

BY-LAWS

EXCELSIOR-LAKE MINNETONKA HISTORICAL SOCIETY

ARTICLE I OFFICE AND REGISTERED AGENT

Section 1.1 - Principal Office. The principal office of the Excelsior-Lake Minnetonka Historical Society (hereafter referred to as “the Society” or “ELMHS”) shall be in the State of Minnesota.

Section 1.2 - Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Minnesota, as required by the State of Minnesota Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II PURPOSES-MISSION

Section 2.1 – Purpose Mission. The purpose mission of the Excelsior-Lake Minnetonka Historical Society is to *collect, preserve and share* the history of the Lake Minnetonka area. More particularly, its objectives shall be:

- To preserve, document and classify the physical history of the Lake Minnetonka area.
- To provide a means by which everyone can share in the history of the lake area.
- To stimulate interest in the cultural heritage of the area.

ARTICLE III MEMBERSHIP & VOTING RIGHTS

Section 3.1 - Members. Any person or organization interested in the purposes of the Society shall be eligible for membership upon payment of annual dues. The dues amount will be determined by the Board of Directors. Each membership represented at Society meetings shall have one vote, unless otherwise indicated below, and must be present to vote. Memberships shall be categorized as follows:

- **Individual Memberships.** An individual membership and the right to one vote at meetings of the Society.
- **Household Memberships.** Two adults living in a household, and their dependent children. Two adult members from the household will have the right to vote at meetings of the Society.

Anyone purchasing a Household Membership, or any category of membership of greater expense (such as Bronze, Silver, Gold or Platinum, or such other categories that the Board of Directors may establish from time to time), shall be entitled to two adult members from the household voting at meetings of the Society.

- **Businesses.** Businesses may purchase an Individual, Bronze, Silver, Gold or Platinum membership, and a person designated by the owner or legal representative of the business may vote at meetings of the Society, upon confirmation of such appointment to vote.

Section 3.2 - Honorary Members. Honorary membership may be conferred upon any person whose activities have contributed to the objectives of the Society. Honorary members shall be elected by a three-fourths vote of members present at the Society's Annual Meeting upon nomination by the Board of Directors. Honorary Members do not have voting rights and are not required to pay dues.

Section 3.3 – Members Dropped from Society Membership Rolls. Members failing to pay their dues after they become payable shall be dropped from the membership rolls sixty (60) days after the mailing of a notice of such default, if the member does not cure the default by paying their dues within that time frame.

Section 3.4 – Delinquent Dues and Voting. No member shall be qualified or entitled to vote at a regular, special or annual meeting of the Society unless their annual dues have been paid to the Treasurer, and their name is inscribed on the membership list at or in advance of any meeting.

ARTICLE IV MEETINGS AND QUORUM

Section 4.1 - Annual Meeting of the Society. The Society will hold an Annual Meeting of members in June. The purpose of the meeting shall be the election of directors and officers and the transaction of Society business. Notification of the meeting shall be made together with notice of nominees for office, as provided at Section 5.4 herein.

Section 4.2 - Special Meetings of the Society. Special meetings of the Society members may be called by a majority vote of the Board of Directors. A petition signed by five percent of the voting members of the Society may also call a special meeting. Notification shall be by mail at least one week prior to said meeting.

Section 4.3 – Society Meeting Quorum. At meetings of the Society, a quorum of 10% or twenty members, whichever is less, shall be required.

Section 4.4 - Board Meeting Frequency. The Board of Directors shall meet monthly in at least ten months during the fiscal year. Board members shall receive due notice of meetings.

Section 4.5 - Special Board Meeting Procedure. Special meetings of the Board of Directors may be called by the President of the Board of Directors, by the Executive Committee of the Board, by the Executive Director of the Society (if one is serving), or by three Society members, one of whom shall be a Board Member. Notification to all Board Members shall be made at least 48 hours prior to said meeting.

Section 4.6 - Board Meeting Quorum. At any meeting of the Board of Directors, a majority of the elected Board of Directors shall constitute a quorum.

Section 4.7 – Voting. There shall be no voting by proxy.

Section 4.8 – Notice by Email. Wherever notice to Society members or Directors is required by these B-Laws, notification may be made by email to the last known email address of the member or Director, unless otherwise specified in the By-Laws. Where no email address has been provided, notice shall be by U.S. Mail.

Section 4.9 On-line, Electronic or Virtual Meetings. Notwithstanding anything contained in these by-laws, if the board calls a meeting of the Society Members (including the Annual Meeting), the board may determine that the meeting be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. In the event such a meeting is to be held, the board shall, notwithstanding anything contained in these by-laws, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. A Member who, through those means, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting. Board of Directors meetings may also be conducted by the same methods, at the President's discretion. The purpose of this clause is to provide a means of conducting business meetings when meeting in person is not possible or is impractical, as determined by the Board.

