

AMENDED BYLAWS OF
MORRISON COUNTY HISTORICAL SOCIETY

Article I
NAME AND PURPOSE

Section 1. Name. The name of the corporation is Morrison County Historical Society. It is referred to herein as the Society.

Section 2. Registered Office. The registered office of the Society is The Charles A. Weyerhaeuser Memorial Museum, 2151 Lindbergh Drive South, Little Falls, Minnesota.

Section 3. Fiscal Year. The fiscal year of the Society begins on the first day of January each year.

Section 4. Purpose. The general purpose of the Society is educational, social and civic in discovery, preservation and dissemination of historical knowledge, especially about, but not restricted to, historic knowledge of Morrison County and Minnesota. It is the duty of the Society to operate in a manner that is for the public good of Morrison County, Minnesota.

Article II
MEMBERSHIP

Section 1. Membership in the Society is open to individuals, families, businesses, and corporations.

Section 2. Membership is issued on application and receipt of the annual fee as determined by the Board of Directors. Membership may be obtained at any time during the calendar year and becomes renewable on the same date in the following year.

Section 3. Every member in good standing has one vote on any question submitted to the membership, provided that person has been a member at least six months.

Section 4. Membership is not transferable.

Section 5. It is the duty of the president to keep a current roster of members by name and address.

Article III
MEMBERS' MEETINGS

Section 1. Place of Meetings. Meetings of the members shall be at the registered office of the Society or at such other place designated by the Board of Directors, which may include remote meetings, of which designation notice shall be given in writing, by mail or electronically, to all members not less than one week prior to the meeting.

Section 2. Annual Meeting. The annual meeting of the members shall be held during the month of September, or as close to September as possible (no earlier than August or later than October). Notice of the meeting shall be given in writing, by mail or electronically, at least ten days before the meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the president and shall

be called upon request of two of the directors or the written request of not less than twenty-five members whose signatures are subscribed to the request. (Refer to Minn. Stat. 317A.011, Subd. 19 (a,b) for definition of "signature.")

Section 4. *Notice and Voting.* Notice and voting by members shall be governed by MINN. STAT. 317A.401-467. Members may vote by mail or electronically.

Section 5. *Quorum.* Ten members shall constitute a quorum for the transaction of business.

Article IV THE BOARD OF DIRECTORS

Section 1. *Number, Qualifications and Election.* The business and affairs of the Society shall be managed by a board of nine directors who must be members of the Society. A majority of board members must reside in Morrison County, MN. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The members shall elect directors to hold office until the next succeeding annual election. All directors shall hold office for a three-year term for which they have been elected and until their successors shall be elected and qualified. Each director may not serve more than two consecutive three-year terms, after which time they shall leave the board for a minimum of one year. They are eligible to be re-elected to the board following the one-year hiatus.

Section 2. *Duties and Responsibilities.* The duties of the Board of Directors shall include, but not be limited to, forming policy for the Executive Director of the Society and the care of the museum. They shall also oversee the Executive Director, approve service and maintenance contracts, except in the case of emergency situations, in which case the Executive Director shall have authority to take appropriate action. The Board will also manage the funds of the Society.

Section 3. *Place of Meetings.* Meetings of the Board of Directors, regular or special, may be held anywhere the Board of Directors may designate, including remotely.

Section 4. *Election of Officers.* The Board of Directors shall meet each year within 30 days following the annual meeting of the members for the purpose of organization, election of officers, and consideration of any other business that properly may be brought before the meeting.

Section 5. *Other Meetings.* Other meetings of the Board of Directors may be held upon reasonable notice to each director upon the call of the president or secretary of the corporation. Notice of any meeting of the Board of Directors may be waived in writing, signed (as defined by Minn. Stat. 317A.011, Subd. 19 (a,b)) by any person or persons entitled to such notice, whether before or after the time of such meeting, and shall be equivalent to the giving of such notice. Attendance of a director at such meeting shall constitute a waiver of notice thereof, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting. Provided: The Board of Directors by resolution may provide for periodic regular meetings of the board, and as to such meetings no notice shall be required.

