

## BYLAWS FOR THE



### ARTICLE I. NAME

The name of this association shall be **Pine City Area History Association**, and its headquarters shall be in the City of Pine City, Minnesota.

**Pine City Area History Association, 315 Main Street South, Suite 170,  
Pine City, MN 55063**

### ARTICLE II. MISSION

The mission of the association shall be the collection, preservation and dissemination of knowledge about the history of the Pine City Area and to relate that history to that of the State of Minnesota. More particularly, its objectives shall be:

1. To locate and collect any material that may help to establish or illustrate the history of the Pine City Area. These materials shall include but are not limited to printed matter such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters; geological and Native American artifacts; manuscript materials such as letters, diaries, journals, memoranda, maps, reminiscences, rosters, service records, account books, charts and oral history interviews; audio tapes, video cassettes, films and other multimedia materials; and other museum materials such as pictures, photographs, painting, portraits, furniture, scenery and such artifacts that illustrate the events and activities of its residents in the State of Minnesota. These materials are to be collected, exhibited and preserved in accordance with all laws and regulations that may apply to the collection, possession and exhibition of such materials.

2. To disseminate historical information to any interested persons, groups and institutions and to arouse interest in the Pine City Area by any of the following means: publishing historical materials in newspapers and books; holding meetings featuring workshops, lectures or informative programs; conducting historic tours; marking or restoring historic buildings and sites; and operating a museum or historic site.
3. To make this material available for study and research by individuals and scholars, ensuring that it is accessible to the public in compliance with the provisions of the Americans with Disabilities Act.
4. To accomplish these goals through the establishment of clearly defined collection, conservation and interpretation policies and procedures.
5. To provide that all programs, functions and events of the association, including membership, shall be made available to anyone regardless of race, color, age, national origin, marital status, disability, religious or political affiliation, sex or sexual preference.
6. That this organization shall have the power to own property, apply for and receive grants, accept bequests, and establish and maintain an endowment fund for carrying out the above-stated purposes.

### **ARTICLE III. MEMBERSHIP**

1. The society shall be composed of active and honorary members.
2. Any person interested in the history of the Pine City Area may be enrolled as an active member upon receipt by the Secretary of the first payment of dues. Membership shall run from July 1 to June 30.
3. Change of dues for membership shall be proposed by the Board of Trustees subject to majority approval of members present and voting at the annual meeting.
4. Active membership shall include the following categories:

- a. Household membership.
  - b. Business or organization membership. Any business, club, association, society or other entity interested in the programs or purposes of the society may become business or organization members of the society by payment of annual dues.
5. No person shall be qualified as a member and entitled to vote at regular, special or annual meetings unless his/her annual dues have been paid to the Treasurer and his/her name inscribed on the membership list at or in advance of any meeting.
6. Members failing to pay their dues after they become payable shall be dropped from the rolls 60 days after the mailing of a notice of such default.
7. Any individual, in recognition of achievements or for services rendered in line with the purposes of the organization, may be elected an honorary member by a two-thirds vote of the members present at any regular meeting. Honorary members may attend all meetings of the society but have no voting rights.

#### **ARTICLE IV. GOVERNANCE**

1. Officers shall be a President, a Vice President, a Secretary, a Treasurer and three other members to form a Board of Trustees. This Board shall manage the affairs of the organization, subject to such regulations and restrictions as may be prescribed by the organization.
2. The Board of Trustees shall be elected at the annual meeting by ballot of the membership for a three-year term and shall hold office until their successors have been elected. Vacancies arising in any office may be filled for the remainder of the unexpired term through selection by the Board of Trustees.
3. The retiring President of the organization shall automatically become an ex-officio (nonvoting) member of the new Board of Trustees to act in an advisory and consultative capacity for a two-year period.

4. Elections will be held at the annual meeting and will be conducted by secret ballot.

5. The Pine City Area History Association is and shall be an equal opportunity employer. It does not discriminate based on race, color, age, national origin, marital status, disability, religious or political affiliation, sex or sexual preference. All vacancies whether paid or volunteer will be filled on the basis of the applicant's qualifications in relation to the job requirements.

