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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
ST. LOUIS COUNTY HISTORICAL SOCIETY

ARTICLE I

Name and Statutory Authorization

The name of the corporation shall be ST. LOUIS COUNTY HISTORICAL SOCIETY. ✓

This corporation is organized under chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act.

ARTICLE II

Corporate Purposes

Sec. 1. Purposes. The corporation is organized and shall be operated exclusively for charitable, educational, literary, and scientific purposes. The general nature and purpose of the corporation shall be the discovery, preservation and dissemination of knowledge about the history of St. Louis County and the State of Minnesota. More particularly, the objectives of the corporation shall be:

- (a) To discover and collect any material which may help to establish or illustrate the history of St. Louis County or the State of Minnesota, their exploration, settlement, development and activities in peace and in war, and their progress in population, wealth, education, arts, science, agriculture, manufacture, trade and transportations; printed material such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs and posters; manuscript material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field

books; and museum material such as pictures, photographs, paintings, portraits, scenes, Native American and prehistoric cultures' relics and material objects illustrative of life, conditions, events and activities in the past or the present, and such other matters as may be of interest to the corporation.

- (b) To provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it; to cooperate with public officials in insuring the preservation and accessibility of the records and archives of St. Louis County and of its cities, towns, villages and institutions; and to bring about the preservation of historic buildings, monuments and markers.
- (c) To disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise; by holding meetings with addresses, lectures, papers and discussions; and by marking historic buildings, cities, sites and trails.
- (d) To become a constituent member of the Minnesota Historical Society or any other historical society or association and to cooperate with any other historical society or association, whether incorporated or not, whose objects are similar to those of the corporation.
- (e) To engage or participate in any activity, business or enterprise to procure funds which may be requisite for the purposes of or capable of being used in connection with the purposes of the corporation and to raise money by subscription or any other lawful method or to grant such rights and privileges to subscribers or contributors of funds as the Board of Governors may determine, always provided, however, that the corporation does not afford pecuniary gain, incidentally or otherwise, to its Members.

Sec. 2. Construction. The purposes and powers specified in this Article shall be construed as both purposes and powers and shall be in nowise limited or restricted by reference to or interference from the terms of any other clause of this or any other Article of these Amended and Restated Articles of Incorporation, but each of the powers and purposes specified in this Article shall be regarded as independent purposes and powers and the specification herein contained of particular powers is not intended to be and shall not be held to be a limitation of the particular powers herein contained or in limitation of the powers now or hereafter granted to nonprofit corporations under the laws of the State of Minnesota, but is intended to be and shall be held to be in furtherance thereof.

ARTICLE III

Duration and Location

Sec. 1. Duration. The corporation shall have perpetual existence.

Sec. 2. Location. The location of the corporation and the address of its registered office shall be 506 West Michigan Street, Duluth, Minnesota 55802.

ARTICLE IV

Incorporators

The names and addresses of the incorporators of the corporation were:

<u>Name</u>	<u>Address</u>
William K. Alford	2729 East Sixth Street Duluth 12, Minnesota
Dr. Richard Bardon	2504 East Sixth Street Duluth 12, Minnesota
T. J. Doyle	625 North 46 th Avenue West Duluth 7, Minnesota

Dr. Maude L. Lindquist

1806 Jefferson Street
Duluth 12, Minnesota

Elsie M. Melby

20 North 36th Avenue East
Duluth 4, Minnesota

D. M. Stalker

2010 Woodland Avenue
Duluth 3, Minnesota

ARTICLE V

Board of Governors and Officers

Sec. 1. Board of Governors.

- (a) General Powers. 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 action by or on behalf of the Society.
- (b) Composition of Board. The Board of Governors shall consist of a minimum of thirteen (13) members. All Governors shall be Members of the Society. The Board of Governors shall represent all geographic regions of St. Louis County.
- (c) Election and Terms of Office. Each Governor shall hold office for the term for which he or she has been elected and until his or her successor has been elected. One-third of the Governors shall be elected at each annual meeting of the Members except that more than this number may be elected at any annual meeting when necessary to bring the full number of Governors to a minimum of thirteen (13). Governors shall be elected for a term of three (3) years except that Governors may be elected for terms of one (1) or two (2) years when necessary to bring about the expiration of the terms of one-third of the Governors in each year. It is the intent of this section that, as far as possible, one-third of the Governors shall be elected each year for a term of three (3)

years. No person shall be elected a Governor of the Society for more than two (2) consecutive terms, but any person who has served two consecutive terms may again be elected a Governor after the lapse of one (1) year. Governors representing affiliated historical organizations shall not be subject to the term limits or rotation rules of this section. They shall have all of the other rights, duties, and powers of the Governors elected by the Members.

