

Proposed Bylaws of the Rice County Historical Society, Inc.
(As amended on October 24, 2019)

ARTICLE I
---OFFICES---

The principal office of the corporation shall be located at 1814 2nd Ave. North West, Faribault, 55021, County of Rice, State of Minnesota. The corporation may have such other offices as the Board of Directors may determine from time to time.

ARTICLE II
---MEMBERS---

Section 1. Classes. There shall be **at least** four classes of membership in the corporation: individual, senior citizen, family, and business, with the qualifications and rights as set forth elsewhere in the Bylaws. **Other membership levels may be established by a vote of the Board of Directors.**

Section 2. Qualifications. The members of the corporation shall include any person who makes application for membership and pays the annual membership dues. The annual membership dues shall be determined by the Board of Directors, and shall consist of a set sum for each class of membership.

Section 3. Voting Rights. Each individual member shall have the right to exercise one vote on each matter to be voted upon at any membership meeting. Family members shall have one vote for each person over the age of fourteen (14) residing in the household. Voting rights may be exercised in person or by proxy.

ARTICLE III
---MEMBERSHIP MEETINGS---

Section 1. Meetings. An annual meeting of the members shall be held in the last quarter of each calendar year on the day and at the time and place set by the Board of Directors, for the purpose of electing a new Board of Directors and to discuss and decide any other business which may properly be considered by the membership.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or the Board of Directors or upon written request of at least 10% of the membership, presented to the President or presented at a meeting of the Board of Directors. Any meeting called by written request of the membership shall be scheduled by the President or the Board of Directors. All meetings shall be held at the principal offices of the corporation or at such other place as may be designated.

Section 3. Notice of Meetings. Notice of all annual and special meetings shall be given to each member of record and notice shall specify the date, time, place and purpose of the meeting.

Section 4. Quorum. The presence in person or by proxy of at least 10% of the members of record shall constitute a quorum for the transaction of business.

Section 5. Voting. A majority of members present shall rule on all matters voted upon unless specified otherwise by these Bylaws.

ARTICLE IV ---DIRECTORS---

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Numbers, Tenure and Qualifications. The number of Directors ~~shall be fifteen (15) constituting the Board of Directors shall be as few as thirteen (13) or increased to as many as twenty one (21).~~ The Directors, except the Past President Directorship, shall be elected at the annual meeting of the members. The term of each Director shall be for three (3) years, or until the election and qualification of a successor. All Directors must be members of the corporation. The Directors shall be so elected that the terms of five (5)

One additional- ~~directors may be appointed to the board from each of the following boards: the Faribault HPC, Rice County, and any RCHS Chapter or Partner, not to exceed twenty-one (21) members.~~

Section 3. Regular Meetings. A regular meeting of the Directors shall be held without any other notice than this Bylaw immediately after the annual meeting of members. The Board of Directors may provide, by resolution, time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held in the principal office of the corporation in the absence of the designation of the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors and shall be held at the principal office of the corporation or at such other place as the Directors may determine.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ~~four~~ two (2) days previously thereto by written notice delivered personally or by mail or by email to each Director at his/her address as shown by the records of the corporation. ~~If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid.~~ Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at any meeting a majority of the Directors present may adjourn the meeting from time to time without further notice. A person who is present and able to participate through electronic means shall be counted toward the quorum.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. The Director filling the vacancy shall serve for the unexpired term of his/her predecessor in office.

ARTICLE V ---OFFICERS---

Section 1. Officers. The officers of the corporation shall be a ~~Past President~~, President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, may include the Past President and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers as it may deem desirable. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Elections and Term of Office. The officers of the corporation except the Past President shall be elected annually by the Members of the Society at the regular annual meeting of the membership. Each elected officer shall be chosen from the Board of Directors. If the elections of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor has been duly elected and qualified. Any officer may be removed by a majority of the Board at any meeting provided that notice of the intended action be given at the call of that meeting. Upon expiration of his/her term, the President shall assume the office of Past President, unless the President is unwilling, in which case the office of the Past President shall be vacant.

Section 3. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Powers and Duties. The officers shall have the powers and shall perform such duties as may, from time to time, be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving a non-profit corporation having the same or similar general purposes and objectives of this corporation.