Section 6. Quorum. A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 7. Vacancies and Absences. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office and until a successor is elected and qualified.

If a Board member anticipates being absent from a regular monthly Board meeting, the individual will contact the President, or notify Society staff, prior to the Board meeting. If a Board member has three absences without giving notice within a 12-month administrative year the Board may declare a vacancy, subject to replacement as provided in the Bylaws.

Section 8. Except as otherwise provided in this Article, Minn. Stat. 317A, or corresponding provision of any future Minnesota law, shall govern the Board of Directors.

Article V. OFFICERS

Section 1. Officers. The officers of the Society shall be a president, a vice-president, a secretary and a treasurer which may not be combined. These officers serve without compensation. Other offices with specified duties may be created by these Bylaws from time to time as the Board of Directors may recommend the incumbents of which may be compensated.

Section 2. Vacancies. Whenever a vacancy shall occur in any office by death, resignation, increase in the offices of the Society, or otherwise, it shall be filled by the Board of Directors and the officer so elected shall hold office until a successor is chosen and qualified.

Section 3. The President. The president shall preside at all the meetings of members and directors, discharge the duties which devolve upon a presiding officer, and perform such other duties as the Bylaws or the Board of directors may prescribe.

Section 4. The Vice-President. The vice-president shall perform the duties of the president during the absence or disability of the president and shall perform such duties as the Bylaws or the Board of Directors may prescribe.

Section 5. The Secretary. The secretary shall attend all meetings of the members and of the Board of Directors and keep or cause to be kept a true and complete record of the proceedings of those meetings.

Section 6. The Treasurer. The treasurer, together with Society staff, shall keep a correct record of accounts showing the financial condition of the Society at all times, except items of historical collection which may from time to time come into the possession of the Society. It shall also be the responsibility of the treasurer to deposit or cause to be deposited funds of the Society into the financial institution designated by the Board of Directors and keep such financial accounts in the name of the Society. The treasurer shall furnish at meetings of the Board of Directors, or whenever requested by anyone entitled thereto, a statement of the financial condition of the Society, and may be required to furnish bond in such amount as determined by the Board of Directors. The treasurer shall also perform such duties as the

Bylaws or the Board of Directors may prescribe.

Section 7. Committees. The president shall appoint such standing committees as are deemed necessary for efficient operation of the Society. At least 60 days before the annual meeting a nominating committee of members shall be appointed by the president.

Section 8. Delegation of Authority. In the absence of any officer of the Society or for any other reason deemed sufficient, the Board of Directors may delegate the power of duties of such officer to any other officer or to any employee of the Society, for that time being, provided a majority of entire board concurs therein.

Article VI Written Instruments

Negotiable instruments issued by the Society, its orders for payment of money, and all other written instruments to which the Society shall be a party will be signed by the Treasurer, President, or Vice President, or those officers to whom the authority is from time to time given by resolution of the Board of Directors, except as may be otherwise specifically provided in the articles or in the Bylaws.

Article VII Amendments

The members of this Society may, by two-thirds majority vote of a quorum present at any meeting, or at a special meeting having that purpose mentioned in the notice thereof as one of the meeting's objects, alter, amend or repeal these Bylaws. Notice must be given in writing, by mail or electronically, at least 10 days prior to the meeting.

Article VIII Robert's Rules of Order

Unless otherwise provided for in the Articles or these Bylaws, business will be conducted according to Robert's Rules of Order.

These Amended Bylaws of the Morrison County Historical Society supersede and replace any and all previous versions of the Society's Bylaws. They were adopted at a special meeting of Morrison County Historical Society members on May 4, 2021.

Original Morrison County Historical Society Bylaws adopted September 15, 1936.
Amended: 3/31/1979, 9/24/1995, 8/29/1998, 10/8/2006, 9/19/2016.