

Bylaws of the Maplewood Area Historical Society

Revision 6, Approved August 20, 2023

Article I - Name and headquarters

The name of this association shall be the Maplewood Area Historical Society, a duly incorporated Section 501(c) (3) of the Internal Revenue Code. Its headquarters shall be at the Bruentrup Heritage Farm, 2170 East County Road D, Maplewood, Minnesota 55109.

This organization shall have the power to own property, to apply for and receive grants, to accept bequests and donations of time, services, or money, hire staff, and to establish and maintain endowment funds for carrying out the below stated purpose. The Maplewood Area Historical Society is a public trust and its Board of Directors, staff, contractors, consultants, and volunteers work first and foremost to support that public trust for future generations.

Article II - Purpose

Vision Statement

- The Maplewood Area Historical Society (MAHS) will partner with its diverse community to provide leadership for events, education, and programs.
- MAHS will encourage staff development for its long-term growth.
- MAHS will focus on the education of its community.
- MAHS will develop itself into a cultural site and an event center.
- MAHS will attract future generations into its organization.
- MAHS will develop partnerships with other organizations for mutual benefit.
- MAHS will continue to be a trusted resource for the Maplewood area.
- MAHS is a service oriented and accessible repository for the Maplewood area and a center for historical research.

Mission Statement

Where the heritage and history of the Maplewood area lives
Educating – Sharing – Preserving

Value Statements

The Maplewood Area Historical Society will aspire to:

- Responsibly care for its collections;
- Include diversity and collaboration:
- Be committed to excellence and quality:
- Be responsible to its community with a high level of integrity:

- Be passionate, innovative and creative:
- Honor the Maplewood area heritage, traditions, and customs.

Article III - Membership

1. The Society shall not have members with voting rights.
2. The Society membership shall be composed of Active Members, defined as:
 - a. Lifetime and patron members prior to January 1, 2016, and:
 - b. All current dues-paying members.
3. Honorary memberships shall be granted at the discretion of the Board of Directors.
4. Any person who is interested in membership may be enrolled as an annual member upon receipt by an authorized agent of the Society of the first payment of dues.
5. Members will receive an invoice for dues included in the notice and invitation to the annual meeting. Membership shall be valid from annual meeting to annual meeting.
6. Membership structure and any associated dues shall be determined by the Board of Directors.

Article IV - Government

1. Officers

- a. The officers of the Society shall be President, Vice President, Secretary and Treasurer. The officers shall be duly qualified and active members of the Society (as defined in Article III – Membership.)
- b. The officers shall hold the term of their office until:
 - i. their term ends and they choose not to run again:
 - ii. they choose to resign from their position before their term ends and give written notice to the Board
or;
 - iii. their successors have been elected.
- c. In case of vacancy arising in any office, it may be filled for the unexpired term through election of a duly qualified replacement by the Board of Directors.

2. Board of Directors

- a. The Board of Directors will consist of up-to nine (9) members.
- b. A slate of three candidates to fill open seats shall be presented by the Human Resources & Search Committee to the Board of Directors annually for a simple majority vote and election to serve as a Director. The election of Directors shall take place at the final

meeting of the Board of Directors in any calendar year. Newly elected Directors shall be seated and take office at the first meeting of the Board of Directors in any calendar year.

- c. Three Directors shall be elected to the Board annually to serve a term of three years.
- d. Multiple family members may not serve on the Maplewood Area Historical Society's Board of Directors at the same time. For the purposes of this section a member of the family of a Director is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister.
- e. Directors shall not serve more than two consecutive terms on the Board of Directors. An individual must take at least a one-year sabbatical from the Board of Directors before being re-elected to the Board. Sabbaticals and term limits do not prohibit individuals from continuing to serve on committees or volunteering for the Society.
- f. The Board of Directors shall meet at least quarterly.
- g. The Board of Directors shall partake in at least one (1) Board training, professional development, and strategic planning retreat and workshop annually.
- h. This Board shall act as the governing body that is responsible for reviewing, recommending, approving and implementing any and all governance and fiduciary related business. This Board shall establish the policies, procedures, guidelines and approvals for all of the Society's governance and financial and non-financial transactions.
- i. The Board shall use the Vision, Mission, and Values Statements (see Article II above), plus other existing Society policies, procedures, and guidelines, advice from professional staff, contractors, and consultants, and best practices in the field of history and museum industry to guide their deliberations and decisions on Society events and activities business.
- j. The Board of Directors shall attend a majority of the meetings of the Board during their term of office. Directors who miss three (3) Board meetings in a twelve-month period will be dismissed. Remote attendance via virtual means is allowed.
- k. Directors may be removed from office by a vote of a majority of the Directors at a regular Board of Directors meeting.
- l. A simple majority of the Board of Directors must be present to constitute a quorum for the Board to make decisions. The President may choose to hold a Board meeting without a quorum to allow discussion of Society business, but the Directors may not vote or make

any official decisions. Directors who are unable to physically be at the meeting may attend meetings remotely via virtual means.

- m. If not specifically prescribed in these Bylaws, the Board of Directors shall operate under the most recent edition of Robert's Rules of Order.
- n. The Board of Directors may adopt, amend, or repeal any of the bylaws at any time by a two-thirds (2/3) vote of quorum present.
- o. Between regular meetings, voting may take place via secure email. The vote must be ratified at the next regular meeting of the Board of Directors.

