

BYLAWS FOR SHAKOPEE HERITAGE SOCIETY

ARTICLE I – NAME

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

ARTICLE II – MISSION

The mission of the society shall be the collection, preservation and dissemination of knowledge about the history of Shakopee and to relate it to the history of the state of Minnesota. More particularly its objectives shall be:

1. To locate and collect any materials which may help to establish or illustrate the history of Shakopee or the state; Its exploration, settlement, development and activities in peace and war; and progress in population, ethnic groups, wealth, education, arts, science, agriculture, manufacturing, trade, transportation, religion and finance. These materials shall include printed matter such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs and posters; manuscript materials such as letters, 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 such objects that are illustrative of lives, conditions, events and activities from the genealogical past to the present. These materials to be collected, exhibited and preserved in accordance with all laws and regulations applying to the collection, possession and exhibition of such materials. *
2. To disseminate historical information to interested persons, groups and institutions and to arouse interest in the past by any of the following means: Publishing historical materials in newspapers, etc.; holding meetings featuring addresses, lectures, papers; conducting historic tours; marking or restoring historic buildings, sites and trails; and by the operation of a museum or historic site.
3. To accomplish these goals through the establishment of clearly defined collection, conservation and interpretation policies.
4. This organization shall have the power to own property, to apply for and receive grants. It may accept bequests and may establish and maintain an endowment fund for carrying out the above stated purposes.

* Refers to artifacts imported illegally and to the possession and display of Native American artifacts such as pipes and religious or burial artifacts.

ARTICLE III – MEMBERSHIP

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

2. The officers shall be elected at the annual meeting by ballot of the membership, for a two-year term and shall hold office until their successors have been elected. Trustees shall be elected at the annual meeting by ballot of the membership for a two-year term and shall hold office until their successors have been elected.
 - a. ~~Officers and trustees elected March 13, 1999, shall serve until the next annual meeting in January 2000.~~
3. The retiring president of the society shall automatically become ex-officio member of the board of trustees (non-voting) to act in an advisory and consultative capacity for a two-year period.
4. Elections will be held at the annual meeting ~~and will be done by secret ballot.~~
5. The Shakopee Heritage Society is and shall be an equal opportunity employer. It does not discriminate based on race, color, age, national origin, marital status, disability, creed, religious or political affiliation, sex or sexual preference. All vacancies whether paid or volunteer will be filled on the basis of qualifications the applicant has in relation to job requirements.

ARTICLE V – BOARD OF TRUSTEES

1. The business of the society shall be conducted by the board of trustees. ~~The terms of office shall be staggered so that no more than 3-4 trustees or officers are elected in one election.~~
 - a. ~~Beginning with the annual meeting in 2008 the membership will elect two trustees and two officers to the board. At the annual meeting in 2009 the membership will elect the remaining trustee and the two remaining officers' positions. Elections will alternate each year electing three board members in odd years and four board members in even years. The first board member positions elected in 2008 are to be determined by volunteer or by lot.*~~

In even-numbered years the membership will elect the president, secretary and one trustee. In odd-numbered years the membership will elect the vice president, treasurer and two trustees. The election will be at the annual January meeting.

~~The board shall have the responsibility of establishing policy to achieve the objectives of the society as stated in Article II of these bylaws. They shall appoint three (3) of their members to serve as an executive committee to handle any emergencies that might arise. Action taken is to be reported to the full board at their next meeting.~~
2. The board of trustees shall cooperate with any existing local historical societies to achieve goals established by these bylaws.
3. Trustees shall meet at regular intervals, such intervals to be determined by a special meeting of the board of trustees held immediately following the adjournment of the annual meeting of the society. The schedule for those meeting

will be posted for the membership's information and will be open for their attendance.

4. A simple majority of board members shall constitute a quorum for conducting business at any regular or special meeting of the board of trustees.
5. All business of the board shall be conducted in conformity with Robert's Rules of Order. The board may appoint parliamentarians.
6. Board members shall receive written notice, **electronic message** or a telephone call from the secretary informing them of each board meeting. Notice shall be given no less than five (5) days prior to each meeting.
7. The board shall hold such special meetings as may be necessary for conducting business of the society. Board members shall receive notice of special board meetings by written notice, **electronic message** or telephone call.
8. 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 shall hire a staff to carry out the goals and policies of the board of trustees.
9. Special meetings of the board may be called by the president or, in his or her absence, by the vice president or any three trustees.
10. The president shall appoint members of the society to fill an un-expired term, which may become vacant on the board of trustees. Should a trustee be absent from **three (3) four** consecutive board meetings during the year, the office shall be declared vacant and a new trustee appointed by the president.
- ~~11. The trustees may be compensated for their services as authorized by the membership or bylaws.~~
12. The board of trustees are responsible for the development of a personnel policy, a collection policy, a long range plan and whatever other policies are needed to carry out the purposes of the society, as stated in the bylaws. These policies should be reviewed annually and revised as needed.
13. The board of trustees may remove from the membership roles 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 by a two-thirds (2/3) vote of the trustees and it must be confirmed by a majority vote of the membership. Notice of the proposed removal will be given to the members prior to meeting or of 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.
- ~~14. All board member positions may be declared vacant by the president or board of trustees if a board member is absent from a total of four (4) board meetings annually.~~

