

DRAFT WRIGHT COUNTY HISTORICAL SOCIETY DRAFT **BYLAWS**

Originally adopted October 1982
Amended October 18, 1984, October 17, 1985, October 19, 1989, October 20, 1992,
October 19, 1993, October 20, 1998, October 16, 2002, October 16, 2007, October 25, 2011,
October 27, 2015 **2017**

ARTICLE I

NAME AND LOCATION

The name of the Society shall be Wright County Historical Society. The registered office shall be at 2001 Highway 25 North, Buffalo, MN 55313. Mailing address is: P.O. Box 304 Buffalo, MN 55313.

ARTICLE II

PURPOSES OF SOCIETY

The general purposes of this Society shall be the location or discovery, collection and preservation of historical artifacts and archives and dissemination of knowledge about the history of Wright County and its relationship to the State of Minnesota.

The Society is limited to purposes of charity and education as specified in the Internal Revenue Code requirements.

The primary functions of the Society shall be:

1. To locate and to collect any material which may help to document or to illustrate the history of Wright County or the State of Minnesota.
2. To disseminate historical information to interested persons, groups and institutions by any means it deems advisable.
3. To publish any unclassified material which may bear upon the history of Wright County or the State of Minnesota.
4. To provide for preservation of historical material and objects.
5. To accomplish these purposes through establishment of clearly defined collection policies.
6. To maintain a cooperative working relationship with local, state and national historic organizations.

ARTICLE III

MEMBERSHIP

1. Any person or business firm may be enrolled as an active member upon payment of applicable dues. A business firm is entitled to one vote. An Individual/Family membership shall have one vote. A family

membership is considered a household consisting of up to two adults and children under the age of 18. Members under the age of 18 shall not be entitled to vote.

2. The membership year shall be from January 1 through December 31. New memberships paid from July 1 through December 31 shall be valid for the balance of the calendar year plus the following year.
3. No person shall be qualified as a member or entitled to vote at annual meetings unless applicable dues have been paid in full by September 15 of the current enrollment year.

Annual membership dues shall be:

Individual/Family	\$20.00
Student	\$ 5.00
Business	\$35.00
Benefactor	\$100 and up
Gift membership	

ARTICLE IV

BOARD OF DIRECTORS

1. The Board shall ~~have~~ **consist of** up to 13 members, but not fewer than 7 members. The Board shall delegate the routine management of Society business to the Business Manager who shall carry out daily and on-going operations, consistent with Article II of these Bylaws. The Board shall maintain supervisory status over all staff members.
2. The Board of Directors shall ~~consist of up to two voting members from each commissioner's district and up to three additional voting members at large, who are not necessarily county residents. In the event that a candidate who is willing to serve as Director cannot be found in any district, one additional voting member at large shall be elected to fill the position for that district or it will be declared a vacancy~~ **strive to represent all communities within Wright County.**
3. Board members shall be elected at the Society's annual meeting for two-year terms and shall assume office on January 1 following their election.
4. ~~One Director from each Commissioner's District and no more than two at-large Directors shall be elected each year. Additional at large Directors may be elected in accordance with sub-paragraph (2.) of this article.~~
5. ~~4.~~ Officers shall be president, vice-president, secretary and treasurer, each elected for a two-year term. No officer may serve more than two consecutive two-year terms in any office without a 2/3 vote of the Board.
6. ~~5.~~ Officers of the Society shall be elected by the incoming Board of Directors from its membership at an organizational meeting in ~~November.~~ **January.**
7. ~~6.~~ The Commissioner appointed by the County Board may serve as an advisory member of the Board, with voice, but without vote.
8. ~~7.~~ The Board shall **may** appoint a member of the Society **at large** ~~from the corresponding commissioner's district to fill a vacancy on the Board of Directors. in a Director's term. , providing that a willing candidate is available from that district. If a candidate from that district is not available, the vacancy may be filled by appointment of an at-large Director.~~

