



## **BYLAWS OF**

# **ST. LOUIS COUNTY HISTORICAL SOCIETY**

Approved by the St. Louis County Historical Society's Board of Governors February 22, 2023.

## **I. PURPOSE**

**A.** The Society's purpose is set forth in its Articles of Incorporation which were approved by the Secretary of the State of Minnesota in 1974 and restated in 1981 and restated and amended in 2004.

**B.** The Society is organized and shall be operated exclusively for charitable, educational, literary, and scientific purposes. The general nature and purpose of the Society shall be the discovery, preservation and dissemination of knowledge about the history and prehistory of St. Louis County and the State of Minnesota. In addition to collecting and preserving objects of material culture and historical research material, the Society shall maintain and operate a museum, through agreement with St. Louis County.

## **II. DEFINITIONS**

**A.** For the purpose of these bylaws the terms defined in this section shall have the meanings provided.

1. "Board" means the Board of Governors of the St. Louis County Historical Society.
2. "Society" means the St. Louis County Historical Society.

## **III. LOCATION OF OFFICIAL OFFICE**

**A.** The St. Louis County Historical Society shall have its principal office in the St. Louis County Heritage and Arts Center, 506 West Michigan Street, in the City of Duluth in St. Louis County, Minnesota.

## **IV. SOCIETY MEMBERS**

### **A. Classes of Members**

The Board will shall establish classes of membership and membership fees. Membership classes are as follows:

Individual  
Family  
Supporter  
Cornerstone  
Benefactor  
Patron  
Governors' Circle  
Honorary

## **B. Member Obligations and Privileges**

### 1. Member obligations

a. No Member of the Society shall be responsible for any financial obligation of the Society.

b. Membership in the Society shall neither be assigned nor transferred in any manner. All rights, privileges and affairs of the Society shall cease at the death of such Member or dissolution of a corporate Member or when the membership of the Member shall be otherwise terminated, including by a majority vote of the Board of Governors.

c. Members failing to pay their dues for 120 days after they become payable shall be dropped from the rolls of the Society.

### 2. Voting privileges

a. Each Member of the Society shall have one vote at all meetings of the Society membership. Memberships which include benefits for two or more individuals shall have two, but not more than two votes.

b. Any Member of the Society may vote in person at any meeting of the Society membership. In order to be eligible to vote, a Member must be enrolled as such on the rolls of the Society, and his/her dues must be current, at least at least 30 calendar days prior to the date of the meeting at which the Member desires to vote.

c. Only the Board of Governors shall have the authority to award honorary life memberships.

## **C. Membership Meetings**

### 1. Annual Meeting

The annual meeting of the Members of the Society shall be held the last Tuesday in the last full week of April at the registered office of the Society or such other place in St. Louis County, Minnesota, as designated by the Board of Governors in the notice of annual meeting.

**In case of exigent or emergency circumstances, the Board of Governors may designate another date for the Annual Meeting of the Members of the Society by stating same in the Notice of the Annual Meeting.**

### 2. Special Meetings

a. Special meetings of the Members of the Society may be held upon call of the Board of Governors or in a manner provided by law.

b. Special meetings shall be held at the registered office of the Society or such other place in St. Louis County, Minnesota, as designated by the Board in the notice of special meeting.

c. Business transacted at special meetings of the Society shall be limited to that described in the notice of the special meeting.

### 3. Quorum

At any annual or special meeting of the Members of the Society, a quorum shall consist of the Members present at meeting, subject to a minimum of (20).

### 4. Open meetings

All meetings of the Members of the Society shall be open to the public. The Members, however, may close a meeting or a portion thereof, provided that they have made a determination that a closed meeting is necessary for a proper corporate purpose, as in V. D. 6.

### 5. Meeting Notice

Notice of the time, place, and purpose of each meeting of the Members of the Society shall be given to each Member of the Society by mail not less than ten (10) days before the meeting.

**6. Voting by Mail. Both Members and Governors may vote by mail at the discretion of the Board of Governors.**

**7. Meeting Remotely. Members may meet remotely at the discretion of the Board of Governors.**

## **V. BOARD OF GOVERNORS**

### **A. General Powers.**

1. The Board of Governors shall be the ultimate governing body of the Society and shall have the right and power to control all acts or actions on behalf of the Society. The Board of Governors shall approve all policies.