Article V - Duties of Officers and Board Members

1. The President shall preside at all member meetings of the Society and at all meetings of the Board of Directors. In case the President is absent at any meeting, the Vice President or another officer shall assume his or her duties. The President shall submit a report at the annual meeting on the activities of the previous year. The President shall adhere to and support the duties of his/her most current job position description.
2. The Vice President shall assume the office of the President in the event that the President is unable to execute his/her duties or in case of a resignation. The Vice President shall assist the President and shall adhere to and support the duties of his/her most current job position description.
3. The Secretary shall record and keep the minutes of all member meetings of the Society and of the Board of Directors and shall adhere to and support the duties of his/her most current job position description.
4. The Treasurer shall work with staff to review and approve all financial transactions of the Society in accordance with Society policies, financial status, procedures, and guidelines, and shall adhere to and support the duties of his/her most current job position description.
5. Each Officer and Board member must advise the Society if they have a conflict of interest regarding a decision or issue and must abstain from voting on , debating, discussing, or voicing an opinion on that decision, or issue, or subject with anyone inside or outside of the Society, as defined by the Maplewood Area Historical Society Conflict of Interest clause as described in the Society's Statement of Professional Standards and Ethics (2016).

Article VI - Meetings

1. The annual meeting will be held once in every twelve (12) month period (calendar year). A thirty (30) day written notice will be mailed to all Society members (as defined in Article III- Membership) as to the date, time, location and agenda for the annual meeting. In the event that the annual meeting cannot be held on the prescribed date (due to severe weather, etc.), authorized agents of the Society including the Secretary will attempt to contact as many of the active members as possible to notify them of the cancellation. The annual meeting will be rescheduled to the following Wednesday in that month, or another suitable date no later than sixty (60) days from the original annual meeting date.
2. Special meetings of the Society, member meetings, or meetings of the Board of Directors (but not the annual meeting) may be called by the President or a majority vote of the Board members at any time with a two (2) week written notice.
3. A simple majority of the Board of Directors must be present to constitute a quorum for the Board to make decisions. The President may choose to hold a Board meeting without a quorum to allow discussion of Society business, but the Directors may not vote or make any official decisions. Directors who are unable to physically be at the meeting may take part in meetings electronically.

Article VII - Committees

1. In consultation with the Board of Directors, the President shall appoint and remove members to all standing and special committees. The chairs of committees shall, as far as possible, be appointed from the active members of the Society (as defined in Article III – Membership above).
2. All standing committees shall be appointed to serve until a particular project or program is completed. All committee chairs may be reappointed annually. There shall be no limit to the number of annual terms to which a chair of ~~the~~ a committee may be appointed.
3. With the exception of the Human Resources & Search Committee which shall consist solely of Directors from the Board of Directors, all committees shall consist of at least one Director from the Board of Directors and one staff member or volunteer. Committees shall not have more than four (4) Directors appointed and serving at any given time.

4. With the exception of the Human Resources & Search Committee, the President of the Board of Directors and the Executive Director shall serve as de facto voting members of any and all standing and special committees.
5. Special committees may be appointed by the President of the Board for the duration and completion of a special project.
6. The Executive Director shall have the authority to appoint standing and special committees related to the operations of the Society as needed.
7. Standing committees are defined as follows:
 - a. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Executive Director. The Executive Committee shall meet as needed to discuss and prioritize Society Business between regular Board meetings.
 - b. Finance Committee. The Finance Committee shall oversee all Society policies and procedures related to the financial and fiduciary health of the organization. The Finance Committee shall propose a forthcoming annual budget to the Board of Directors no later than the November regular meeting of the Society's Board of Directors.
 - c. Human Resources & Search Committee. The Human Resources & Search Committee shall respond appropriately per Society policies and procedures and best practices to any and all Human Resources related issues. The Human Resources & Search Committee with advice from the Executive Director, is responsible for seeking and vetting appropriate Board of Directors candidates to the Board. The Human Resources and Search Committee shall oversee the activity and process of searching for an Executive Director upon vacancy of that position. The Human Resources & Search Committee shall meet at least quarterly.
 - d. Buildings & Grounds Committee. The Buildings & Grounds Committee shall prioritize the needs and projects of the physical facility including all buildings, structures, grounds, gardens, facilities, and physical infrastructure maintained by the Society. The Buildings & Grounds Committee shall present a forthcoming annual budget proposal related to the committee's scope of work to the Finance Committee no later than October annually. The Buildings & Grounds Committee shall meet at least monthly.
 - e. Fundraising Committee. The Fundraising Committee shall develop and implement a strategic annual fundraising plan. The Fundraising Committee shall meet as needed.
 - f. Collections Committee. The Collections Committee shall oversee and follow all Society policies, procedures and history filed and museum industry best practices

related to the collection and preservation of artifacts, documents, photos, records, and materials maintained by the Maplewood Area Historical Society. The Collections Committee shall meet at least monthly.

Article VIII - Amendments

1. Amendment(s) to these bylaws may be proposed in writing and signed by any three (3) currently active members of the Society (as defined in Article III-Membership above), filed with the Secretary and must be presented at a Board meeting for discussion at least one (1) month prior to further discussion and voting at a regular meeting of the Board of Directors or special meeting. The Secretary shall notify all Society members (as defined in Article III- Membership) of the proposed amendment(s) in writing and by email at least two (2) weeks in advance of the meeting where they will be discussed and voted on so that Society members may have the chance to ask questions and / or voice their opinions on the proposed changes. The proposed amendments will be voted on by the members of the Board of Directors, and become effective immediately upon a two-thirds vote of the Directors present.

Article IX - Dissolution

1. Upon the dissolution of this organization, its assets remaining after payment, or provisions for payment of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

The above Bylaws, revision 6, were voted on by the Society members on August 20, 2023 and were approved by majority vote of a quorum of members.

Attested to by:

President

Date

Secretary

Date