

Bylaws for the St. Michael Historical Society

As amended 4/11/16

Article I

The name of this association shall be St. Michael Historical Society, and its headquarters shall be in the City of St. Michael, Minnesota, 11800 Town Center Drive.

Article II

Mission

The mission of the Society shall be the collection, preservation and dissemination of knowledge about the history of St. Michael and to relate that history to the State of Minnesota. More particularly its objectives shall be:

1. To locate and collect any material which may help to establish or illustrate the history of St. Michael. These materials shall include but are not limited to printed matter such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, catalogues, 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, oral history interviews; audio tapes, video cassettes, films, and other multi-media materials; and other museum materials such as pictures, photographs, painting, portraits, furniture, scenery, and such artifacts that are illustrative of 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 city of St. Michael by any of the following means: publishing historical materials via newspapers, and books; holding meetings featuring workshops, lectures, or informative programs; conducting historic tours; marking or restoring historic buildings, and sites; and by operating a museum or historic site.
3. To make this material available for study and research by individuals and scholars, making sure 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 Society, 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. And that this organization shall have the power to own property, to apply for and receive grants, that it may accept bequests and may establish and maintain endowment funds 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 St. Michael may be enrolled as an active member upon receipt by the secretary of the first payment of dues. Membership shall run from January 1 to December 31. New members who join after July 1st shall be considered paid for the current year up through December 31st of the following year.
3. Change of dues for membership shall be proposed by the board of directors, subject to majority approval of members present and voting at the annual meeting.
4. Active membership shall include the following categories:
 - a. Individual membership.
 - b. Household membership.
 - c. Business or organization membership: Any business, club, association, society or other entity interested in the programs and 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 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 Society, 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.
8. For voting purposes only a Household Membership consists of one adult and his or her spouse.

Article IV Government

1. The officers of the society shall be a president, a vice president, a secretary, a treasurer and a minimum of five other members to form a Board of Directors. This board shall manage the affairs of the Society, subject to such regulations and restrictions as may be prescribed by the Society.

2. After the adjournment of the annual meeting, the board of directors shall meet in special session to elect by ballot the president and vice-president who shall assume their positions on the first day of the month following the annual meeting. They shall serve for a two-year term and shall hold their office until successors have been elected. The president and vice-president need not be members of the board of directors at the time of their election, but by virtue of their offices they shall be members of the board of directors. No person shall hold the office of president or vice-president for more than two consecutive terms. If a vacancy arises in either of these offices, they may be filled for the remainder of the un-expired term through selection by the board of directors.
3. At the May meeting the president shall appoint a secretary and a treasurer. These offices become effective immediately following approval by a majority vote of the board of directors. The secretary and treasurer shall not have voting rights on the board of directors unless they shall already serve on the said board. The terms shall be for two years. If a vacancy arises in either of these offices, they may be filled for the remainder of the un-expired term through selection by the board of directors.
4. The retiring president of the Society shall automatically become an ex-officio member of the new board of directors to act in an advisory and consultative capacity for a two-year period. The retiring president shall not have voting rights unless he or she also serves on the board of directors.
5. The St. Michael Historical Society is and shall be an equal opportunity employer. It does not discriminate based on race, color, age, nation 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 qualifications the applicant has in relation to the job requirements.

Article V

Board of Directors

1. The business of the Society shall be conducted by the board of directors. Board elections shall be held by secret ballot at the annual meeting. The terms of office shall be staggered so that no more than five (5) directors shall be elected in one election. Tenure for the first board members shall be as follows: Five shall serve one year, five shall serve two years, and five shall serve three years. Successive elections shall be to full three-year terms. The newly elected members of the board of directors shall assume their positions on the first day of the month following the annual meeting.
2. The board of directors shall have the responsibility of establishing policy to achieve the objectives of the Society as stated in Article II of these bylaws. They shall appoint three of their members to serve as an executive committee to handle any emergencies that might arise. Any action taken will be reported to the full board at their next meeting.
3. The board of directors shall cooperate with any existing local historical societies to achieve goals established by these bylaws.

