BYLAWS
OF
THE GUNFLINT TRIAL HISTORICAL
SOCIETY
(As Amended through August 10, 2026)

ARTICLE I. NAME

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

ARTICLE II. MISSION

The mission of the corporation is to preserve the natural and cultural history of the Gunflint Trail, to acknowledge the significance of the natural environment and its influence on indigenous people and early and recent inhabitants, and to provide opportunities for exploration and education at Chik-Wauk Museum, Nature Center and other interpretive structures and trails.

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 may include different categories.

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 up to ten 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 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 Trustee 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.

2. The Board shall have the responsibility of establishing policy to achieve the objectives of the mission of the corporation as stated in Article II of these Bylaws.

3. A simple majority of Board members shall constitute a quorum for conducting business at any regular or special meeting of the Board of Trustees.

4. 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.

5. Trustees shall not receive any salary or other compensation from their services (but by resolution of the Board may receive reimbursement for expenses incurred).

6. Former Board Presidents who have completed their post-presidency, two-year term may be invited to continue on the Board as non-voting Trustee Emeritus members to serve at the pleasure of the Trustee Emeritus and the Board.

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. They shall consist of and function as the Executive Committee.

2. An Officer's term shall be two years. Officers may not succeed themselves in office, provided however, the Secretary and Treasurer may be elected to serve a maximum of five consecutive two-year terms. Vacancies in an Officer position shall be filled by the Board of Trustees for the remainder of the term.

3. The President shall preside at all meetings of the corporation, the Executive Committee, the Board of Trustees, and the Membership. 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, including the operations managed by the Executive Director. He/she shall regularly meet and consult with the Executive Committee concerning corporate and operations issues, and 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 statue 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 prepare, keep, and circulate the minutes of all meetings, and ensure that due notice is provided for all such meetings. The Secretary shall maintain a current membership list and will have a current membership list and execute such other correspondence as may be requested or 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, which test may be assigned to the Executive Director.

6. The Treasurer shall supervise the collection of members' dues and all donations and allocations of money to the corporation. The Treasurer shall keep an account of all corporate assets and liabilities, profits, and losses, and make a report thereof at the monthly and 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. The President and Secretary shall be signatories on all accounts and have full access to all records thereof.

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 meetings 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, or at the discretion of the President, the Board, or the persons calling the meeting.

6. A quorum for transaction of any business at any annual or other meetings 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. EXECUTIVE DIRECTOR

The Executive Committee may, with the advice and consent of the Board of Trustees, hire and compensate an Executive Director. Such person shall serve at the pleasure of the Executive Committee. The duties and compensation of the Executive Director shall be determined from time to time by the Executive Committee, and the President shall supervise and manage such position. The Executive Director will be principally responsible for conducting the operations of the Chik-Wauk Campus and serve as the lead staff for the Board of Trustees. This position includes managing all paid and voluntary staff and being the Board of Trustees' regular source of communication to/from such staff.

ARTICLE I X . 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 X. 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 XI. 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 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 XII. 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 state in such notice.

Amendments as recorded in Trustee minutes:

June 28, 2010 – Article III. Membership (items 2-3)
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)
October 9, 2023 – Article II, Mission; Article IV, Governance (item 2); Article V, Board of Trustees (items 2-3); Article VI, Officers (items 1-6; Article VII, Executive Director
May 13, 2024 – Article IV. Governance; increased Trustees from 12 to 14 total
June 9, 2025 – Article III. Membership (item 3, deleted special categories)
August 10, 2026 – Article V. Board of Trustees (added item 6)

.