

**BYLAWS OF
CITY OF MINNETONKA HISTORICAL SOCIETY**

ARTICLE I

NAME

Section 1 – The name of this organization shall be City of Minnetonka Historical Society, Inc. (herein after called society).

Section 2 – Principal Office. The principle office of the society shall be in the state of Minnesota.

Section 3 - Registered Officer 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

PURPOSE

Section 1 – Purpose. The purpose of the society is

- To discover and collect any material which may help to illustrate the history of the city of Minnetonka.
- To provide a means by which everyone can share in the history of the city of Minnetonka.
- To disseminate historical information and arouse interest in the past history of the city of Minnetonka.

ARTICLE III

MEMBERSHIP

Section 1 – Members. Any person or organization interested in the purposes of the society shall be eligible of membership upon payment of annual dues. The dues amount will be determined by the board of directors (herein after called board). Each membership represented at society meetings shall have one vote and must be present to vote.

Section 2 – Honored Members. The board may elect, as honored member(s), persons who have rendered significant service to the society. Honored members shall be selected by a majority of the board.

ARTICLE IV

MEETINGS AND QUORUM

Section 1 – Annual Meeting. The society will hold an annual meeting in September. The purpose of the meeting shall be the election of directors and officers and the transaction of society business.

Section 2 – Special Meetings. Special meetings of the society may be called by a majority vote of the board.

Section 3 – Society Meeting Quorum. At meetings of the society, a quorum of 10% of the membership shall be required.

Section 4 – Board Meeting Frequency. The board shall meet monthly in at least ten months during the fiscal year.

Section 5 – Special Meeting Procedure. Special meetings of the board may be called by the president of the board 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 6 – Board Meeting Quorum. At any meeting of the board, a majority of the current board shall constitute a quorum.

ARTICLE V

ELECTION OF BOARD OFFICERS AND DIRECTORS

Section 1 – Election and Term of Office. All board officers and directors shall be elected by a plurality of votes cast at the annual meeting (by society members present and voting) and shall serve for a three-year term. Installation of 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 directors are elected and installed. For the purpose of the 2020 amendments to these bylaws only, the terms of the current directors shall be used with the three longest serving directors deemed to have one year remaining to their first term, the next longest three directors deemed to have two years remaining to their first term, and the three newest directors having three years remaining to their first terms.

Directors may succeed themselves for only two consecutive terms. After serving two consecutive terms, a director shall vacate his or her position for at least one year before seeking reelection to another term. Service as a director for one year or less shall not count as a full term under this clause.

Section 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 third, the board shall be divided as close to thirds as possible).

Section 3 – Nomination of Officers and Directors. A nominating committee appointed by the president of the board pursuant to Article VII, shall submit names to the board 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, and individuals so approved shall become nominees for office.

Section 4 – Notification of Nominees and Nominations by Society. Society members shall be notified of the nominees for board officers and directors two weeks prior to the annual meeting. Nominations may also be made by any member of the society, with the consent of prospective nominee, prior to the balloting at the annual meeting.

Section 5 – Resignation, Removal & Appointment to Vacancy. A director or officer may resign. A director or officer may also be removed from office by a two-thirds vote of the board at a properly noticed monthly meeting. Vacancies created by resignation or removal may be filled by appointment through a majority vote of the board. A director or officer appointed to serve an unexpired term of one-

half or less of the remaining term shall not be precluded from being elected thereafter to two full consecutive terms.

ARTICLE VI

BOARD OFFICERS AND DUTIES

Section 1 - The Board Officers shall be President, Vice President, Secretary, and Treasurer. All officers shall be members of the board.

Section 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.

Section 3 - The Vice President shall assume the duties of the president in the event of absence, incapacity or resignation of the president. The Vice President shall be responsible for the annual filing with the State of Minnesota.

Section 4 - The Secretary shall be responsible for keeping records of board actions including overseeing the taking of minutes at all board meetings, 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. The Secretary shall maintain all policy documents created by the board.

Section 5 - The Treasurer shall be responsible for the safekeeping of society funds, for maintaining quarterly financial records, submitting quarterly financial reports in January, April, July, and September, and for depositing all monies with a reliable banking company in the name of the society. The Treasurer shall also shall manage and recommend appropriate insurance coverages to the board and ensure appropriate tax returns are filed.

Section 6 - The Board Officers may confer in order to make recommendations to the board.

Article VII

BOARD OF DIRECTORS AND DUTIES

Section 1 - Board Duties. Except as otherwise provided by these bylaws, the operations and business affairs of the society shall be managed and under the direction of its board, subject to the rights of the society members to manage or control this organization as provided by bylaws. 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 bylaws.

Section 2 – Policy Review. The board shall hear, consider and recommend to the society membership questions of policy pertinent to the objectives of the society.

Section 3 – Board Member Policy. The board will set policy pertaining to absences, removal and conflict of interest of its directors.

Section 4 – Board Size. The officers and directors combined shall constitute a board of nine to eleven members.

Section 5 – Nominating Committee. The president shall appoint a nominating committee consisting of the president, a board member, and a society member.

Section 6 – Annual Budget. The board 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 year until such time as the society membership adopts a new budget.

ARTICLE VIII

COMMITTEES

Section-1-The society may form or abolish standing or special committees of the society. The chair of each committee will be appointed by the board president with the approval of the board.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Section-1-Robert’s Rules of Order shall govern the proceedings of the society except in such cases as are governed by the society’s bylaws. The president may appoint a parliamentarian.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section-1-Fiscal Year. The fiscal year of the society shall be October through September.

ARTICLE XI

AMENDMENTS OF BYLAWS

Section-1-These bylaws may be amended at any time deemed necessary at the request of the board or membership. A committee shall be appointed by the board and shall present the proposed changes to the board prior to presentation to the membership thirty 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.

ORIGINALLY APPROVED by a vote of the society at a regular meeting held July 1978.

REVISION APPROVED by a vote of the society at a regular meeting held October 1995.

REVISION APPROVED by a vote of the society at a regular meeting held October 2002

REVISION APPROVED by a vote of the society at a 2020

