required shall be mailed by the secretary or someone delegated by him to each member entitled to vote thereat, not less than ten (10) days before the date thereof.
- (4) **Presiding and Recording Officers.** The president, or in his absence the vice-president, shall preside at all membership meetings of the Association. The secretary of the Association shall record the minutes of all Association membership meetings.
- (5) **Quorum.** A quorum for the transaction of business of any meeting of the members of the Association shall consist of the presence in person or by proxy, of members representing at least ten per cent (10%) of all existing eligible votes, but the members present at any meeting, though less than a quorum, may adjourn the meeting to a future date.
- (6) **Transaction of Business.** A majority of voting members present in person or by proxy shall determine any matters submitted, except when a larger percentage is required by law or these By-Laws.

**ARTICLE III
Board of Trustees**

Section 1: Powers and Duties. The property, affairs, and business of the corporation shall be managed by the Board of Trustees, which may exercise all of the

powers of the corporation, including the power to borrow money and to mortgage all or any part of the property of the Association as security therefore, except so far as by law or these By-Laws expressly conferred upon or reserved to the members.

Section 2: Membership. The Board of Trustees shall consist of such number as the Board shall, from time to time, determine by resolution; provided, however, that the Board shall always consist of not less than nine (9), nor more than fifty (50) members; each of said congregations shall have the right to elect to the Board at least one (1), but no more than four (4) members, to serve during the ensuing year. The general membership shall elect six (6), two (2) each year for three (3) year terms, to the Board at the annual meetings. The Board of Trustees so selected may elect additional members to complete full membership of the Board up to the number of members determined from time to time by the Board.

Section 3: Qualifications. Members of the Board who are elected by the general membership or by member congregations must be members in good standing of a church affiliated with the General Conference Mennonite Church. At least eighty per cent (80%) of the membership of the Board shall at all times be members of a church affiliated with a Mennonite Church.

Section 4: Alternates. A congregation may elect an alternate to represent said congregation at board meetings in the absence of the regular director. All notices of meetings and minutes thereof shall be sent to both the director and the alternate.

Section 5: Regular Elections and Appointments.

- (1) **Term of Office.** Members of the Board of Trustees elected by member congregations shall serve one (1) year terms. Members elected by the general membership shall be divided into three (3) classes, the term of office of those in the first class to expire at the annual meeting next ensuing; of the second class, one (1) year thereafter, and at each annual meeting held after such classification and election, such trustees shall be chosen for a full term of three (3) years to succeed those whose terms expire. Except as otherwise provided herein, members elected by the Board shall serve such terms, not exceeding three (3) years, as determined by the Board at the time of their election.
- (2) **Elections.** Directors and alternates shall be elected by their respective congregations according to procedures as determined by each congregation and written notice of the same shall be transmitted to the Association.
- (3) **Notice of Acceptance.** Upon his election or appointment, each member of the Board, or his alternate, shall file with the officers a written acceptance of his office.
- (4) **Vacancies.** Vacancies caused by resignation, death, increase in number, failure of congregations to elect, or otherwise, may be filled by the other or remaining directors. The directors so chosen shall hold office until their successors shall be duly elected.

Section 6: Meetings.

- (1) **Regular Meetings.** The Board shall meet regularly at least once each year. One of these meetings shall be held immediately after the annual meeting of the members of the association and shall include the election of officers and the

appointment of committees. Other regular meetings may be held at such times and places as may be specified in the notice thereof.

- (2) **Special Meetings.** Special meetings of the Board may be called by the president, or in his absence or disability, by the vice-president, or by five (5) members of the Board at such place as may be specified in the notice. Notice of special meetings shall be given at least seven (7) days previous to the time fixed for such a meeting.
- (3) **Quorum.** A quorum for the transaction of business at any regular or special meeting of the Trustees shall consist of one-third (1/3) of the total number of qualified trustees. In the absence of a quorum, a majority of those present shall have the power to adjourn the meeting to a future date.
- (4) **Telephone Participation in Meetings.** Members of the Board of Trustees or of any committee may participate in any meeting of the Board or committee through conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other and such participation shall constitute presence in person at such meeting.
- (5) **Actions by Consent in Lieu of Meeting.** Any action which may be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting, if all members consent thereto in writing and said consent or consents are filed with the minutes of meetings of the Board or committee.