### **B. Composition of Board and Board Appointments.**

1. The composition of the Board shall be as follows: The minimum shall be thirteen (13) and the maximum shall be nineteen (19). Of the total number, there shall be one named representative from each affiliate organization, appointed by the affiliate organization from the affiliate's duly elected board membership and whose election to the Board is ratified yearly at the annual meeting of the Members. The Board of Governors shall represent all geographic regions of St. Louis County. All Governors shall be Members of the Society.

2. There shall be one named representative and one named alternate representative from the St. Louis County Board of Commissioners, appointed by the Commissioners from amongst themselves, and whose election to the Board is ratified yearly at the annual meeting of the Members. This shall be a voting position and shall be included in the total maximum number of the Board of Governors.

3. In addition to #2 above, there shall be a second named representative from St. Louis County appointed by the Commissioners to be filled by either a representative of St. Louis County or another County Commissioner from amongst themselves, whose election to the Board is ratified yearly at the annual meeting of the Members. This shall be a voting position and shall be included in the total maximum number of Board of Governors.

4. A Board of Governors Representative to the Heritage Preservation Commission (City of Duluth) shall be appointed by the President of the Board of Governors and endorsed by the Board. This appointee is not required to be a member of the Society Board of Governors. However, the appointee may be a duly elected member of the Society Board of Governors.

5. There shall be an annual meeting between the Library Director, Kathryn A. Martin Library, University of Minnesota, Duluth, and the President of the Society.

### **C. Qualifications, Election and Terms of Office**

1. Each Candidate for the position of Governor at the annual meeting of the Society shall deliver (or have previously delivered) a signed qualification questionnaire certifying the Candidate's qualifications to serve; a signed conflict of interest form; a completed Board of Governors information form; and a signed form acknowledging acceptance and understanding of individual board members' responsibilities, as may be adopted from time to time by the Board of Governors.

2. Each Governor shall hold office for the term for which he/she has been elected.

3. In the event the number of Governors falls below the required minimum, a regular or special meeting of the Governors shall be called to elect new Governors under the procedure set forth at V.I.1., so that the required minimum can be restored.

4. Governors shall be elected for a term of three (3) years (a "Full Term") except that Governors may be elected for a term of less than three (3) years (a "Partial Term") when necessary to bring about the expiration of the terms of one-third of the Governors each year.

5. It is the intent of section V.C that, as far as possible, one-third of the Governors shall be elected each year for a Full Term.

6. When the term of a seat on the Board of Governors reaches the end of that seat's regular three-year cycle, the incumbent may not be elected at that time to serve again in that seat (or in any other seat) if the incumbent will have at that time served six (6) or more consecutive years as a Governor. When counting years for this purpose, a fraction of a year or less than six (6) months shall be disregarded and a fraction of a year of six (6) or more months shall be considered one (1) year. Any person who has left the Board of Governors due to the term limit described in this paragraph or for any other reason may again be elected a Governor if more than one (1) year has passed after the prior service, and if so elected that Governor's term limit calculation shall start afresh.

7. Governors who represent affiliate organizations shall be duly elected members of affiliate boards and they shall have all of the other rights, duties, and powers of Governors elected by the Members. Governors who represent affiliate organizations are not subject to Society Board term limits.

### **D. Meetings**

1. Annual Meeting. The annual meeting of the Board of Governors of the Society shall be held on the last Tuesday in the last full week of April each year at the registered office of the Society or such other place in St. Louis County, Minnesota, as may be designated by the Board of Governors.

2. Regular Meetings. At least six regular meetings of the Board of Governors of the Society shall be held as called by the President, at the registered office of the Society or such other place in St. Louis County, Minnesota, as may be designated by the Board of Governors.

The day of the week for the meetings shall be determined yearly by the President, after querying current Board members and candidates for Board service as to their availability. The Annual Meeting of the Members shall be held on the last Tuesday of the last full week in April, on which day a regular meeting of the Board of Governors shall also be held.

3. Special Meetings.

a. Special meetings of the Board of Governors may be called by the President or at the request of not less than four (4) other Governors. Such request shall contain a summary of the business intended to be brought before the meeting.

b. Special meetings of the Board of Governors shall be held at the registered office of the Society or such other place as may be designated by the Board of Governors.

4. Quorum. A majority of Governors with voting rights, per these bylaws, shall constitute a quorum of the Board of Governors.