### **ARTICLE V. BOARD OF TRUSTEES**

1. The business of the organization shall be conducted by a Board of Trustees. Terms of office shall be staggered so that no more than three (3) Trustees shall be elected in one election. Tenure for the first Board shall be as follows: one shall serve one (1) year, one shall serve two (2) years, and three shall serve three (3) years. Successive elections shall be to full three-year terms.

2. The Board shall have the responsibility of establishing policy to achieve the objectives of the organization as stated in Article II of these Bylaws. The Board shall appoint three of its members to serve as an Executive Committee to handle any emergencies that may arise. Any action taken will be reported to the full Board of Trustees at its next meeting.

3. The Board of Trustees shall cooperate with any existing local historical organizations to achieve goals established by these Bylaws.

4. Trustees shall meet at regular intervals. The schedule for those meetings shall be posted for the membership and shall be open for their attendance.

5. A simple majority of Board members present shall constitute a quorum for conducting business at any regular or special meeting of the Board of Trustees.

6. All business of the Board shall be guided by Parliamentary Law and Practice for Nonprofit Organizations, 2nd edition, by Howard L. Oleck and Cami Green (Philadelphia: American Law Institute-American Bar Committee on Continuing Professional Education, 1991).

7. Board members shall receive written or verbal notice from the Secretary informing them of each Board meeting. Notice shall be given no less than five (5) days prior to each meeting.
8. The Board shall hold such special meetings as may be necessary to conduct the business of the organization. Board members shall be notified of special Board meetings by written or verbal notice.
9. The Board of Trustees shall be empowered to employ or dismiss an Executive Director, whose duties will be determined by the Board in a written policy and duty statement. The Executive Director shall hire a staff to carry out the goals and policies of the organization.
10. Special meetings of the Board may be called by the President or, in his/her absence, by the Vice President or any three Trustees.
11. The Board of Trustees shall appoint members of the organization to fill any unexpired term that may become vacant on the Board. Should a Trustee be absent from a majority of Board meetings during the year, the office may be declared vacant and a new Trustee appointed.
12. Trustees may be compensated for their services as authorized by the membership or Bylaws.
13. The Board of Trustees is responsible for the development of a personnel policy, a collection policy, a long-range plan and other policies as needed to carry out the purposes of the organization, as stated in the Bylaws. These policies should be reviewed annually and revised as needed.
14. The Board of Trustees may remove from the membership roles any member of the organization or the Board of Trustees who is found to be acting in a manner detrimental to the organization and its mission. A two-thirds vote of the Trustees is required for such action; it must then be confirmed by a majority vote of the membership. Notice of the proposed removal shall be given to the members prior to the meeting called for this purpose. The person involved shall be given the opportunity to be heard at the meeting where his/her removal is considered.

## ARTICLE VI. DUTIES OF OFFICERS

1. The President shall preside at all meetings of the organization and the Board of Trustees. If the President is absent at any meeting, the Vice President shall assume his/her duties. The President shall act as the liaison between the Board and the Executive Director. The President with the help of the Executive Director shall determine the agenda for all meetings.
2. The Vice President shall assume the office of President should the President be unable to execute his/her duties. The Vice President shall also be in charge of activities directly related to the membership, e.g., programs for the membership and membership recruitment.
3. The Secretary shall keep the minutes of all meetings. The Secretary shall transmit a copy of the annual report and Treasurer's report, as adopted by the organization, to the Minnesota Historical Society. The Secretary shall maintain a current membership list at the organization's headquarters and will have a current membership list present at all meetings. The Secretary shall also conduct the correspondence of the organization, give notice of all meetings, notify committee members of their appointments, and carry on such other correspondence as may be necessary for conducting the affairs of the organization. The Secretary shall be responsible for the annual registration of the organization with the Minnesota Secretary of State's Office. Said duties may be transferred to the museum staff to be carried out under the direction of the Secretary.
4. The Treasurer shall collect the dues of members and all subscription donations and allocations of money to the organization. The Treasurer shall keep an account of the same and shall make a report thereof at the annual meeting and whenever required by the Board of Trustees. All organizational monies are to be kept in the organization's bank account except for such funds that the Board of Trustees may direct to be invested in such investments as shall be legal for a nonprofit corporation in this state. The Treasurer shall pay out monies of the organization upon presentation of bills approved by the Board as attested to by the Secretary. At the close of each fiscal year, the books shall be audited and a report submitted to the membership.

