

**BYLAWS
OF
THE GUNFLINT TRAIL HISTORICAL
SOCIETY
(As amended through March 14, 2022)**

ARTICLE I. NAME

The name of this corporation shall be The Gunflint Trail Historical Society, and its headquarters shall be at 28 Moose Pond Drive, Grand Marais, MN 55604.

ARTICLE II. MISSION

The mission of the corporation shall be the collection, preservation, and dissemination of knowledge about the history of the Gunflint Trail and its early settlers for residents, guests, travelers, and future generations.

ARTICLE III. MEMBERSHIP

1. The corporation shall have one voting class of members.
2. Any person interested in the history of the Gunflint Trail may be enrolled as a member upon receipt by the Treasurer of the first payment of dues.
3. Membership levels shall be determined by the Board of Trustees.
4. The Board of Trustees shall determine from time to time the annual dues to be payable by members in each membership category.
5. No person shall be qualified as a member and entitled to vote at a regular, special, or annual meeting unless his/her annual dues have been paid to the Treasurer and his/her name inscribed on the membership list at or in advance of the meeting.
6. Members failing to pay their dues after they become payable shall be dropped from the rolls 60 days after the mailing of a notice of such default.

ARTICLE IV. GOVERNANCE

1. The affairs of the corporation shall be managed by a Board of Trustees consisting of the Officers and eight other persons elected by the membership. In addition, the retiring President of the corporation shall automatically continue as a member of the Board of Trustees for a two-year period.
2. The Officers and Board of Trustees (other than the retiring President) shall be elected by the membership at an annual meeting for a three-year Trustee term and shall hold office until their successors have been elected. Vacancies arising in any office may be filled for the remainder of the unexpired term by the Board of Trustees.

ARTICLE V. BOARD OF TRUSTEES

1. Members of the Board of Trustees who are not Officers or a retired President (referred to as "non-Officer Trustees") may hold office for no more than two consecutive three-year terms. For this purpose, the first two-year term for the initial Board of Trustees shall be considered to have begun on July 1, 2006.
2. For the election to be held at the 2008 annual meeting, it shall be assumed that four of the initial non-Officer Trustees will have completed two two-year terms in office. These four shall be designated by an impartial procedure selected by the Board.
3. The Board shall have the responsibility of establishing policy to achieve the objectives of the corporation as stated in Article II of these Bylaws.
4. A simple majority of Board members shall constitute a quorum for conducting business at any regular or special meeting of the Board of Trustees.
5. A meeting of the Board may be called by the President or, in his/her absence, by the Vice President and any two members of the Board. Notice of the meeting shall be given by mail, email, or telephone unless waived.
6. Trustees shall not receive any salary or other compensation for their services (but by resolution of the Board may receive reimbursement for expenses reasonably incurred).

ARTICLE VI. OFFICERS

1. The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall also serve as members of the Board of Trustees, as provided in Article IV.
2. Officers may not succeed themselves in office, except that the Secretary and Treasurer may be elected to serve a maximum of five consecutive two-year terms. For this purpose, the first two-year term shall be considered to have begun on July 1, 2006.
3. The President shall preside at all meetings of the corporation and the Board of trustees. The President shall be the chief executive officer of the corporation and shall, in general, supervise and control all of the business affairs of the corporation. He/she may sign, with the Secretary, the Treasurer or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, or bonds to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation.
4. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such duties as may from time to time be assigned to him/her by the President or the Board. The Vice President shall succeed the President in office following the expiration of the President's two-year term.
5. The Secretary shall keep the minutes of all meetings. The Secretary shall transmit a copy of the annual report and Treasurer's report, as adopted by the corporation, to the Minnesota Historical Society. The Secretary shall maintain a current membership list and will have a current membership list present at all meetings. The Secretary shall also conduct the correspondence of the corporation, give notice of all meetings, notify committee members of their appointments, and carry on such other correspondence as may be necessary for conducting the affairs of the corporation. The Secretary shall be responsible for the annual registration of the corporation with the Minnesota Secretary of State.
6. The Treasurer shall collect the dues of members and all donations and allocations of money to the corporation. The Treasurer shall keep an account of the same and make a report thereof at the annual meeting and whenever required by the Board of Trustees. All organizational monies are to be kept in the corporation's bank account except for such funds that the Board of Trustees

may direct to be invested in such investments as shall be legal for a nonprofit corporation in this state. The Treasurer shall pay out monies of the corporation upon presentation of bills approved by the Board.

ARTICLE VII. MEETINGS OF MEMBERS

1. The annual meeting of the members shall be in the month of June each year.
2. Regular meetings of the membership shall be held on dates determined annually by the Board of Trustees.
3. Special meetings of the members may be called either by the President, the Board, or five or more members. The purpose of any special meeting so called shall be fairly stated in the notice of the meeting, and the business conducted at such meeting shall be limited to the stated purpose. Such limitation shall not preclude discussion of other matters at such meeting.
4. The Board shall designate the date, time, and place for any annual or regular meeting of the membership or any special meeting called by the Board.
5. Notice of any meeting of the members stating the date, time, and place shall be delivered, by mail or email, to each member not less than five days before the date of such meeting, excluding the day of the meeting, by or at the direction of the President, the Board, or the persons calling the meeting.
6. A quorum for transaction of any business at any annual or other meeting of the members shall be not less than fifteen members. If a quorum is not present at any meeting of members, the majority of the members present may adjourn the meeting from time to time without further notice.
7. The corporation shall operate on a fiscal year running from January 1 through December 31.
8. All eligible members may cast one vote. Voting by proxy is not allowed.
9. All meetings shall be conducted in accordance with *Parliamentary Law and Practice for Nonprofit Organizations*, published by the American Bar Association.

ARTICLE VIII. COMMITTEES

1. The President shall appoint, or cause the Board of Trustees to appoint, such committees as are deemed to be to the benefit of the corporation. Chairs of such committees shall be appointed by the President from the membership of the corporation.
2. The President, or in his/her absence the Vice President, shall be an ex-officio member of all committees.
3. The chairs of all committees shall represent their respective committees at meetings of the Board of Trustees when requested to attend.

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND TRUSTEES

1. The corporation shall indemnify any Officer, Trustee, employee, or volunteer who is sued for actions done in good faith for the benefit of the corporation and in the performance of his /her duties for the same to the fullest extent permitted by law.
2. Indemnification may be covered through the purchase of insurance or by other means.

ARTICLE X. AFFILIATION WITH THE MINNESOTA HISTORICAL SOCIETY

The corporation shall be enrolled as an Institutional Member of the Minnesota Historical Society, paying the established dues one year in advance, and as such it shall, whenever feasible, send a delegate to represent it at the meetings of the state society. An annual report shall be sent to the Minnesota Historical Society in which the activities of the corporation are reviewed.

ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the entire Board of Trustees at any regular

or special meeting, provided that the Board members are given at least five days written notice of the intention to alter, amend, repeal or to adopt new Bylaws at such meeting and the substance of any such alteration or amendment is fairly stated in such notice.

Amendments as recorded in Trustee minutes:

June 28, 2010-Article III. Membership (item 2, item 3)

September 20, 2010-Article VII. Meetings of Members (item 7)

May 9, 2011 -Article I. Name

October 18, 2011 -Article III. Membership (item 3)

September 9, 2013 -Article VI. Officers (item 2)

July 8, 2019 - Article III, § 3. Membership levels

March 14, 2022 - Article IV, § 2. Governance; Article V, § 1. Board of Trustees,