ARTICLE V NOMINATION & ELECTION OF BOARD OFFICERS AND DIRECTORS

Section 5.1 - Election and Term of Office. All Board Officers and Directors shall be elected by a plurality of votes, cast by secret ballot, at the Annual Meeting (by Society Members present and voting) and shall serve for a three year term. Installation of new officers and Directors shall be made at the conclusion of the Annual Meeting and the term of office shall begin upon installation and shall terminate when the successor Officers and Directors are elected and installed.

Directors may succeed themselves for only two consecutive terms. After serving two consecutive terms, a Director must vacate their position for at least one year before seeking re-election to another term. Service as a Director for one year or less shall not count as a full term under this clause.

All Board members must be members of the Society in good standing to be elected to the Board, and to retain their seat on the Board.

Section 5.2 - Staggered Terms. There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible).

The system for staggered terms of office shall be implemented as follows: The Nominating Committee proposing names for election to the Board of Directors (for the first staggered term election) shall designate the term length for each name put forward to the Board for approval, the designations thereby specifying the staggered terms that will be implemented upon election.

Section 5.3 - Nomination of Officers and Directors. A Nominating Committee appointed by the President of the Board of Directors pursuant to Article VII, shall submit names to the Board of Directors to fill the election slate of Board Officers and Directors. The slate of candidates nominated for election must be approved by a majority vote of the Board of Directors, and individuals so approved shall become nominees for office.

Section 5.4 - Notification of Nominees and Nominations by Society. Society members shall be notified of the nominees for Board Officers and Directors **at least** two weeks prior to the Annual Meeting. Nominations may also be made by any member of the Society, with the consent of the prospective nominee, prior to the balloting at the Annual Meeting.

Section 5.5 - Resignation, Removal & Appointment to Vacancy. A Director may resign. ~~A Director may also be removed from office by a two-thirds (2/3) vote of the Society membership called for that purpose.~~ The Board of Directors may remove from the Society membership rolls any member of the Society, or a member of the Board of Directors, who is found to be acting in a manner detrimental to the Society and its mission. A two-thirds (2/3) vote of the Directors is required for such action; it must then be confirmed by a majority vote of the membership. Notice of the proposed removal shall be given to the members prior to the 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.

Vacancies created by resignation or removal may be filled by appointment through a majority vote of the Board of Directors. A Director appointed to serve an unexpired term of one-half or less of the remaining term shall not be precluded from being elected thereafter to **three two** full connective terms.

Section 5.6 - Nomination of Emeritus Board Members. The Nominating Committee appointed by the President may also nominate individuals with longstanding ties to the Society as Emeritus Directors, which if approved by the Board of Directors for the election slate, and if elected by the membership of the Society at the Annual Meeting, will serve as non-voting members of the Board of Directors. Emeritus Directors shall not be counted in the quorum requirements of the Board and shall not number more than three on the Board.

ARTICLE VI BOARD OFFICERS AND DUTIES

Section 6.1 - The Board Officers shall be a President, Vice President, Secretary and a Treasurer. All officers shall be members of the Board of Directors, and together they shall form the "Executive Committee."

Section 6.2 - The President shall have executive supervision over the activities of the Society within the scope provided by these bylaws. The President shall appoint the committee chairs.

The President shall preside at all Board and Society meetings. The President shall present an annual report on the activities of the Society at the Annual Meeting.

If the Board has retained an Executive Director, the President shall act as the liaison between the Board of Directors and the Executive Director. The President, with the help of the Executive Director, shall determine the agenda for all meetings.

Section 6.3 - The Vice President shall assume the duties of the President in the event of absence, incapacity or resignation of the President.

Section 6.4 - The Secretary shall be responsible for keeping records of board actions including overseeing the taking of minutes at all Board Meetings and meetings of the Society, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member and assuring the corporate records are maintained, except as outlined in Article VII, Section 6.5.

Section 6.5 - The Treasurer shall be responsible for the safekeeping of Society funds, for maintaining adequate financial records, and for depositing all monies with a reliable banking company in the name of the Society. The Treasurer will collect dues, and shall render financial reports at each Board Meeting and at the Annual Meeting. The Treasurer shall also be responsible for the annual registration of the Society with the Minnesota Secretary of State's Office, and any other filings for tax or non-profit status purposes.

Section 6.6 - The Board Officers (Executive Committee) may confer in order to make recommendations to the Board of Directors.

ARTICLE VII BOARD OF DIRECTORS AND DUTIES

Section 7.1 - Board Duties. Except as otherwise provided by these by-laws, the operations and business affairs of the Society shall be managed and under the direction of its Board of Directors, subject to the rights of the Society Members to manage or control this organization as provided herein or by law. The Directors may exercise all such powers and do all such things as may be exercised or done by the Society, subject to the provision of applicable law, Articles of Incorporation and these By-Laws.

Section 7.2 - Policy Review. The Board of Directors shall have the responsibility of establishing policy to achieve the objectives of the Society as stated in these By-Laws. The Board of Directors may also hear, consider and recommend to the Society membership, questions of policy pertinent to the objectives of the Society.