5. Meeting Notice. Written or E-mail notice of the time, place and purpose of each meeting of the Board of Governors shall be given by the Secretary or Executive Director to each Governor not less than five days in advance of the date of the meeting.

6. Open meetings. All regular or special meetings of the Board of Governors shall be posted in advance and open to all Members of the Society and the public. The Board may close a meeting or a portion thereof provided that the Board has made a determination that a closed meeting is necessary for one of the following reasons:

a. To discuss personnel matters, compensation issues, labor negotiations, or other information or issue that may tend to prejudice the reputation of an individual.

b. To discuss threatened or pending litigation, issues subject to an attorney-client privilege or other legal information, the knowledge of which may have an adverse effect on the Society's legal position; or

c. To discuss or disclose information, which if discussed in an open meeting, could result in the impairment of the Society's financial position, interfere with a planned activity of the Society, or reveal proprietary information.

d. The Board, by majority vote, may close a portion of the meeting for the above reasons after announcing during an open meeting the items to be discussed during the closed portion.

**7. Voting by Mail. Both Governors and Members may vote by mail at the discretion of the Board of Governors.**

**E. Board Duties and Obligations.**

1. Determine the organization's mission and purpose.
2. Select the chief executive.
3. Support the chief executive and assess his or her performance.
4. Keep suitably informed about the Society's goals and objectives to participate actively in

decision-making.

5. Ensure adequate resources/raise money.
6. Exercise fiduciary responsibility and oversight.
7. Determine, monitor, and strengthen the organization's programs and services.
8. Enhance the organization's public standing.
9. Ensure legal and ethical integrity and maintain accountability.
10. Recruit and orient and mentor new board members and assess board performance.
11. Give an annual gift to the Society according to personal means.

## **F. Attendance and Removal**

Governors understand that it is their responsibility to attend all meetings of the Board of Governors. Any Member of the Board who shall absent himself/herself from three consecutive meetings, with or without notice, shall be deemed to have resigned from the Board and shall cease to be a Member, thereof, subject to reinstatement by majority vote of the Board.

In the event of such vacancy the Board may elect a successor as provided for elsewhere in these bylaws.

Phone participation in meetings may be allowed, without limits, at the participant's expense, and it does constitute attendance, in relation to the attendance requirement. It also counts for quorum and voting purposes. This phone participation will also be available for all committee and task force meetings of the Society's Board of Governors, as requested.

## **G. Removal for Cause**

The Board of Governors may remove an elected or appointed Governor for good cause. For these purposes, "good cause" means any act, error, omission, or other matter, which, in the sole judgment of the Board, reflects unfavorably upon the Members, the Society, or the Board, which impairs the operations of the Society or the Board, or which impairs the affected Governor's ability to carry out his or her duties and responsibilities. A nonexclusive list of examples of good cause may include, but is not limited to: breach of, or failure to perform, a fiduciary duty; unethical behavior; conviction of a felony; hostile, obstructive, disruptive, uncivil, or disrespectful behavior; and illness or disability that prevents discharge of the Governor's duties and responsibilities for a substantial part of his or her term.

The procedure for removal shall be as follows:

1. At a regular meeting of the Board, or at a special meeting of the Board called for that purpose, a resolution shall be adopted proposing removal of the Governor and stating the grounds for the proposed removal.
2. Written notice of the resolution, including the grounds for the proposed removal, shall be given to the affected Governor.
3. The Board shall afford the affected Governor the opportunity to submit to the Board, either in person, in writing, or both at the option of the affected Governor, any and all facts and arguments the affected Governor may wish to offer in opposition to the proposed removal.

4. The Board shall consider the affected Governor's submissions at a regular meeting of the Board, or at a special meeting of the Board called for that purpose. The affected Governor shall be allowed to address the Board if he or she chooses. The regular or special meeting shall be held no sooner than ten (10) days after the affected Governor receives the notice of the resolution proposing removal.
5. At that regular or special meeting, or, in the discretion of the Board, at a later regular or special meeting, the Board shall vote on whether to remove the Governor.
6. The affected Governor shall promptly be given written notice of the outcome of the vote.
7. If the outcome of the vote is for removal, the removal shall take effect upon the affected Governor's receipt of the notice of the outcome of the vote; and, the affected Governor's seat on the Board shall then be treated as vacant, and the provisions of these bylaws pertaining to the filling of vacancies shall be followed.
8. The Board's decision on removal shall be final and binding.