- ~~9.~~ The Board shall appoint a member from the Society at large to fill a vacancy in an unexpired term of an at large Director.
- ~~10.~~ 8. The Society may remove a Director for just cause by a 2/3 vote of members present at a meeting for which the purpose of removal has been specified. A director may be removed for unexcused absences at two consecutive board meetings.
- ~~11.~~ 9. The Board of Directors shall meet at regular intervals and shall have a minimum of nine meetings a year. **Under special circumstances, board members and staff may participate electronically.**
- ~~12.~~ 10. Special meetings of the Board necessary to conduct the business of the Society may be called by the President or by a majority of the Directors. Notice shall be given to all Directors at least five days prior to such a meeting.
- ~~13.~~ 11. A simple majority of elected Board members shall constitute a quorum for the conduct of business at any regular meeting of the Board of Directors.
- ~~14.~~ 12. Meetings of this Society shall be governed by *Robert's Rules of Order, Revised*, except where they are inconsistent with the Articles of Incorporation or these Bylaws. The President, with approval of the Board, may appoint a Parliamentarian, who need not be a member of the Society.
- ~~15.~~ 13. The Board of Directors shall be empowered to employ staff with duties to be determined by the Board in written policies and written job descriptions.
- ~~16.~~ 14. No employee of the Society shall be eligible for election or appointment to the Society's Board of Directors.
- ~~17.~~ 15. The Society's newsletter shall serve as the official publication for notice of all Society membership meetings and issues to be voted on. It shall be ~~mailed~~ **sent** to all members.

ARTICLE V

DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Society and the Board of Directors. The President shall have general responsibility for ongoing projects and activities of the Society; shall be an ex-officio member of all committees; and shall represent the Society to the public with the approval of the Board.
2. The Vice-President shall assume the office of President should the President be absent or unable to execute those duties.
3. The Secretary shall record and maintain a permanent file of the minutes of all meetings of the Society and of the Board of Directors.
4. The Treasurer shall work with the Business Manager to maintain up-to-date accounts. Two authorized signatures shall be required to sign checks. The Treasurer shall be the Chairman of the Finance Committee. The Finance Committee shall audit the books before February 15 of each year.

ARTICLE VI

MEETINGS

1. The Society shall hold its annual meeting on the fourth Tuesday of October in each year. The Board of Directors may change the date of the meeting provided two weeks written notice is given to all members.

- ~~2.~~ ~~The number of Society membership meetings will be determined by Board policy.~~
- ~~3.~~ ~~2.~~ The Directors or President may call special meetings of the Society at any time. Upon written request submitted to the Board of Directors by twenty-five members of the Society, a special meeting may be called. If the Board refuses to call such a meeting, the request and reasons for denial shall be published in the first issue of the newsletter following the Board action.
- ~~4.~~ ~~3.~~ Written notice of any special meeting shall be ~~mailed~~ **sent** to all members no less than fifteen days prior to the date of the meeting.
- ~~5.~~ ~~4.~~ Five percent of the membership of the Society shall constitute a quorum for annual and special meetings.

ARTICLE VII ENDOWMENT FUND

The Wright County Historical Society Endowment Fund 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 VIII DISPOSITION OF COLLECTIONS

1. The Board of Directors shall make provision for the custody and care of material of historic value received by the Society.
2. If the Society fails in five 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 under the care of the Minnesota Historical Society until such time as a new Society can be organized or the County Board arranges for proper care of the collections.

ARTICLE IX AFFILIATION WITH THE STATE SOCIETY

The Society shall be enrolled as an annual institutional member of the Minnesota Historical Society, paying the established dues. The Society shall, whenever feasible, send a delegate to represent it at the meetings of the State Society.

ARTICLE X

Proposed amendments to these Bylaws shall be presented in writing to the Board of Directors by the Bylaws Committee for approval. Upon approval by the Board, the proposed amendments shall be published ~~in the September newsletter~~ **and made available to all members by September 15**. A 2/3 vote of the members present at the annual meeting is required to adopt amendments to these Bylaws.