

# **BYLAWS OF LA CRESCENT AREA HISTORICAL SOCIETY, INC.**

## **ARTICLE I -NAME**

The name of this organization shall be La Crescent Area Historical Society, Inc. and its headquarters shall be located at 328 South Third in the City of La Crescent, Minnesota 55947. It shall operate as a nonprofit corporation in accordance with the Minnesota Statutes 1989, chapter 317 and in compliance with Section 501 © (3) of the Internal Revenue Code. Referred to as Society in this document.

## **ARTICLE II -PURPOSE**

The purpose of the Society shall be the collection, preservation and dissemination of knowledge about the history of the La Crescent area and to relate it to the history of the State of Minnesota. More particularly, its objectives shall be:

1. To locate, collect, and preserve any material which may help to establish, illustrate or interpret the history of the La Crescent area or the state in such themes as: exploration, settlement, development, activities in peace and war, ethnic groups, health, government, wealth, education, arts, science, agriculture, manufacturing, social services, trade, transportation, religion, finance, or sports, etc. These materials shall include printed matter such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs and posters, manuscript materials such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, field books, tapes, cassettes, films, and other multi-media materials; and museum materials such as pictures, photographs, paintings, portraits, scenes, American Indian artifacts, and other objects illustrative of life, conditions, events, and activities from the geological past to the present.

2. To disseminate historical information to interested persons, groups, and institutions and to arouse interest in the past by any of the following means: publishing historical materials, holding meetings featuring addresses, lectures, papers; conducting historic tours; recommending marking or restoring historic buildings, sites, and trails; and operating a museum or historic site.
3. To accomplish these goals through the establishment of clearly defined collection, conservation, and interpretation policies.
4. This organization shall have the power to own property, to apply for and receive grants, it may accept bequests and may 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 life members.
2. Any person interested in the history of the La Crescent area may be enrolled as an active member upon receipt, by the treasurer or membership chair, of the first payment of dues. Membership shall run from January 1 to December 31.
3. Dues for all active membership categories shall be proposed by the Board of Directors- subject to majority approval of members present and voting at the annual meeting-and reviewed annually.
4. Active membership shall include the following categories:
  - a. Individual
  - b. Family
  - c. Sustaining
  - d. Business/Professional
  - e. Benefactor
  - f. Patron
5. No person shall be qualified as a member and entitled to vote at annual meetings unless his/her annual dues have been paid to the treasurer and his/her name is inscribed on the membership list at or in advance of any meeting.

6. Memberships will be considered lapsed if not paid by March 1<sup>st</sup>.
7. Family, club and business memberships have only one vote per membership in any election held by the Society.
8. Any individual, in recognition of achievements or for services rendered in line with the purposes of the Society, may be elected an honorary life member by a majority vote of the Board of Directors. Honorary life members shall not be required to pay dues; they may attend all meetings of the society, but they shall not have the right to vote unless they choose to be paying members.
9. A current membership list will be available for viewing by any interested party during normal working hours at the Society's place of operations.

## **ARTICLE IV –GOVERNMENT**

1. The Society shall be governed by a Board of Directors. Referred to as Board in this document. The Board shall consist of seven directors. Offices within the Board will be a President, a Vice-President, a Secretary, a Treasurer and three directors. This Board shall manage the affairs of the Society, subject to such regulations and restrictions as may be prescribed by the Society.
2. Members of the Board shall be elected at the annual meeting by the membership, for a three-year term and shall be a board member until their successors have been elected. The newly elected directors term becomes effective the first of month following the annual meeting.
3. The La Crescent Area Historical Society does not discriminate on the basis of race, color, age, national origin, marital status, disability, creed, religious or political affiliation, sex, or sexual preference. All vacancies are filled on the basis of the applicant's qualifications in relation to the job requirements.

## ARTICLE V -BOARD OF DIRECTORS

1. The business of the Society shall be conducted by a Board of Directors. The terms of office for the directors shall be staggered. No more than three (3) directors shall be elected in one election. Tenure for the first board members shall be as follows:
  - a. Two (1) shall serve one year
  - b. Two (1) shall serve two years
  - c. Three (1) shall serve three years
2. The Board shall have the responsibility of establishing policy to achieve the objectives of the Society as stated in Article II of these bylaws. Three (3) board members can serve as an executive committee to handle any emergencies that might arise. Action taken is to be reported to the full board at their next regular meeting.
3. The Board shall cooperate with any existing local historical societies whose goals conform to the objectives of the Society.
4. Directors shall meet at regular intervals, to be determined by a special meeting of the Board following the annual meeting of the Society. At this special meeting the directors will elect a President, Vice President, Secretary and Treasurer. The schedule for those meetings will be posted for the membership's information and will be open for their attendance.
5. A Simple majority of board members shall constitute a quorum for conducting business at any regular or special meeting of the Board.
6. All business of the Board shall be conducted in conformity with Roberts' Rules of Order. The Board may appoint a parliamentarian.
7. The Board shall hold such special meetings as may be necessary for conducting business of the Society. Board members shall receive notice of special board meetings by written notice, electronic media or telephone call.
8. The Board shall be empowered to employ or dismiss an Executive Director whose duties shall be determined by the board of directors in a written policy and duty statement. The Executive Director shall hire a staff to carry out the goals and policies of the Board, with Board approval.

