

The Trustees recommend that the Society's Articles of Incorporation be amended in three core ways. The amendments would bring us in line with most non-profit's organizational structure. We need these changes now particularly because of the difficulty for members and trustees to be on site in person in large numbers.

The amendments will (1) permit the Board of Trustees to take action electronically by a majority vote; (2) permit the Trustees to amend the By-Laws on an as-needed basis, and (3) permit the Trustees to elect the non-profit corporate officers: President, Vice President, Secretary and Treasurer.

Selecting corporate officers is a core function of any Board; it is one way trustees exercise their fiduciary oversight over management of the corporation. In turn, the officers manage the staff. We need this flexibility. Similarly, considering that Trustees and officers oft-times live part of the year away from the Gunflint Trail area, we need to be able to meet electronically and/or by circulation of written actions approved or not by a majority vote.

The amendments are:

MOTION TO MEMBERS TO AMEND GUNFLINT
TRAIL HISTORICAL SOCIETY ARTICLES OF
INCORPORATION

The undersigned, being the Secretary of the Gunflint Trail Historical Society, a Minnesota nonprofit corporation ("GTHS"), pursuant to Minn. Stat. §317A.131, §317A.133 and §317A.239, hereby moves the membership to adopt the following recitals and resolutions amending the GTHS Articles of Incorporation and to take the actions set forth herein, effective immediately as of date of adoption:

WHEREAS, the GTHS Articles of Incorporation will benefit from amendments that provide increased flexibility to meet the on-going needs of a membership and Board of Trustees dealing with evolving local, state and federal agency requirements and orders;

WHEREAS, the GTHS members have determined that it is prudent and necessary for the GTHS's sound operation and program management to enable the Board of Trustees who are members to elect the non-profit corporation's officers of President, Vice President, Secretary and Treasurer; and

WHEREAS, the proposed amendments to the GTHS Articles of Incorporation are consistent with the intent of the Incorporators.

NOW, THEREFORE, BE IT RESOLVED, in accordance with Minn. Stat. §317A.131, §317A.133 and §317.139, Article VII, Board of Trustees, is amended to add the following:

The Board of Trustees shall act by the vote of a majority of its members and such action may be taken by written Record of Action signed, or consented to by authenticated electronic communication, by all of the Trustees in such majority.

The Board of Trustees shall have authority to adopt By-Laws governing the affairs of the corporation and their meetings, and to provide therein for officers, including a President, Vice President, Secretary and Treasurer.

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of Trustees that would be required to take the same action at a meeting of the board at which a quorum of board members were present.

BE IT FURTHER RESOLVED, in accordance with Minn. Stat. §317A.131, §317A.133 and §317.139, ARTICLE III, Officers, is amended as follows:

OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected by the Board of Trustees and shall serve terms as established in the Bylaws, provided that, upon expiration of the President's term of office, the Vice President shall succeed the President in office. Any officer may be removed for cause by the Board. Upon any vacancy the Board may fill such vacancy by a majority vote for the unexpired term of the officer.

BE IT FURTHER RESOLVED, in accordance with Minn. Stat. §317A.131, §317A.133 and §317.139, that the GTHS By-Laws shall be amended to implement the letter and intent of the Amendments adopted herein.

BE IT FURTHER RESOLVED, that the GTHS Secretary is authorized and directed to execute, deliver and file such corporate amendment documents with the Minnesota Secretary of State and any other body to carry out the foregoing.

Dated: July ___, 2020

Frederick Smith, Secretary