#### **H. Conflicts of Interest**

1. Any Governor of the St. Louis County Historical Society who has a conflict of interest involving a matter brought before the Board of Governors shall disclose that conflict of interest and not vote or participate in the discussion in any matter involving the conflict.

Affiliate representatives shall declare a conflict of interest in any and all matters related to appropriation of funds to their affiliate organizations, including action on the annual operating budget of the Society.

All Governors shall review annually the Conflict of Interest policy and sign the certification/disclosure form.

2. If a Governor is prohibited from voting by a conflict of interest on any particular matter, the minutes of the meeting shall reflect that the Governor abstained from the discussion and vote on that particular matter. Such abstention shall not be considered an absence under section V.F.1.

#### **I. Compensation**

1. Members of the Board of Governors shall not be entitled to compensation for their services as Governors.

#### **J. Vacancies**

1. Any vacancy on the Board of Governors shall be filled by the remaining Governors and any person thus elected as a Governor shall hold office until his/her successor shall be elected by the Members of the Society at the next annual meeting of the Members.
2. Affiliate board Presidents shall notify the Society President in writing of affiliate vacancies or affiliate board appointments that occur after election at the annual meeting of the Members and shall name through affiliate board action the duly elected affiliate board member who will serve until the next annual meeting of the Members.

## VI. OFFICERS

### A. Number and Titles

1. The Officers of the Society shall be a President, a Vice-President, a Treasurer, a Secretary, and an Executive Director. In addition, the Society may have **one non-voting President Emeritus position and** one or more non-voting Vice-President Emeritus positions.

### B. Election and Terms of Office

1. Except as may be specifically provided for elsewhere in these bylaws, all Officers of the Society, except the Executive Director, shall be elected at the annual meeting of the Board of Governors.
2. Each Officer shall hold office until his/her successor has been elected and seated.
3. Officers are limited to three successive (3) terms in any one (1) Officer position.
4. All Officers shall be Members of the Society.
5. All Officers of the Society, except the Executive Director, shall be voting Members of the Board of Governors.
6. The Executive Director shall not be a member of the Board of Governors.

**C. Responsibilities.** The responsibilities of each Society Officer shall be those listed below and such other responsibilities as the Board of Governors may from time to time confer.

1. The **President** shall preside at all meetings of the Society, its Board of Governors and the Executive Committee. He/she shall appoint all committees and shall be an ex-officio Member of each committee. He/she may sign, with the Secretary or other Officer of the Society authorized by the Board of Governors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Governors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors to some other office or agent of the Society, or shall be required by law to be otherwise signed or executed. He/she shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Governors from time to time.
2. The **Vice-President** shall perform the duties of the President in his/her absence or in the event of his/her inability to act. The Vice-President shall perform other duties as from time to time may be assigned to him/her by the President or Board of Governors. He/she shall be an ex-officio Member of each committee.
3. The **Treasurer** shall have charge and custody of, and be responsible for, all funds and securities of the Society. He/she shall keep an accurate record of all moneys received and disbursed by the Society, with such records to be kept at the registered office of the Society. He/she shall deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected by the Board of Governors.

At each annual meeting of the Board of Governors and at such other times specified by the Board, the Treasurer shall present a report on the financial status of the Society. The Treasurer shall also perform other duties as from time to time may be assigned by the President or Board of



Governors.

4. The **Secretary** shall keep the minutes of all meetings of the Society and the Board of Governors. The Secretary shall also see that all notices are duly given in accordance with the provision of these bylaws or otherwise required by the law. The Secretary shall be custodian of the Society records, keep a register of the names and addresses of each Governor and Officer of the Society and in general perform all duties incidental to the office of Secretary as from time to time may be assigned to him/her by the President or Board of Governors. Each year the Secretary shall file an annual report summarizing the work and status of the Society to the Minnesota Historical Society as required by law.

5. The **Executive Director** shall serve at the pleasure of the Board of Governors. The Executive Director shall be responsible for the overall administration of the Society and management of its day-to-day operations and shall be its official representative unless otherwise designated by the President or Board of Governors. He/she shall prepare for the review and approval of the Audit and Finance Committee and the Board of Governors the annual budget for the Society and shall submit to the Board of Governors such reports, analyses, plans and other information as shall be required of him/her from time to time. He/she shall have the authority to employ such staff as may be necessary to operate the Society within the limits of its budget. The Executive Director shall prepare an annual report covering all aspects of the operations and status of the Society for the Annual meeting of the Membership. He/she shall be an ex-officio Member of each committee. He/she shall also report at each meeting of the Board and call to their attention any matter requiring action or notice.

