

**ST. LOUIS PARK HISTORICAL SOCIETY
BYLAWS**

ARTICLE I – Name and Location

The name of this association is the St. Louis Park Historical Society. Its headquarters is the Historic Milwaukee Road Railway Depot in Jorvig Park, 6210 W. 37th Street, St. Louis Park, Minnesota. Its mailing address is 3700 Monterey Drive, St. Louis Park, MN 55416-2671. A portion of the Collection is located at Lenox Community Center, 6715 Minnetonka Blvd., St. Louis Park.

ARTICLE II - Mission

The mission of the Society is the collection, preservation and dissemination of knowledge about the history of St. Louis Park, Minnesota. More particularly, its objectives are:

1. To locate and collect any material which may help to establish or illustrate the history of the City of St. Louis Park. These materials 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, reminiscences, posters, 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, paintings, portraits, furniture, scenery, and such artifacts that illustrate events and activities of its residents in the City of St. Louis Park. These materials are to be collected, preserved, and exhibited in accordance with all laws and regulations that may apply to the collection, possession and preservation of such materials.

2. To disseminate historical information to any interested persons, groups, and institutions and to arouse interest in the history of the City of St. Louis Park by any of the following means: publishing historical materials such as newsletters and books; maintaining a web site that presents information and photographs; 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, as appropriate, 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, preservation, and dissemination 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, gender, or sexual orientation.

6. And 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 members.
2. Any person interested in the history of St. Louis Park 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.
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 or a two-thirds vote of the Board of Trustees at any regular meeting.
4. Active membership shall include the following categories:
 - a. Individual or household membership - any person or household may become a member of the Society by payment of annual dues.
 - b. Business or organization memberships - any business or organization interested in the programs or purposes of the Society may become a member 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 or her annual dues have been paid to the treasurer and his or her name is 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 such default.

ARTICLE IV - Government

1. The affairs of the Society shall be managed by a Board of Trustees, consisting of a president, a vice president, a secretary, a treasurer, and up to nine trustees.
2. The Board of Trustees, with the exception of the treasurer, 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. In case of vacancy arising in an office, it may be filled for the remainder of the unexpired term through selection by the Board of Trustees.

3. The retiring president of the Society shall automatically become an ex-officio member of the new Board of Trustees, to act in an advisory and consultative capacity for a two-year period.

4. The treasurer shall be appointed by the Board of Trustees and will serve at the pleasure of the Board.

5. Elections will be held at the annual meeting and may be done by secret ballot, unless by acclamation.

6. 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 by the Board for the remainder of the unexpired term.

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

ARTICLE V - Board of Trustees

1. The Board of Trustees shall have the responsibility of establishing policy to achieve the objectives of the Society as stated in Article II of these bylaws.

2. The Board of Trustees may 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. The Board of Trustees shall be empowered to employ or dismiss an executive director whose duties will be determined by the Board of Trustees in a written policy and duty statement. The executive director may hire a staff to carry out the goals and policies of the Society under the direction of the Board of Trustees.

5. The St. Louis Park Historical Society 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, gender, or sexual orientation. All vacancies, whether paid or volunteer, will be filled on the basis of qualifications the applicant has in relation to the job requirements.

6. A member of the Board of Trustees may be compensated for his or her services if authorized by the Board of Trustees.

7. The Board of Trustees is responsible for the development of a collection policy, a long-range plan, and whatever other policies are needed to carry out the purposes of the Society, as

stated in Article II of these bylaws. These policies should be reviewed annually and revised as needed.

8. The Board of Trustees may remove from the membership rolls any member of the Society or of the Board of Trustees who is found to be acting in a manner that is detrimental to the Society and its mission. A two-thirds vote of the Board of Trustees is required for such action and it must be confirmed by a majority vote of the membership present at the removal meeting. Notice of the proposed removal will be given to members prior to 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 Trustees. If the president is absent at any meeting, the vice president shall assume his or her duties. The president, with the help of the secretary, 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 or 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 of the Society. The secretary shall transmit a copy of the annual report and treasurer's report, as adopted by the Board of Trustees, to the Minnesota Historical Society. The secretary shall maintain a current membership list 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.

4. The treasurer shall collect the dues of members and all donations and allocations 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 the Board of Trustees. All Society money is to be kept in a Society bank account. The treasurer shall pay out monies of the Society upon presentation of bills approved by the Board of Trustees 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 September each year. The Board of Trustees shall set the date of the meeting. Two weeks notice must be given to all members.

2. Regular meetings of the Board of Trustees shall be at least four times each year. Specific dates will be determined by the Board of Trustees. Such regular meetings may be held on a rotation basis in locations around the City at the discretion of the Board. 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 days prior to each meeting.

3. The Board shall hold such special meetings as may be necessary for conducting business of the Society. Special meetings of the Board may be called by the president; in his or her absence by the vice president; or by any three trustees. Board members shall receive advance notice of special Board meetings by written notice, email, or telephone call.

4. A minimum of three Board members shall constitute a quorum for conducting business at any regular meeting of the Board of Trustees.

5. A simple majority representing at least 10 percent of the membership of the Society or two thirds of the Board of Trustees must be present to constitute a quorum for annual and special meetings.

6. All eligible members may cast one vote. Voting will be done by ballot or a show of hands. Voting by proxy is not allowed.

7. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII - Committees

1. The president shall appoint, or cause the Board of Trustees to appoint, such standing committees as are deemed necessary for the efficient operations of the Society. Chairs from such committees, shall, insofar as possible, be appointed from members of the Board of Trustees. Such committees may include regular members of the Society.

2. 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.

3. 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 Society. Chairs of such committees shall, insofar as possible, be appointed from the membership of the Society.

4. The president, or in his or her absence the vice president, shall be an ex-officio member of all committees.

5. The chairs of all committees shall represent their respective committees at meetings of the Board of Trustees when requested to attend by the Board.

ARTICLE IX - Disposition of Collections

1. The Society or Board of Trustees 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 related 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 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. Disposition of funds, after all fiscal obligations have been met, must be executed in accordance with Minnesota Statutes 317A (Dissolution).

ARTICLE X - Indemnification of Officers and Directors

1. The Society shall indemnify any officer, trustee, employee, or volunteer who is sued for actions done in good faith for the benefit of the Society and in the performances of his or her duties for the same to the fullest extent permitted by law.

2. Indemnifications may be covered through the purchase of insurance or by other means.

ARTICLE XI - Affiliation with the Minnesota Historical 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 Minnesota Historical Society. An annual report shall be sent to the Minnesota Historical Society in which the activities of the Society are reviewed.

ARTICLE XII - Amendment

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 at least two weeks before a regular meeting of the Board of Trustees or the annual meeting. Amendments may be adopted by a two-thirds vote of the Board of Trustees or a two-thirds vote of the members present, provided a quorum is present.

As amended on August 7, 2012