

## **DRAFT Bylaw Revisions – May 2021**

### **SCOTT COUNTY HISTORICAL SOCIETY BY-LAWS**

#### **Article I – Name**

The name of this association shall be Scott County Historical Society and its headquarters shall be in the city of Shakopee, Minnesota.

#### **Article II**

The object of the society shall be the collection, preservation and dissemination of knowledge about the history and cultural heritage of Scott County and to relate to the history of the State of Minnesota. More particularly its objects shall be:

1. To locate and collect any material which may help to establish or illustrate the history of Scott County or the state, the exploration, settlement, development, and activities in peace and war, the progress in population, ethnic groups, wealth, education, arts, science, agriculture, manufacturers, trade, transportation, religion and finance. These materials shall include printed materials such as biographies, gazetteers, directories, newspapers, pamphlets, catalogue, circulars, handbills, programs and posters; manuscript materials such as letter, 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 material objects illustrative of like, conditions, events and activities from the geological past to the present.
2. To disseminate historical information to interested persons, groups, and institutions and arouse interest in the past by any of the following means; educational programs, publishing historical materials in the newspapers or otherwise; by holding meetings with addresses, lectures, papers; by conducting historic tours; by marking or restoring historic building site and trails and by operating a museum.
3. To accomplish these goals through the establishment of clearly defined collection, conservation, and interpretation policies.

#### **Article III – Membership**

1. The society shall be composed of active and honorary life members.

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2. Any person interested in the history of Scott County may be enrolled as an active member upon receipt by the secretary, or designated staff person, of the first payment of dues.
3. Change of dues membership shall be proposed by the board of directors subject to majority approval of members of the Board.
4. Active membership shall include the categories of:
  - a. Individual
  - b. Household
  - c. Sponsor
  - d. Business
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 the treasurer, or designated staff, 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 6-days after the mailing of a notice of such default.

### **Article IV – Government**

1. The society shall have a president, a vice-president, a secretary, and a treasurer, which will form the Executive Committee, and up to ten other members to form a Board of Directors. This board shall manage the affairs of the society, subject to such regulations as may be prescribed by the Society.
2. Members of the Board of Directors shall be elected by the membership for a three-year term and shall hold office until their successors have been elected and duly qualified.
3. No person shall serve as a member of the Board of Directors for more than three consecutive three-year terms (9 years), A Board member who reaches the nine year term limit may return to the board after a one year absence. In case of vacancy arising in any office, it may be filled for the unexpired term through selection by the Board of Directors. Appointees shall stand for election at the next annual meeting.
4. A chair, or person designated by the chair, of the County commissioners shall be a member of the Board of Directors.
5. The Executive Committee shall be elected by the Board of Directors at the board meeting following the annual membership meeting.

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### Article V – Board of Directors

1. The business of the society shall be conducted by a Board of Directors. The terms of the office shall be staggered so that no more than three (3) directors shall be elected in one election. Tenure for the first board members shall be as follows: three (3) shall serve two years, three (3) shall serve 4 years, three (3) shall serve 6 years. Additional positions shall serve an initial two-year term. Successive elections shall be to full three-year terms.
2. The Board of Directors shall have the responsibility of establishing policy to achieve the objects of the society as stated in Article II of these bylaws.
3. The Board of Directors shall cooperate with any existing societies achieving goals to the objects of these bylaws.
4. The Board of Directors shall make provisions for the custody and housing of all material of historic value received by the society.
5. The Board of Directors shall meet at regular intervals, determined by the Board of Directors.
6. A simple majority of board members shall constitute a quorum for the conduct of business at any regular or special meeting of the Board of Directors.
7. All business of the Board of Directors shall be conducted in conformity with Robert's Rules of Order. The Board of Directors may appoint its parliamentarians.
8. Board members shall receive due notice of meetings.
9. The Board of Directors shall hold such special meetings as may be necessary for the conduct of business of the society. Special meetings may be conducted via phone or email, as necessary. Board members shall receive due notice of special board meetings.
10. 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 a staff to carry out the goals and policies of the Board of Directors.
11. The Board may appoint new members as necessary to fill vacant positions on the board. Appointees shall stand for election at the next annual meeting.
12. Should a director be absent (unexplained) from four (4) consecutive board meetings during the year, the office may be declared vacant and a new director appointed by the board. Appointees shall stand for election at the next annual meeting.

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### Article VI – Duties of Executive Committee

1. The president shall preside at all meetings of the Board of Directors. 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, including presiding at meetings of the Board of Directors, should the president be unable to execute his/her duties.
3. The secretary shall work with the Executive Director to keep the minutes of all meetings of the Board of Directors.
4. The treasurer shall work with the Executive Director to 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 of the Board of Directors. The treasurer shall oversee the payment of expenses of the society. The books shall be audited and a report submitted to the membership, every third year starting July 2008, additional audits at Board's discretion.
5. The treasurer, president and Executive Director shall be authorized to sign checks for the society. Two signatures shall be required for all printed checks.

### Article VII – Meetings

1. There shall be an annual meeting of the Society which must be held no more than fifteen (15) months from the date of the previous annual meeting. All current members shall be given due notice of the annual meeting.
2. Regular meetings of the Board of Directors shall be held at least quarterly. Time and place shall be at the discretion of the board members.
3. Special meetings of the society or Board of Directors may be called by the director or any board member. Due notice of the time and place shall be given to the Board of Directors.
4. A simple majority of the board members of the society present shall constitute a quorum for annual and special meetings.

### Article VIII – Committees

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1. The president shall appoint, or cause the Board of Directors to appoint, such standing committees as are deemed necessary for the efficient operation of the society. Chairs of such standing committees shall, insofar as possible be appointed from members of the Board of Directors.
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 re-appointed annually. There shall be no limit to the number of annual terms to which a member of a committee may be appointed.
3. The chair of all committees shall represent their respective committees at meetings of the Board of Directors when requested to attend by the board.

### **Article IX – Dissolution**

1. It is hereby provided that if the society fails in two consecutive years to have a Board of Directors quorum at its annual meeting, it shall be interpreted as a cessation of an effective organization.
2. In the event of dissolution, the society shall follow all applicable Minnesota statutes regarding dissolution.
3. In the event of dissolution, all collection items belonging to the society shall be disposed of according to museum best practices.

### **Article XI – Amendment**

1. Amendments to these bylaws may be proposed by any board member. Members shall be given due notice of proposed amendments.
2. Amendments may be ratified at the next annual meeting by a two-thirds majority, provided a quorum is present at the meeting.