

fulfillment of the project mission. The membership of the committee shall reflect the diversity of the veterans' community. Membership is by application to the Society, for review by the Advisory Committee, and final approval by the Society's Board of Governors. One position shall be filled by a St. Louis County Veterans' Service Officer. Consideration is not limited to St. Louis County residents. Committee members shall serve for one calendar year and may be re-appointed. The following shall be considered when selecting committee members from the applicant pool:

- (1) Military and/or home front experience
- (2) Representation of an organized veterans' group
- (3) Interest and/or experience in military history, education, and museum interpretation
- (4) Strategic planning skills
- (5) Ability to understand and interpret the work of the committee to the community
- (6) Ability and willingness to raise funds for the project
- (7) Leadership experience

Committee Member Responsibilities

Committee members shall:

- (1) Observe the American Association of Museums' Excellence and Equity Standards in the process of advising the Society.
- (2) Understand and interpret the work of the committee to the community.
- (3) Represent the committee, the project and the Society in a positive and supportive manner at all times and in all places.
- (4) Avoid conflicts of interest between advisory committee member role and personal life.
- (5) Elect Chair and Vice Chair annually.

Attendance

Three unexcused absences within a calendar year by a member will be considered a

voluntary resignation by the committee. The Chair of the committee approves excused absences.

IX. AFFILIATED HISTORICAL ORGANIZATIONS

A. The Society may, from time to time, authorize the establishment of affiliate historical societies, contingent on available funding.

B. Conditions. An organization having designation as an affiliate of the St. Louis County Historical Society shall conform to the following conditions:

1. The organization shall be a tax-exempt, non-profit corporation, established for historical purposes. It shall have been in existence as a tax-exempt, non-profit corporation for at least five years.
2. The organization shall hold membership in the St. Louis County Historical Society and the Minnesota Historical Society.
3. The organization shall own collections of historical value as generally defined and recognized by the Minnesota Historical Society.
4. The organization shall have a duly elected slate of officers and a governing body, and it shall hold regular meetings as specified in its bylaws. Minutes of these meetings must be available upon request.
5. The organization shall operate and keep its financial records on a fiscal year consistent with the St. Louis County Society and St. Louis County government.
6. The organization shall submit copies of its quarterly financial statements showing all income and expenditures according to its annual budget to the St. Louis Historical Society. These reports shall include a statement signed by the organization's President and Treasurer certifying that such

reports are an accurate and true report of the financial condition of the organization for the period covered by the report.

7. The financial records and statements of each affiliate historical organization shall be audited by a Certified Public Accountant or Licensed Public Accountant yearly. A copy of the audit report shall be submitted to the St. Louis County Historical Society within 30 days after the completion of the audit, and no later than December 31 of the year following the year of the audit. The financial records of each organization shall be available for review by the Society Board of Governors and/or Executive Director at any time upon request.

8. The organization shall annually prepare a financial statement following Society and generally accepted accounting procedures, and the organization shall prepare an annual report of its activities and submit both to the Society office no later than June 30 of the subsequent year.

9. An affiliate historical organization shall cooperate with the St. Louis County Historical Society to develop and implement an overall integrated plan and shall not duplicate services presently being provided by Society affiliates or other organizations within St. Louis County.

C. Procedure for Becoming an Affiliate Organization.

For an organization to become an affiliate of the St. Louis County Historical Society, the following procedure shall be followed:

1. The organization shall petition the St. Louis County Historical Society requesting status as an affiliate historical society.

2. The organization shall submit the following documentation as proof of compliance with the conditions for affiliation:

- a. Articles of Incorporation
- b. Bylaws

- d. List of current officers and board members
- e. Mission statement
- f. Copies of two most recent annual reports

3. The Board of Governors of the St. Louis County Historical Society shall review the conditions and may approve affiliation of the organization providing all conditions for affiliation are met. Should affiliation be approved, a resolution stating such will be passed by the Board of Governors and an agreement outlining the terms and conditions of affiliation will be signed by both the St. Louis County Historical Society and the affiliate organization.

4. Should the Board of Governors of the St. Louis County Historical Society decide not to accept the application of an organization, the reasons for rejecting such an application will be presented in writing to the organization.

5. New affiliate organizations shall also be approved by the St. Louis County Board of Commissioners.

D. Termination of Affiliate Status.

1. An affiliate historical society shall lose its status as an affiliate of the St. Louis County Historical Society for any of the following reasons.

- a. Dissolution of the organization
- b. Voluntary withdrawal by the organization
- c. Loss of IRS tax-exempt status
- d. Non-compliance with any of the conditions for affiliation listed in Section IX.B. above.

2. An affiliate organization may also lose its status as an affiliate of the St. Louis County Historical Society for any other reason as may be recommended by the Board of Governors of the St. Louis County Historical Society and also approved by the St. Louis County Board of Commissioners.

3. The procedure for terminating the affiliate status of an organization shall be as follows:

a. A fact-finding hearing will be held by a specially appointed (by the President of the Board of Governors) ad hoc committee of the St. Louis County Historical Society Board of Governors.

b. Based upon the information presented at the hearing, a determination either to retain or terminate the affiliate status of the organization will be made by the St. Louis County Historical Society Board of Governors.

c. A resolution affirming the determination made and outlining reasons for the decision shall be passed by the St. Louis County Historical Society Board of Governors and forwarded to the St. Louis County Board of Commissioners.

d. The decision of the St. Louis County Historical Society Board of Governors can be subject to a written appeal to the President of the Board of Governors within thirty (30) days, after which the decision will be final.

E. Hearings Procedure

1. Purpose. The purpose of this section is to outline the hearings procedure that will be followed by the St. Louis County Historical Society in dealing with the situations outlined below.

