BYLAWS OF THE MINNESOTA ALLIANCE OF LOCAL HISTORY MUSEUMS, INC.

Draft approved by Board of Directors: 1/26/2026

ARTICLE I — NAME AND PURPOSE

Section 1 - *Name*: The name of the organization shall be The Minnesota Alliance of Local History Museums, Inc.

Section 2 - *Purpose*: The purpose of the Minnesota Alliance of Local History Museums shall be to nurture and encourage an appreciation of the local history of the state of Minnesota by providing the structure to foster collaborative local history projects, communicate curatorial and educational information, and encourage professionalism among local and specialized historical organizations in Minnesota.

Section 3 - *Office*: The office for the transaction of business shall be located at such place as the Board of Directors may determine.

ARTICLE II — MEMBERSHIP

Section 1 - *Eligibility for membership*: Membership of this organization shall be open to any person or institution interested in local history who pays annual dues. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2 - *Annual dues*: Annual dues for membership in this organization shall be established by the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 - *Rights of members*: Each member in good standing with the organization shall be entitled to cast one vote on any issue presented during membership meetings. Organizational members shall be eligible to appoint one voting representative.

ARTICLE III — MEMBERSHIP MEETINGS

Section 1 - *Annual meetings*: The annual meeting of the membership shall take place in the spring of each year, the specific date, time, and location of which shall be designated by the Board of Directors.

Section 2 - *Special meetings*: A special meeting of the membership may be called at any time by the Board Chair, and in their absence by the members of the Executive Committee.

Section 3 - *Notice of meetings*: Notice of the meeting shall be given to each voting member no less than 30 days before the date of all annual or special meetings.

Section 4 - *Quorum*: The presence of at least 10% of the membership of this organization shall constitute a quorum for doing business at any annual or special meeting.

Section 5 - *Voting*: All issues voted on by the membership shall carry with a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 - *Board role, size, and compensation*: The Board of Directors is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board shall be comprised of 9 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 - *Terms*: All board members shall serve two-year terms and are eligible for re-election for up to three consecutive terms.

Section 3 - *Meetings and notice*: The board shall meet at least once every two months, at an agreed upon time and place. Notice of all regular and special meetings shall be given to each director at least seven days prior to the time fixed for the meeting.

Section 4 - *Board elections*: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 - *Election procedures*: The Board of Directors shall be responsible for nominating a slate of prospective board members representing the organization's diverse constituency. In addition, any member in good standing can nominate a candidate to the slate of nominees. All candidates must be members in good standing. All members will be eligible to cast one vote per membership for each candidate.

Section 6 - *Quorum*: A quorum must be attended by at least 5 board members for business transactions to take place and motions to pass.

Section 7 - *Offices and Duties*:

Chair– The Chair shall convene & preside at regularly scheduled board and member meetings. The Chair shall also have general supervision of the affairs of the organization.

Vice Chair– The Vice Chair shall perform the duties of the Chair in case of their absence or disability.

Secretary– The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes of all board meetings, distribution of copies of minutes, and assuring that corporate records are maintained.

Treasurer– The Treasurer shall make a financial report at each board meeting. They shall assist in the preparation of the annual budget, make financial information available to board members and the public, and ensure that appropriate financial records are maintained. The Treasurer shall work with the Executive Director to oversee the finances of the corporation, with regular reporting to the Executive Committee, Board of Directors, and membership.

Section 8 - *Vacancies*: Any vacancies on the Board of Directors shall be filled for the unexpired term by appointment of the Board of Directors. The membership shall be informed of such appointment.

Section 9 - *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the Executive Committee. A board member shall be terminated from the board due to excess absences, defined as more than two unexcused absences in a calendar year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - *Special meetings*: Special meetings of the Board of Directors shall be called upon the request of the chair or any member of the board. All notices of special meetings shall state the purpose thereof.

Section 11 - *Remote communication for meetings*: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, Zoom, other video calling platforms, or other such means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of these means constitutes attendance at a board meeting.

Section 12 - *Action without a meeting*: An action that may be taken at a regular or special meeting may also be taken without a meeting if a ballot is delivered via mail or email to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ARTICLE V — FINANCES

Section 1 - *Fiscal year*: The fiscal year of the organization shall be the calendar year.

Section 2 - *Annual budget*: The Board of Directors must approve the annual budget. Any major changes must also be approved by the board or the Executive Committee.

Section 3 - *Records & Reporting*: Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI — COMMITTEES

Section 1 - *Committee formation*: The board may create ad hoc committees as needed, such as fundraising, public relations, data collection, etc. Standing committees shall include but are not limited to: Executive Committee.

Section 2 - *Executive Committee*: The four officers serve as the members of the Executive Committee. The Executive Director shall also attend meetings in a non-voting role. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between board meetings, and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be three-fourths of the officers.

Section 3 - *Additional committees & teams*: Additional committees will focus on the annual conference and Minnesota History Awards— including, but not limited to the Conference Host Committee, Conference Program Committee, and Awards Committee. The Board of Directors shall have final approval of committee members and the Executive Director shall serve on each committee as a liaison and organizer.

Teams shall assist in specific areas of work to further the purpose & goals of the organization. Members shall be approved by the board and teams will consist of board members, members at large, and the Executive Director. Each team shall be led by a chair, who will be a board member and will make reports on the team's activities during board meetings. Team members must be members or work for organizations that are members of the Alliance. They must regularly attend meetings and communicate with the Team Chair and/or Executive Director if they are unable to attend. Through their participation, team members agree to assist with team goals, duties, and projects & events. Standing teams shall include but are not limited to: Mutual Assistance, CollectiveAccess, Networking & Inclusion, Membership, and Advocacy.

ARTICLE VII — DIRECTOR AND STAFF

Section 1 - *Executive Director*: The Executive Director (formerly known as Alliance Coordinator) is hired by the board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members, and carry out the duties described in their job description. The board can designate other duties as necessary. The board will collectively create & approve all changes to staff job descriptions & responsibilities.

Section 2 - *Additional Staff*: The board will determine the need for additional staff, create staff job descriptions, and hire as necessary.

ARTICLE VIII — AMENDMENTS

Section 1 - *Amendments*: These bylaws may be amended when necessary by simple majority of the membership in attendance at a regular or special meeting, provided, the proposed amendments have been submitted in writing to the membership at least thirty days prior to the date of the vote on the proposed amendment.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors and membership by a simple majority vote on **April 29, 2026.**

Secretary Mariah Ring Date 4/29/26