9. Special meetings of the Board may be called by the President, or in his/her absence, by the Vice President or any three Directors. The subject matter of all special meetings shall be adopted, with amendment if indicated, or rejected at the next regular meeting of the Board.

10. The Board shall appoint members of the Society to fill an un-expired term, which may become vacant on the Board. Should a director have 3 consecutive unexcused absences, from board meetings the office may be declared vacant and a new director appointed by the Board.

11. The Board is responsible for the development of a personnel policy, a museum collection policy, a long-range plan, and whatever other policies are needed to carry out the purposes of the Society, as stated in the bylaws. These policies should be reviewed annually and revised as needed.

12. Any director may be removed from the Board by a two-thirds (2/3) vote of the Board for actions unbecoming to the office, or detrimental to the Society. Notice of the proposed removal will be given to the director. The director involved will be given the opportunity to be present and to be heard at the meeting at which his or her removal is considered. Confirmation of this action by the Board requires a vote of approval by the Society's membership.

## **ARTICLE VI -DUTIES OF OFFICERS**

1. The President shall preside at all meetings of the Society and of the Board .If the President is absent at any meeting, the Vice President shall assume his/her duties. The President will 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 and present the Annual Report at the annual meeting.

2. The Vice President shall assume the office of President should the President be unable to execute his/her duties.

3. The Secretary shall keep the minutes of all meetings of the Society and of the Board. The Secretary shall also conduct, the correspondence of the Society, give notice of all special meetings, notify committee members of their appointments, and carry on such other correspondence as may be necessary for conducting the affairs of the Society.

4. The Treasurer shall collect the dues of members and all subscription donations and allocation of money to the Society. The Treasurer shall keep an account of the same and shall make a report thereof at the annual meeting and whenever required by the Society or Board . The Treasurer shall payout monies of the Society upon presentation of bills approved by the board. At the close of each fiscal year, the books shall be audited and a report submitted to the membership. All Society money is to be kept in a Society bank account. Any payment exceeding \$500 requires prior approval of the board. The Treasurer shall be responsible for the annual registration of the Society 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 Treasurer. The Treasurer will also have an updated copy of the membership list and have it available at all meetings.

## **ARTICLE VII –MEETINGS**

1. The Annual Meeting shall be during the month of April each year. Two weeks notice must be given to all members.

2. In addition to the Annual Meeting, regular meetings of the membership shall be held monthly. The specific dates on which meetings are to be held shall be determined by the Board.

3. Special meeting of the Society or Board may be called by the Executive Director or the President at any time, and also upon written request by ten members of the Society or a majority of the Board with written notice to the membership.

4. A Quorum representing at least 10 percent of the membership must be present to constitute a quorum for annual and special meetings, where voting is required.

5. The Society shall operate on a fiscal year, running from January 1 through December 31.

6. The Treasurer shall have present at all meetings a current membership list that is available for viewing and which contains the names of all eligible voters.

7. All eligible voters may cast one vote. Voting may be done by ballot if requested. Voting by proxy is not allowed.

## **ARTICLE VIII -COMMITTEES**

1. The President shall appoint such standing committees as are deemed necessary for the efficient operation of the Society.

2. 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 may be appointed. Insofar as possible, all committees should represent geographically the area served by the Society.

3. The President, or in his/her absence the Vice President, shall be an ex-officio member of all committees.

4. The chairs of all committees shall represent their respective committees at meetings of the Board.

5. A nominating committee will be responsible for presenting a slate of candidates for the directors positions to be elected at the annual meeting. Nominations may also be made at the annual meeting.

5. A finance committee will be responsible for an annual audit.

## **ARTICLE IX -DISPOSITION OF COLLECTIONS**

1. The Society shall make provision for the custody and housing of all material of historic value received by the Society.

2. It is hereby provided that if the Society fails in two consecutive years to have a quorum at its annual meeting, it shall be interpreted as no longer functioning as a historical society. All articles belonging to it shall be placed under the care of Houston County Historical Society until such time as a new society can be organized or the district court arranges care for them.

## **ARTICLE X -AFFILIATION WITH THE STATE SOCIETY**

The Society shall be enrolled as an Institutional 11 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, and shall make an annual report thereto as hereinbefore provided.

## **ARTICLE XI -AMENDMENTS**

Amendments to these bylaws may be proposed in writing and filed with the secretary by any three members. The secretary shall notify all members in writing of the proposed amendments, and they may be adopted by a two-thirds vote of the members present at the annual meeting if a quorum is present, and provided that two weeks have elapsed since the sending of the notice.