6. Assistance to Officers. The Board of Governors may appoint an assistant or assistants to the President, the Treasurer, and the Secretary; these appointees need not be Members of the Board of Governors.

#### **D. Removal**

1. Any Officer of the Society may be removed from office by a resolution of a majority of the full Board of Governors whenever in its judgment the best interests of the Society may be served thereby.

#### **E. Vacancies.**

1. Vacancies may be filled at any meeting of the Board of Governors.

### **VII. PERSONAL LIABILITY OF GOVERNORS AND OFFICERS**

A. No present or future Governor or Officer of the Society (or their heirs, executors, and administrators) shall be personally liable for any act, omission, step, or conduct taken in good faith, except as may be provided for by law.

### **VIII. COMMITTEES OF THE BOARD OF GOVERNORS**

#### **A. General Provisions**

1. Each year the President, with the approval of the Board of Governors, shall appoint the standing committees listed below.

2. Additional standing committees and task forces may likewise be created by the Board of Governors, when deemed advisable. These committees/task forces may then be appointed by the President and approved by the Board of Governors.
3. The chairperson of each standing committee and task force shall be a Governor of the Society, except for advisory committees.
4. Members of all standing committees shall be appointed for a term of one year and may be reappointed.
5. The President, Vice-President and Executive Director shall be ex-officio Members of all committees and task forces.
6. The committees and task forces of the Society shall keep such records of their meetings as may be required or appropriate and shall report to the Board of Governors whenever required or appropriate.
7. All committees and/or task forces shall have at least three (3) members. Unless otherwise specified by the Board of Governors, a majority of members of any committee or task forces shall constitute a quorum at any meeting.

#### **B. Executive Committee**

1. The Executive Committee shall consist of the President, the Vice-President, the Treasurer, the Secretary, and three (3) Governors.
2. The Executive Committee is empowered to act for the Board between meetings of the Board, but only if the circumstances require immediate attention. In all cases, the Executive Committee shall report its activities to the Board at the next meeting of the Board.
3. The Executive Committee shall not relieve the Board of Governors or any individual Governor of any responsibility imposed by these bylaws or by law. The Executive Committee may also meet and perform such duties as from time to time may be designated by the Board of Governors and/or the President, including personnel matters.

#### **C. Standing Committees**

The following standing committees shall be appointed each year by the President of the Society.

1. Society Executive Committee
2. Society Audit and Finance Committee
3. Society Museum Operations and Archives Operations Committee
4. Society Nominating and Governance Committee
5. Society Affiliate Relations Committee

#### **D. Program Committees**

##### **American Indian Advisory Committee**

1. The mission of the American Indian Advisory Committee is to advise the Society on matters relating to the research,

collection, preservation and interpretation of Minnesota Indian people's history; to assist in the planning, development and evaluation of such activities and initiatives as exhibitions, publications, public programs, curatorial policy, and access to data and information that pertain to Indian history and culture; and to serve as a resource and liaison between the Society and Indian people of the region.

2. The American Indian Advisory Committee consists of one member from each of the following reservation communities in Minnesota: Bois Forte, Fond du Lac, and Grand Portage; two at-large members; and any American Indian member of the St. Louis County Historical Society's Board of Governors.

3. Committee members serve three-year terms, renewable upon nomination by the full committee.

4. Potential members should indicate a willingness to serve and to support and enhance the missions of the Society and of the American Indian Advisory Committee.

5. Potential members should be able to attend meetings and available for consultation throughout the year.

6. Those members representing reservation communities must be endorsed by their tribal governments.

7. At-large members should be selected to ensure the broadest possible representation of Minnesota's Indian people.

8. All members must be endorsed by the Society's Executive Director.

## **E. Program Committees**

### **Veterans Memorial Hall Advisory Committee**

1. Veterans Memorial Hall is a joint project of the St. Louis County Historical Society and the military service veterans of northeastern Minnesota with a mission to gather, preserve, interpret, and promote the rich and diverse human experiences of veterans, their families and communities, through museum, archival and educational programs.

2. The purpose of the committee shall be to work as advisors to the St. Louis County Historical Society Board and staff for the purpose of funding, planning, locating, developing and maintaining the Veterans Memorial Hall program.