ARTICLE IV Officers

Section 1: Executive Officers. The officers of the Association shall be a president, a vice-president, a secretary, an executive trustee, a treasurer and such other officers as the Board of Trustees may deem advisable. The officers shall be elected annually by the Board of Trustees at its first meeting following the annual meeting of the membership, and each officer so elected shall hold office until his successor is duly elected or until his earlier resignation or removal. Any vacancy shall be filled by a vote of the Board of Trustees.

Section 2: President. Unless the Board of Trustees shall have elected a Chairman of the Board of Trustees, the president shall preside at all meetings of the membership and of the Board of Trustees. The president shall be the chief executive officer of the Association and shall perform all duties incident to the office of president of a corporation.

Section 3: Vice-President. The vice-president shall act in the absence or disability of the president and perform such other duties incident to that office or as directed by the president or the Board.

Section 4: Secretary. The secretary shall keep the minutes of meetings of the membership, Board of Trustees, and any committee appointed by the Board in a book provided for that purpose; shall see that all required corporate notices are duly given; and shall perform all duties incident to the office of secretary of a corporation and such other duties as may be assigned to him by the Board of Trustees.

Section 5: Treasurer. The treasurer shall have charge of and be responsible for all funds of the corporation; shall render to the president and to the Board of Trustees, whenever requested, an account of the financial condition of the Association, and shall perform all the duties incident to the office of treasurer of a corporation and such other duties as many be assigned to him by the Board of Trustees.

Section 6: Executive Trustee. The executive trustee shall be a member of the Executive Committee hereinafter described.

Section 7: Eligibility. Any member of the Board of Trustees is eligible to hold office. No officer shall be eligible to hold more than one of the offices above specifically described.

Section 8: Term. All officers of the Board shall be elected and hold office for a term of one (1) year and until their successors are duly elected and qualified.

Section 9: Vacancies. Vacancies in any office created by resignation, death, removal, or otherwise, shall be filled by the Board of Trustees for the remainder of the term.

ARTICLE V Committees

Section 1: Executive Committee. The Executive Committee shall consist of the officers of the Association above specified. The Executive Committee shall have and exercise all powers and authority of the Board in the management of the affairs of the Association during the interim between the annual meetings of the Board, provided such action does not conflict with the provision of law, or of a resolution of the Board which specifically refers to this Section 2 of Article V of these By-Laws and explicitly limits such powers and authority. The officers of the Board shall also serve as officers of the Executive Committee. Notices of the Executive Committee meetings and minutes thereof shall go to all members of the Board, who are welcome to attend such meetings, with full voice, but without vote. A majority of the committee members shall constitute a quorum.

Section 2: Absence or Disqualification of Committee Members. In the absence or disqualification of a committee member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of such absent or disqualified member.

Section 3: Special Committees. Special committees, such as a Nominating Committee, Credentials Committee, Tellers Committee, and such other committees as may, from time to time be deemed necessary, may be appointed by the president, or in his absence or disability, by the vice-president, and may include non-board members.

ARTICLE VI Administration

Section 1: Reports. The president and the treasurer shall present annual reports covering the general conditions of the Association to the Board of Trustees and to the

members of the Association at the annual meetings, and present such other reports to the Board during the year as may be advisable.

Section 2: Checks. All checks, drafts or orders for the payment of money shall be signed by the treasurer and the president or such other persons as the Board of Trustees may from time to time, by resolution designate.

ARTICLE VII Amendments

Section 1: By-Laws. Except as otherwise provided by law, these By-Laws may be altered or amended by the affirmative vote of a majority of the quorum of the Board of Trustees.

ARTICLE VIII Sundry Provisions

Section 1: Registered Office and Resident Agent. Until changed pursuant to the provisions of law relating thereto, the Registered Office and Resident Agent of the corporation shall be as set forth in the Articles of Incorporation.

Section 2: Depositaries. The funds and other valuable effects of the Association shall be entrusted to such depositaries as may, from time to time, be designated by the Board of Trustees or by such officer or officers empowered so to do by the Board of Trustees.

Section 3: Waiver of Notice. Any member, trustee or officer of the Association may waive any notice required by law of these By-Laws to be given.

Section 4: Notices to All Meetings. Notices required to be given under the provisions of these By-Laws to any trustee, officer or member shall not be construed to require personal notice, but may be given in writing by depositing the same in the United States mail, in a postpaid sealed wrapper, addressed to such person at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any trustee, officer or member may waive, in writing, any notice required to be given, whether before or after the time stated or to be stated therein.