Section 7.3 - Board Member Policy. The Board of Directors will set policy pertaining to absences, removal and conflict of interest of its Directors.

Section 7.4 - Board Size. The Officers and Directors combined shall constitute a board of not less than seven and not more than eleven members. The number of Directors shall be set by the Board of Directors when it requests a slate of candidates from the Nominating Committee.

Section 7.5 - Nominating Committee. The Board President shall appoint a Nominating Committee consisting of a Board Officer, a Board Member and a Society Member at large. ~~The Board President shall also serve as a member of the Nominating Committee.~~

Section 7.6 - Annual Budget. The Board of Directors must submit an annual budget to the Society Membership for approval. If no budget is approved by the Society, the prior year's approved budget shall be deemed adopted and approved for the new fiscal year until such time as the Society Membership adopts a new budget.

Section 7.7 – Executive Director. The Board of Directors shall be empowered to employ or dismiss an Executive Director, whose duties will be determined by the Board in a written policy and duty statement, job description, or contract. If authorized by the Board of Directors, the Executive Director may hire staff to carry out the goals and policies of the Society.

Section 7.8 – Collection Policy – Personnel Policy – Long Range Plan. The Board of Directors is responsible for the development of a collection policy, personnel policy, a long-range plan, and other policies as needed or beneficial to carry out the purposes of the organization, as stated in these By-Laws. These policies should be reviewed annually and revised as needed.

Section 7.9 – Custody, Housing, Disposition of Collections. The Board of Directors shall make provision for the custody and housing of all material of historic value received and accepted by the Society. No artifact that has been accepted as the result of a donation or by purchase may be disposed of or 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.

Section 7.10 – Cooperation with Other Organizations. The Board of Directors shall cooperate with any existing local historical organizations to achieve goals established in these By-Laws.

ARTICLE VIII COMMITTEES

Section 8.1 – Nominating Committee. The Nominating Committee shall be constituted as stated in Article VII, ~~Section 7.5,~~ and shall perform its duties as stated in Article V, ~~Section 5.3 of~~ these By-Laws.

Section 8.2 – Other Committees. The Society may form or abolish other standing or special committees of the Society to facilitate business or carry out the mission of the society. The chair of each committee will be appointed by the Board President with the approval of the Directors. A board member shall serve on each committee, insofar as possible.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 9.1 - Robert's Rules of Order shall govern the proceedings of the Society except in such cases as are governed by the Society's constitution or by-laws. The President may appoint a parliamentarian.

**ARTICLE X
MISCELLANEOUS PROVISIONS**

Section 10.1 - Fiscal Year. The fiscal year of the Society shall be June 1 through May 31.

Section 10.2 – Property, Grants, Endowment. The Society 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 purposes of the Society, as stated herein.

Section 10.3 – Indemnification of Officers, Directors, Employees. The Society may 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 performance of their duties for the Society, as permitted by law. Indemnification may be covered through the purchase of insurance, or by other means.

Section 10.4 – Pecuniary Gain. No part of the net revenues of the Society shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its By-Laws and its Articles of Incorporation. The Society shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the By-Laws or Articles of Incorporation, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 10.5 – Dissolution of Society. Upon the dissolution of the Society, the officers and or Board of Directors, after paying, or making provision for the payment of, all the liabilities of the Society, shall offer to the Minnesota Historical Society (a non-profit, tax-exempt organization), or some other 501 (c) (3), the right of first refusal to all collections in the Society's possession. No disposition may be made which would not qualify as a charitable contribution under Section 170 (c) (1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. Should the assets not be so disposed of, they shall be disposed of by the District Court of Hennepin County, exclusively for such purposes or to such organization(s) as said court shall determine.

The members, officers and directors of the Society shall have no personal liability for the debts of the Society.

**ARTICLE XI
AMENDMENT OF BYLAWS**

Section 11.1 - These bylaws may be amended at any time deemed necessary at the request of the Board of Directors or Membership. A committee shall be appointed by the Board of Directors and shall present the proposed changes to the Board for approval prior to presentation to the

membership. Proper written notice of the proposed changes shall be given to the membership at least forty-five days prior to the membership vote. Any proposed revisions of these bylaws submitted by the membership must be in writing and submitted to the Board at least twenty-one days prior to the membership vote. The membership may vote and accept the proposed changes at a Society meeting by a two-thirds vote of members present.

ORIGINAL APPROVED by a vote of the Society at a regular meeting held on July 25, 1972, at the Depot, Mound, Minnesota.

REVISION APPROVED by a vote of the Society at a regular meeting held on November 18, 1980, at Excelsior Elementary School, Excelsior, Minnesota.

REVISION APPROVED by a vote of the Society at a regular meeting held on June 17, 2004 at St. John the Baptist Catholic Church, Excelsior.

REVISION APPROVED by a vote of the Society at a regular meeting held on June 27, 2017 at Southshore Center, Shorewood.

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