3. The committee shall ensure that the project shall be developed according to the American Association of Museums' Excellence and Equity Principles.

## **Membership**

The membership of the committee will be comprised of no less than seven (7) veterans and no more than eleven (11) individuals who have a broad base of experience, specialized knowledge, and demonstrated skills related to the fulfillment of the project's mission. The membership of the committee shall reflect the diversity of the veterans' community. Membership is by application to the Society, for review by the Advisory Committee, and final approval by the Society's Board of Governors.

One position shall be open for a St. Louis County Veterans Service Officer. Consideration is not limited to St. Louis County residents.

Committee members shall serve for one calendar year and may be reappointed. The following shall be considered when selecting committee members from the applicant pool:

- (1) Military and/or home front experience.
- (2) Representation of an organized veterans' group.
- (3) Interest and/or experience in military history, education, and museum interpretation.
- (4) Strategic planning skills.
- (5) Ability to understand and interpret the work of the committee to the community.
- (6) Ability and willingness to raise funds for the project.
- (7) Leadership experience.

### **Committee Member Responsibilities**

Committee members shall:

- (1) Observe the American Association of Museums Excellence and Equity Standards in the process of advising the Society.
- (2) Understand and interpret the work of the committee to the community.
- (3) Represent the committee, the project and the Society in a positive and supportive manner at all times and in all places.
- (4) Avoid conflicts of interest between advisory committee member role and personal life.
- (5) Elect Chair and Vice Chair annually.

### **Attendance**

Advisory Committee members understand that it is their responsibility to attend all meetings of the VMHAC. Any member of the committee who shall absent himself/herself from three consecutive meetings, with or without notice, shall be deemed to have resigned from the committee and shall cease to be a member thereof, subject to reinstatement by majority vote of the VMHAC.

## **IX. AFFILIATED HISTORICAL ORGANIZATIONS**

A. The Society may, from time to time, authorize the establishment of affiliate historical societies, contingent on available funding.

B. Conditions. An organization having designation as an affiliate of the St. Louis County Historical Society shall conform to the following conditions:

1. The organization shall be a tax-exempt, non-profit corporation, established for historical purposes. It shall have been in existence as a tax-exempt, non-profit corporation for at least five years.

2. The organization shall hold membership in the St. Louis County Historical Society and the Minnesota Historical Society.

3. The organization shall own collections of historical value as generally defined and recognized by the Minnesota Historical Society.

4. The organization shall have a duly elected slate of officers and a governing body, and it shall hold regular meetings as specified in its bylaws. Minutes of these meetings must be available upon request.

5. The organization shall operate and keep its financial records on a fiscal year consistent with the St. Louis County Society and St. Louis County government.

6. The organization shall submit copies of its quarterly financial statements showing all income and expenditures according to its annual budget to the St. Louis Historical Society. These reports shall include a statement signed by the organization's President and Treasurer certifying that such reports are an accurate and true report of the financial condition of the organization for the period covered by the report.

7. The financial records and statements of each affiliate historical organization shall be audited by a Certified Public Accountant or Licensed Public Accountant yearly. A copy of the audit report shall be submitted to the St. Louis County Historical Society within 30 days after the completion of the audit, and no later than December 31 of the year following the year of the audit. The financial records of each organization shall be available for review by the Society Board of Governors and/or Executive Director at any time upon request.

Any affiliated historical organization that is in non-compliance with Article IX. 7 of these bylaws, by not submitting an audit of the financial records of their affiliated historical organization, shall forfeit any further financial grant or aid from the St. Louis County Historical Society until they are in compliance with the aforementioned bylaws. An interim step of written contact shall be taken before formal notice is given to the affiliate, regarding the withholding of funds until compliance is reached.

8. The organization shall annually prepare a financial statement following Society and generally accepted accounting procedures, and the organization shall prepare an annual report of its activities and submit both to the Society office no later than June 30 of the subsequent year.

9. Any affiliated historical organization that is in non-compliance with Article IX.7 of these bylaws, by not submitting an audit of the financial records of their affiliated historical organization, shall forfeit any further financial grant or aid from the St. Louis County Historical Society until they are in compliance with the aforementioned bylaws. An interim step of written contact shall be taken before formal notice is given to the affiliate, regarding the withholding of funds until compliance is reached.