- (d) Meetings. Meetings of the Board of Governors, responsibilities and other conditions shall be set forth in the bylaws of the corporation.
- (e) No Pecuniary Gain. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its Governors.
- (f) Definition. The word “Governor” as used in these Amended and Restated Articles of Incorporation shall have the same meaning as the word “director” as used in chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act.

Sec. 2. Officers.

- (a) Number and Titles. The officers of the Society shall be a President, a Vice-President, a Treasurer, a Secretary, any Liaison Officers as determined by the Board of Governors, and an Executive Director.
- (b) Election and Terms of Office. Except as may be specifically provided for elsewhere in the bylaws, all officers of the Society, except the Executive Director, shall be elected at the annual meeting of the Board of Governors. Each officer shall hold office until his or her successor has been elected and seated. All officers shall be Members of the Society. The officers of the Society, except the Executive Director,

shall be members of the Board of Governors. The Executive Director shall not be a member of the Board of Governors.

(c) Responsibilities of each Society officer shall be set forth in the bylaws of the corporation.

(d) No Pecuniary Gain. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its Officers, except for reasonable compensation for services rendered to the corporation.

ARTICLE VI

Membership

Sec. 1. Classes of Members. The Society recognizes the following classes of membership:

1. Annual individual Member
2. Annual family Member for two (2) adults and all children younger than eighteen (18)
3. Annual supporter Member
4. Annual cornerstone Member
5. Annual benefactor Member
6. Annual patron Member
7. Annual Governors' circle Member
8. Honorary Member

With the exception of honorary Members, all Members of the Society shall pay dues in accordance with a schedule set by the Board of Governors.

Sec. 2. Member Conditions, Terms, Etc. The conditions of membership, terms of membership, dues, voting rights, and membership obligations of the various classes of Members and the manner and time of calling meetings of Members shall be stated in the bylaws of the corporation.

ARTICLE VII

Capital Stock, etc.

Sec. 1. Capital Stock. The corporation shall have no capital stock.

Sec. 2. Corporate Seal. The corporation shall have no corporate seal.

Sec. 3. Corporate Property. Title to all property, real, personal or mixed, acquired by the corporation shall be held in the corporate name. The Board of Governors shall have the power to appoint a fiscal agent who shall have power to hold custody of, invest and reinvest corporate property deposited with it by the Board of Governors and to receive, collect and pay over the income to the corporation in such manner and at such times as the Board of Governors shall determine. The Board of Governors shall provide for the custody of all material of historic value received by the corporation. If deemed advisable by the Board of Governors, such material may be deposited on loan in the custody of a public library or any other public agency or institution in St. Louis County, Minnesota, or elsewhere. Subject only to the limitations of Sec. 671 of the Minnesota Nonprofit Corporation Act, in case its preservation is not considered advisable by the Board of Governors, material of historic value may be given to or exchanged with the Minnesota Historical Society or any other historical society in good standing or otherwise disposed of. The acquisition, acceptance, rejection or disposition of objects by the corporation shall be determined by the Board of Governors.

Sec. 4. Affiliation. The corporation shall be enrolled as an annual institutional member of the Minnesota Historical Society, paying dues as prescribed by that Society and as such shall, whenever advisable, send a delegate or delegates to represent it at the meetings of the Minnesota Historical Society. Neither this corporation nor said Minnesota Historical Society shall be responsible for any deed, doings or default of the other.

Sec. 5. Affiliated Historical Organizations. The Board of Governors may from time to time authorize affiliations with other historical organizations, under such terms and conditions as may be set forth in the bylaws of the corporation. Each such affiliated historical organization shall have one (1) seat on the corporation's Board of Governors. The process for authorizing such affiliations and for selecting and recognizing such Governors shall be set forth in the bylaws of the corporation.

ARTICLE VIII

No Personal Liability

There shall be no personal liability imposed upon the Governors, Officers, or Members of this corporation for corporate liabilities or obligations.

ARTICLE IX

Amendments

These Amended and Restated Articles of Incorporation may be amended by the procedure set forth in chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, in effect at the time of the amendment.

I certify that these Amended and Restated Articles of Incorporation were adopted at a meeting of the Board of Governors on the 24th day of February, 2004, and were adopted at a meeting of the Membership that same day. I certify that I am authorized to execute these Amended and Restated Articles of Incorporation, and I further certify that by signing same I am subject to the penalties of perjury as set forth in the Minnesota Statutes, as if I had signed under oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 8th
day of March, 2004.



President, Board of Governors