4. The board of directors shall meet at regular intervals, such intervals to be determined by a special meeting of the board of directors held immediately following the adjournment of the annual meeting of the society. 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 present shall constitute a quorum for conducting business at any regular or special meeting of the board of directors.
6. All business of the board shall be guided by Parliamentary Law and Practice for Nonprofit Organizations, published by the American Bar Association.
7. The board shall set the time and place of regular board meetings. Changes to the regular time and place must be made at a regular, open, board meeting at least one month prior to the effective change. This does not affect special or emergency meetings called by the executive council.
8. The board shall hold such special meetings as may be necessary to conduct the business of the Society. Board members shall be notified of special board meetings by written or verbal notice.
9. The board of directors shall be empowered to employ or dismiss an executive director whose duties will be determined by the board of directors in a written policy and duty statement. The executive director shall hire staff to carry out the goals and policies of the board of directors.
10. The president may call special meetings of the board in his/her absence, by the vice president or any three directors.
11. The board shall appoint members of the Society to fill an un-expired term, which may become vacant on the board of directors. Should a director be absent from a majority of board meetings during the year, the office may be declared vacant and a new director appointed by the board.
12. The board of directors may be compensated for their services as authorized by the membership or bylaws.
13. The board of directors is responsible for the development of a personnel policy, a collection policy, a long-range plan and whatever other policies are needed to carry out the purposes of the Society, as stated in these bylaws. These policies should be reviewed annually and revised as needed.
14. The board of directors may remove from the membership rolls any member of the Society or of the board of directors who is found to be acting in a manner that is detrimental to the society and its mission. A two-thirds (2/3) vote of the directors is required for such action and it must be confirmed by a majority vote of the membership present at the meeting. Notice of the proposed removal will be given to the members prior to the meeting or of a special meeting called for this purpose. The person involved shall be given the opportunity to be heard at the meeting where his or her removal is considered.

Article VI

Duties of Officers

1. The president shall preside at all meetings of the Society and of the board of directors. 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.
2. The vice president shall assume the office of the president should the president be unable to execute his/her duties. The vice president shall also be in charge of activities directly related to membership, i.e., programs for the membership and membership recruitment.
3. The secretary shall keep the minutes of all meetings of the Society. The secretary shall transmit a copy of an annual report and that of the treasurer as adopted by the Society, to the Minnesota Historical Society. The secretary shall maintain a current membership list at the Society headquarters and will have a current membership list present at all Society meetings. The secretary shall also conduct the correspondence of the Society, 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 Society. The secretary 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 secretary.
4. The treasurer shall collect the dues of members and all subscription donations and allocations of money to the Society. The treasurer shall keep an account of the same and make a report thereof at the annual meeting and whenever required by the Society or board of directors. All Society money is to be kept in a Society bank account except for such funds that the board of directors 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 Society upon presentation of bills approved by the board of directors as attested to by the secretary. The treasurer shall keep an official detailed account in a ledger or similar device of all expenditures and receipts to assist in the annual audit. 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 April each year. The board of directors shall set the date of the meetings. At least two weeks written notice must be given to all members through print or electronic means including through a regular newsletter.
2. Regular meetings of the membership shall be at least four times each year. The board of directors will determine specific dates. Such quarterly meetings may be held on a rotation basis in locations at the discretion of the board.

3. Special meetings of the Society or board of directors may be called by the director or the president at any time and also upon the written request by ten members of the Society or a majority of the board members.
4. A simple majority representing at least ten percent of the membership of the Society must be present to constitute a quorum for annual and special meetings.
5. The Society shall operate on a fiscal year, running from January 1 through December 31.
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 organized 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 instruct the board of directors to appoint, such standing committees as are deemed necessary for the efficient operation of the Society. Committees may include, but are not limited to Membership, Newsletter and Nominations. Chairs of such committees, shall, insofar as possible, be appointed from members of the board of directors. Such committees may include regular members of the Society and if the Society has chapters, they should be included whenever possible.
2. The president shall appoint, or instruct the board of directors to appoint, such other committees as are deemed to be to the benefit of the Society. Chairs of such committees shall be, insofar as possible, appointed by the president from the membership of the Society.
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 society.
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 directors when requested to attend by the board.

Article IX Endowments

The St. Michael Historical Society Endowment Funds shall be created by cash donations and may include designated memorial funds, stocks, bonds, and real or personal property. These funds are for endowment only. Interest may be used after the fund reaches the goal designated by the board of directors.

Article X Disposition of Collections

1. The Society or the board of directors shall make provision for the custody and housing of all material of historic value received by the Society. No artifact which has been received as the result of a donation or by purchase with Society funds, may be disposed of, or may be returned to the donor or their heirs, unless provision is made to assure that there is compliance with all rules and regulations of the Internal Revenue Code of 1986, Section 170, as relates to charitable contributions.
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 the cessation of an effective working organization. All articles belonging to it shall be placed in the care of the Minnesota Historical Society 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 XI Indemnification of Officers and Directors

1. The Society shall indemnify any officer, director, employee, or volunteer who is sued for actions done in good faith for the benefit of the Society and in the performances of his/hers duties for the same to the fullest extent permitted by law.
2. Indemnifications may be covered through the purchase of insurance or by any means the Society chooses.

Article XII Affiliation with the State Society

The Society 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 Society are reviewed, this report can be the same as that made to the membership at the annual meeting.

Article XIII 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 two weeks have elapsed since the sending of the notice.