10. An affiliate historical organization shall cooperate with the St. Louis County Historical Society to develop and implement an overall integrated plan and shall not duplicate services presently provided by Society affiliates or other organizations within St. Louis County.

### **C. Procedure for Becoming an Affiliate Organization.**

For an organization to become an affiliate of the St. Louis County Historical Society, the following procedure shall be followed:

1. The organization shall petition the St. Louis County Historical Society requesting status as an affiliate historical society.
2. The organization shall submit the following documentation as proof of compliance with the conditions for affiliation:
  - a. Articles of Incorporation
  - b. Bylaws
  - d. List of current officers and board members
  - e. Mission statement
  - f. Copies of two most recent annual reports
3. The Board of Governors of the St. Louis County Historical Society shall review the conditions and may approve affiliation of the organization providing all conditions for affiliation are met. Should affiliation be approved, a resolution stating such will be passed by the Board of Governors and an agreement outlining the terms and conditions of affiliation will be signed by both the St. Louis County Historical Society and the affiliate organization.
4. Should the Board of Governors of the St. Louis County Historical Society decide not to accept the application of an organization, the reasons for rejecting such an application will be presented in writing to the organization.
5. New affiliate organizations shall also be approved by the St. Louis County Board of Commissioners.

### **D. Termination of Affiliate Status.**

1. An affiliate historical society shall lose its status as an affiliate of the St. Louis County Historical Society for any of the following reasons.
  - a. Dissolution of the organization
  - b. Voluntary withdrawal by the organization
  - c. Loss of IRS tax-exempt status
  - d. Non-compliance with any of the conditions for affiliation listed in Section IX.B above.
2. An affiliate organization may also lose its status as an affiliate of the St. Louis County Historical Society for any other reason as may be recommended by the Board of Governors of the St. Louis County Historical Society and also approved by the St. Louis County Board of Commissioners.
3. The procedure for terminating the affiliate status of an organization shall be as follows:
  - a. A fact-finding hearing will be held by a specially appointed (by the President of the Board of Governors) ad hoc committee of the St. Louis County Historical Society Board of Governors.

b. Based upon the information presented at the hearing, a determination either to retain or terminate the affiliate status of the organization will be made by the St. Louis County Historical Society Board of Governors.

c. A resolution affirming the determination made and outlining reasons for the decision shall be passed by the St. Louis County Historical Society Board of Governors and forwarded to the St. Louis County Board of Commissioners.

d. The decision of the St. Louis County Historical Society Board of Governors can be subject to a written appeal to the President of the Board of Governors within thirty (30) days, after which the decision will be final.

## **E. Hearings Procedure**

1. Purpose. The purpose of this section is to outline the hearings procedure that will be followed by the St. Louis County Historical Society in dealing with the situations outlined below.

### **2. Application**

This hearing procedure shall apply to the following situations:

a. Review requests from new organizations to become recognized affiliates of the St. Louis County Historical Society.

b. Review requests to terminate the membership of an affiliate organization based upon non-compliance with any bylaw provisions of the Historical Society or other recognized basis for discontinuance of any organization's affiliation rights.

c. Review other matters that directly affect relations between the St. Louis County Historical Society and any of its recognized affiliate organizations.

### **3. Hearings Procedures**

a. New organizations requesting affiliate status. The procedure is outlined in Section IX.C above, of the St. Louis County Historical Society Bylaws.

b. Termination of affiliate status. The procedure is outlined in Section IX.D., above, of the St. Louis County Historical Society Bylaws.

c. Other matters that affect relations between the St. Louis County Historical Society and its recognized affiliates. The procedure shall be as follows:

(1) The grievance shall be submitted in writing to the St. Louis County Historical Society Board of Governors at one of their regularly scheduled meetings.

(2) Should the St. Louis County Historical Society Board of Governors agree that a legitimate grievance exists, the Board shall refer the matter to either the appropriate standing committee or to a specially appointed *ad hoc* committee of the Society Board of Governors.

(3) A fact-finding hearing shall be held by the committee within 30 days.

(4) The committee shall consider all the information presented at the fact-finding hearing and prepare a written report of its findings and recommendations to the full Society Board of Governors at their next regularly scheduled meeting.

(5) The Society Board of Governors shall act on the recommendations of the committee and within 60 days notify the affiliate society concerned as to the disposition of the grievance.