Section 5. Employees. The Board of Directors may hire such personnel, as it shall deem necessary from time to time, for such periods of time, and on such terms as it determines.

ARTICLE VI

---CHAPTER and PARTNER AFFILIATIONS---

Section 1. Chapters/Partners. Chapters shall be defined as 3R Landmark (Lonsdale), Morristown Historical Society, and Dundas Historical Society. Partners shall be defined as Northfield Historical Society.

Section 2. ~~Membership~~Benefits and Duties. All members of the affiliate Chapters and Partners shall ~~be have the benefits as defined in the affiliated Chapter Agreement and Partnership Agreement. Such agreement must be approved by both the affiliated Board of Directors as well as the Rice County Historical Society. Chapter and Partner duties shall be spelled out in the affiliated Chapter/Partnership Agreement. considered a full member in good standing in the Rice County Historical Society. As a Chapter of the County Society, the Chapter members shall cooperate with and uphold the principals and goals of the County Society.~~

Section 3. Membership of County Society Board. The Board of Directors of the Rice County Historical Society ~~shall~~ may include the elected President or other appointed representative of each

Chapter/Partner on the Board of Directors of the County Society and will share in the responsibilities of planning and carrying out the overall goals of the County Society.

~~**Section 4. Duties.** The elected Secretary of the various Chapters shall each year submit to the County Society a list of all members of the Chapter, along with a mutually agreed upon portion of their annual dues to cover the cost of meeting notices and publications sent out by the County Society.~~

Section 54. Independence. Each Chapter/Partner shall elect their own officers and Board of Directors and shall operate independently within the framework of the Chapter/Partner Agreement.~~affiliation.~~

Section 65. Exhibits. The Chapters/Partners, while retaining ownership of all collections given specifically to them ~~shall~~may, when feasible, agree to mutual loans of exhibit material to the County Historical Society.

~~**Section 7. Fair Responsibility.** The Chapters agree that in accepting Chapter status and affiliation, they will share in the responsibilities of operating the Pioneer Village at the Rice County Fairgrounds during the Rice County Fair.~~

Section 86. Joint Meetings. At least one joint meeting a year ~~will~~may be held between the Chapters/Partners and the Rice County Historical Society to exchange ideas and views. They may meet more often if needed and/or requested by any of the organizations and mutually agreed upon by the boards of directors.

Section 97. Termination. The Chapters/Partners agree that failure to comply with the above sections will be just cause for revoking the Chapter/Partner status, but in compliance will receive the help and cooperation of the County Historical Society. In the event that a Chapter/Partner should cease to function, the Rice County Historical Society, at the request of the Chapter/Partner Society will continue to preserve the collections of the Chapter/Partner as much as financially feasible. Any properties owned by or managed by the Chapter/Partner shall not be the responsibilities of the County Society unless mutually agreed upon.

ARTICLE VII

---CONTRACTS, CHECKS, DEPOSITS AND FUNDS---

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notices or other evidence of indebtedness issued in the name of the corporation, shall be signed by any two officers, or agents of the corporation, and in such manner as shall, from time to time, be determined by resolution by the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by any two of the Treasurer, the President, Vice President, Secretary, or Executive Director.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation, in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept, on behalf of the corporations, any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE VIII
---BOOKS AND RECORDS---

The corporation shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX
---COMMITTEES---

Section 1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the corporation shall be served by such removal.

ARTICLE X
---AMENDMENT OF ARTICLES OF BYLAWS---

Section 1. Amendment by the Members. The Board of Directors shall propose any amendment to the Articles of Bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. Said amendment shall be adopted by a majority of the members voting.

Section 2. Amendment by the Directors. The Board of Directors shall exercise the power of amendment of the Bylaws, by adopting such amendments by a vote of a majority of the members of the Board of Directors. ~~Notwithstanding the foregoing, the number of Directors constituting the Board of Directors may be reduced to as few as thirteen (13) or increased to as many as twenty one (21) by a majority vote of the members at any annual meeting of the members without further notice save this article.~~

The undersigned Secretary certifies that the corporation has adopted the foregoing Bylaws.

Dated this ~~16th~~ 24th day of October, ~~2003~~2019

~~Jean Palma Pauline Schreiber~~
Secretary, Rice County Historical Society, Inc.