2. Application

This hearing procedure shall apply to the following situations:

a. Review requests from new organizations to become recognized affiliates of the St. Louis County Historical Society.

b. Review requests to terminate the membership of an affiliate organization based upon non-compliance with any bylaw provisions of the Historical Society or other recognized basis for discontinuance of any organization's affiliation rights.

c. Review other matters that directly affect relations between the St. Louis County

Historical Society and any of its recognized affiliate organizations.

3. Hearings Procedures

a. New organizations requesting affiliate status. The procedure is outlined in Section IX.C. above, of the St. Louis County Historical Society Bylaws.

b. Termination of affiliate status. The procedure is outlined in Section IX.D., above, of the St. Louis County Historical Society Bylaws.

c. Other matters that affect relations between the St. Louis County Historical Society and its recognized affiliates. The procedure shall be as follows:

(1) The grievance shall be submitted in writing to the St. Louis County Historical Society Board of Governors at one of their regularly scheduled meetings.

(2) Should the St. Louis County Historical Society Board of Governors agree that a legitimate grievance exists, the Board shall refer the matter to either the appropriate standing committee or to a specially appointed ad hoc committee of the Society Board of Governors.

(3) A fact-finding hearing shall be held by the committee within 30 days.

(4) The committee shall consider all the information presented at the fact-finding hearing and prepare a written report of its findings and recommendations to the full Society Board of Governors at their next regularly scheduled meeting.

(5) The Society Board of Governors shall act on the recommendations of the committee and within 60 days notify the affiliate society concerned as to the disposition of the grievance.

(6) The decision of the Society Board of Governors shall be final, pending a written appeal process to the President of the Board of Governors.

X. FISCAL MATTERS

A. Fiscal Policy

1. The Board of Governors shall adopt fiscal policies and employ practices as will merit the confidence of the Members concerning the integrity and competence of the fiscal management of the Society. The fiscal year of the Society shall be the calendar year and shall begin on the first day of January in each year.

B. Audit

1. An annual audit or review of the books and financial records of the Society shall be made by an independent certified public accountant. The auditor's report shall be submitted to the Board of Governors.

C. Dues

1. The Board of Governors may establish regular dues for the various categories of Members and, based on age or need, may exempt certain classes, subclasses or categories of Members.

D. Disbursement of Funds

1. Funds of the Society shall be disbursed pursuant to duly adopted resolutions of the Board with adequate safeguards to prevent mismanagement, fraud, or dishonesty.

E. Contracts. 1. The Board of Governors may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances.

F. Deposits

1. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Governors may select.

G. Bank Accounts

1. Bank accounts shall be opened by the Officers of the Society or their duly appointed assistants at such banks as they may deem

desirable. The same Officers of the Society or their duly appointed assistants who are from time to time authorized to withdraw funds with respect to the account of the Society are hereby authorized to withdraw funds from the various bank accounts that may be established.

H. General and Special Funds

1. The funds of the Society shall be divided into general and special funds. Special funds shall include all donations, gifts, grants, legacies, devises, endowment and other contributions for special purposes, and shall be used only for the special purpose as designated by either the donor or the Board of Governors. All other funds of the Society shall be designated as the general funds of the Society.

I. Gifts

1. The Society shall have the authority to accept gifts of cash or property outright or in trust to the Society for the benefit of the Society from any political or governmental unit, corporation, individual, foundation, trust or from any other entity or source in furtherance of its corporate purpose. Gifts may be limited in any manner provided by the donor or by the court having jurisdiction of the trust or source from which a gift is made. Unless prohibited by the terms of the gift, the Board may place custody or management of property constituting the corpus of a gift with any responsible corporation, individual or financial institution.

J. Books and Records

1. The Society shall keep at its registered office correct and complete books of account and minutes of the Board of Governors in electronic and/or written format.

K. Annual Report

1. The Society shall prepare an annual report of its activities, progress, and status.

XI. RULES OF ORDER

A. Robert's Rules of Order (revised) shall govern the transaction of the business by the Board of Governors in all cases to which they are applicable and in which they are not inconsistent with the articles of incorporation, bylaws, standing rules or laws of the State of Minnesota.

XII. COMPLIANCE WITH MINNESOTA STATUTES

A. Nothing in these bylaws shall conflict with any law of the State of Minnesota that applies to the establishment, operation or governance of historical societies.

XIII. AMENDMENT OF BYLAWS

A. These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by majority of the Board of Governors at any regular meeting or special meeting, provided that proper notice of the intent to alter, amend, repeal or to adopt new bylaws at such meeting is given.

XIV. DISSOLUTION OF THE SOCIETY

A. Any proceedings to dissolve the Society shall be governed by the applicable laws of the State of Minnesota as amended from time to time.

XV. INDEMNIFICATION

A. The Society shall indemnify a person made or threatened to be made a party to a proceeding (by reason of the former or present official capacity of the person) against

judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney's fees and disbursements, incurred by the person in connection with the proceeding, all as provided in and subject to the conditions of, Section 317A.521, Subd. 2, of the Minnesota Statutes, which section is incorporated herein by reference. Such indemnification includes payment or reimbursement by the Society of reasonable expenses, including attorney's fees and disbursements, incurred by the person in advance of the final disposition of the proceedings, all as provided in and subject to the conditions of Section 317A.521, Subd. 3, of Minnesota Statutes.

B. The Society may buy and maintain insurance on behalf of a person in that person's official capacity against liability asserted against and incurred by the person in or arising from that capacity, all as provided in and subject to the conditions of Section 317A.521, Subd. 7, of Minnesota Statutes.

C. Nothing in these bylaws shall be construed as prohibiting indemnification or advances or as imposing conditions on indemnification or advances, other than those conditions contained in Section 317A.521, Subds. 2 and 3, of Minnesota Statutes.

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