## **ARTICLE VII. MEETINGS**

1. The annual meeting shall be in the month of July each year. The Board of Trustees shall set the date of the meetings. Two weeks' written notice must be given to all members.
2. Regular meetings of the membership shall be held at least four times each year, on dates determined by the Board of Trustees. At the discretion of the Board, such quarterly meetings may be held on a rotating basis in locations around the county.
3. Special meetings of the Board of Trustees may be called by the Executive Director or the President at any time or upon written request by a majority of the Board of Trustees or ten (10) members of the organization.
4. A simple majority representing at least 5 percent of the membership or the organization must be present to constitute a quorum for annual and special meetings.
5. The organization shall operate on a fiscal year running from July 1 through June 30.
6. All eligible voters may cast one vote. Voting will be done by ballot. Voting by proxy is not allowed.
7. All meetings shall be conducted in accordance with Parliamentary Law and Practice for Nonprofit Organizations, published by the American Bar Association.

## **ARTICLE VIII. COMMITTEES, BOARDS AND BUREAUS**

1. The President shall appoint, or cause the Board of Trustees to appoint, such standing committees as are deemed necessary for the efficient operation of the organization. Chairs of such committees shall, insofar as possible, be appointed from members of the Board. Such committees may include regular members of the organization.
2. The President shall appoint, or cause the Board of Trustees to appoint, such other committees as are deemed to be to the benefit of the organization. Chairs

of such committees shall, insofar as possible, be appointed by the President from the membership of the organization.

3. All standing committees shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. All committees may be reappointed annually. There shall be no limit to the number of annual terms to which a member of a committee, board or bureau may be appointed. Insofar as possible, all committees and boards should represent geographically the area served by the association.
4. The President, or in his/her absence the Vice President, shall be an ex-officio member of all committees, boards and bureaus.
5. The chairs of all committees, boards, and bureaus shall represent their respective committees, boards or bureaus at meetings of the Board of Trustees when requested to attend.

## **ARTICLE IX. DISPOSITION OF COLLECTIONS**

1. The organization or its Board of Trustees shall make provision for the custody and housing of all material of historic value received by the society. No artifact that has been received as the result of a donation or by purchase maybe disposed of or returned to the donor or their heirs unless provision is made to assure that there is compliance with all rule and regulations of the Internal Revenue Code of 1986, Section 170, as relates to charitable contributions.
2. It is hereby provided that if the organization fails in two consecutive years to have an annual meeting, it shall be interpreted as the cessation of an effective working organization. All articles belonging to it shall receive proper treatment and storage until such time as a new society can be organized or the district court arranges disposition of the articles to a suitable 501(c)(3) organization.

## **ARTICLE X. INDEMNIFICATION OF OFFICERS AND TRUSTEES**

1. The organization shall indemnify any officer, trustee, employee or volunteer who is sued for actions done in good faith for the benefit of the organization and in the performances of his/her duties for the same to the fullest extent permitted by law.
2. Indemnification maybe covered through the purchase of insurance or by other means.

## **ARTICLE XI. AFFILIATION WITH THE STATE HISTORICAL SOCIETY**

The organization shall be enrolled as an Institutional Member of the Minnesota Historical Society, paying the established dues one year in advance, and as such it shall, whenever feasible, send a delegate to represent it at the meetings of the state society. An annual report shall be sent to the Minnesota Historical Society in which the activities of the organization are reviewed.

## **ARTICLE XII. AMENDMENTS**

Amendments to these Bylaws may be proposed in writing and filed with the Secretary by any three (3) members. The Secretary shall notify all members in writing of proposed amendments. Amendments may be adopted by a two-thirds vote of the members present at the annual meeting provided that a quorum is present and that two weeks notice of the meeting has been given.