(6) The decision of the Society Board of Governors shall be final, pending a written appeal process to the President of the Board of Governors.

## **X. FISCAL MATTERS**

### **A. Fiscal Policy**

1. The Board of Governors shall adopt fiscal policies and employ practices as will merit the confidence of the Members concerning the integrity and competence of the fiscal management of the Society. The fiscal year of the Society shall be the calendar year and shall begin on the first day of January in each year.

### **B. Audit**

1. An annual audit or review of the books and financial records of the Society shall be made by an independent certified public accountant. The auditor's report shall be submitted to the Board of Governors.

### **C. Dues**

1. The Board of Governors may establish regular dues for the various categories of Members and, based on age or need, may exempt certain classes, subclasses or categories of Members.

### **D. Disbursement of Funds**

1. Funds of the Society shall be disbursed pursuant to duly adopted resolutions of the Board with adequate safeguards to prevent mismanagement, fraud, or dishonesty.

### **E. Contracts.**

1. The Board of Governors may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances.

### **F. Deposits**

1. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Governors may select.

### **G. Bank Accounts**

1. Bank accounts shall be opened by the Officers of the Society or their duly appointed assistants at such banks as they may deem desirable. The same Officers of the Society or their duly appointed assistants who are from time to time authorized to withdraw funds with respect to the account of the Society are hereby authorized to withdraw funds from the various bank accounts that may be established.

### **H. General and Special Funds**

1. The funds of the Society shall be divided into general and special funds. Special funds shall include all donations, gifts, grants, legacies, devises, endowment and other contributions for special purposes, and shall be used only for the special purpose as designated by either the donor or the Board of Governors. All other funds of the Society shall be designated as the general funds of the Society.

### **I. Gifts**



1. The Society shall have the authority to accept gifts of cash or property outright or in trust to the Society for the benefit of the Society from any political or governmental unit, corporation, individual, foundation, trust or from any other entity or source in furtherance of its corporate purpose. Gifts may be limited in any manner provided by the donor or by the court having jurisdiction of the trust or source from which a gift is made. Unless prohibited by the terms of the gift, the Board may place custody or management of property constituting the corpus of a gift with any responsible corporation, individual or financial institution.

#### **J. Books and Records**

1. The Society shall keep at its registered office correct and complete books of account and minutes of the Board of Governors in electronic and/or written format.

#### **K. Annual Report**

1. The Society shall prepare an annual report of its activities, progress, and status.

### **XI. RULES OF ORDER**

**A. Robert's Rules of Order (revised)** shall govern the transaction of the business by the Board of Governors in all cases to which they are applicable and in which they are not inconsistent with the articles of incorporation, bylaws, standing rules or laws of the State of Minnesota.

### **XII. COMPLIANCE WITH MINNESOTA STATUTES**

A. Nothing in these bylaws shall conflict with any law of the State of Minnesota that applies to the establishment, operation or governance of historical societies.

### **XIII. AMENDMENT OF BYLAWS**

A. These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by majority of the Board of Governors at any regular meeting or special meeting, provided that proper notice of the intent to alter, amend, repeal or to adopt new bylaws at such meeting is given.

### **XIV. DISSOLUTION OF THE SOCIETY**

A. Any proceedings to dissolve the Society shall be governed by the applicable laws of the State of Minnesota as amended from time to time.

### **XV. INDEMNIFICATION**

A. The Society shall indemnify a person made or threatened to be made a party to a proceeding (by reason of the former or present official capacity of the person) against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney's fees and disbursements, incurred by the person in connection with the proceeding, all as provided in and

subject to the conditions of, Section 317A.521, Subd. 2, of the Minnesota Statutes, which section is incorporated herein by reference. Such indemnification includes payment or reimbursement by the Society of reasonable expenses, including attorney's fees and disbursements, incurred by the person in advance of the final disposition of the proceedings, all as provided in and subject to the conditions of Section 317A.521, Subd. 3, of Minnesota Statutes.

B. The Society may buy and maintain insurance on behalf of a person in that person's official capacity against liability asserted against and incurred by the person in or arising from that capacity, all as provided in and subject to the conditions of Section 317A.521, Subd. 7, of Minnesota Statutes.

C. Nothing in these bylaws shall be construed as prohibiting indemnification or advances or as imposing conditions on indemnification or advances, other than those conditions contained in Section 317A.521, Subds. 2 and 3, of Minnesota Statutes. **{END}**

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