ARTICLE VI – DUTIES OF OFFICERS

1. The president shall preside at all meetings of the society and the board of trustees. If the president is absent at any meeting, the vice president shall assume those duties. The president will act as a liaison between the board and the executive director. 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 should the president be unable to execute his/her duties. The vice president shall also be in charge of activities directly related to the membership, i.e. programs for the membership and membership recruitment.
3. The office of secretary and treasurer may be combined.
 - a. Duties of secretary: The secretary shall keep minutes of all meetings of the society and of the board of trustees, shall keep roll of all members and give a report on both at the annual meeting. The secretary shall transmit a copy of this report and that of the treasurer, to the Field Services Coordinator of the Minnesota Historical Society. The secretary shall maintain a current membership list at the society headquarters and will have a current membership list present at all society meetings. The secretary shall also conduct 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 all annual registration of the society with the Minnesota Secretary of State's Office. Said duties may be transferred to the museum staff to be carried out under direction of the secretary.
 - b. Duties of the treasurer: The treasurer shall collect dues of members and all subscriptions, donations and allocations of money to the society. The treasurer shall keep an account of the same and shall make a report 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 approved by the society or 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. The report shall follow Museum Accounting Guidelines as issued by the Association of Science-Technology Centers.
 - c. Duties of trustees: All trustees shall agree, in writing, to chair a standing committee. These standing committees could be membership, publicity, programs, long-range planning, education and or others determined by membership.

ARTICLE VII – MEETINGS

1. The annual meeting shall be in the month of January each year. The board of trustees shall set the date of the meetings. Two weeks' notice must be given to all members.

2. Regular meetings of the membership shall be at least four times a year. Specific dates will be determined by the board of trustees. Such quarterly meetings may be held on a rotation basis in locations around the city at the discretion of the board.
3. Special meetings of the society or board of trustees may be called by the director or the president at any time and also upon written request by ten members of the society or a majority of the board of trustees.
4. A simple majority representing at least ten (10) percent of the membership of the society must be present to constitute a quorum for annual and special meetings.
5. The society shall operate on a fiscal year, running from January 1 through December 31.
6. All eligible voters may cast one vote. Voting by proxy is not allowed.
7. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII – COMMITTEES BOARDS AND BUREAUS

1. The president shall appoint or cause the board of trustees to appoint such other boards as are deemed necessary for the efficient operation of the society. Chairs of such committees, shall insofar as possible, be appointed from members of the board of trustees. Such committees may include regular members of the society and if the society has chapters, they should be included whenever possible.
2. The president shall appoint, or cause the board of trustees to appoint such other boards as deemed to be to the benefit of the society. Chairs of such boards shall be, insofar as possible, appointed by the president from the membership of the society and will carry a vote on the board of trustees.
3. All standing committees, boards and bureaus shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. All committees, boards and bureaus may be reappointed annually. There shall be no limit to the number of annual terms to which a member of the committee, board or bureau may be appointed. Insofar as possible, all committees and boards should represent the area served by the society.
4. The president, or in his/her absence the vice president, shall be ex-officio member of all committees, boards and bureaus.
5. The chairs of all committees, boards and bureaus shall represent their respective committees, boards or bureaus at meetings of the board of trustees when requested to attend by the board.

ARTICLE IX – DISPOSITION OF COLLECTIONS

1. The society or the board of trustees shall make provisions for the custody and housing of all material of historic value received by the society.

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 be placed under the care of the Minnesota Historical Society until such time as a new society can be organized or the district court arranges care for them.

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 performance of his or her duties for the same. This shall not cover criminal actions that result from unlawful conduct.
2. Indemnification may be covered through the purchase of insurance or by any means the society chooses.

ARTICLE XII – AMENDMENT

Amendment 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, and they may be adopted by a two-thirds (2/3) vote of the members present at the annual meeting if a quorum is present and provided two-weeks have elapsed since the sending of the notice.

Shakopee Heritage Society

President

Vice President

Secretary

Treasurer

Trustee

Trustee

Trustee