

# **BY-LAWS OF THE DOROTHY MOLTER MEMORIAL FOUNDATION**

## **ARTICLE I.**

### Purpose

The Foundation's purpose is set forth in its Articles of Incorporation, which were approved by the Secretary of the State of Minnesota in 1991.

"The purpose of the corporation is to preserve the cabins and interpret the Dorothy Molter life story to the general public. Further, this purpose shall be charitable and educational within the meaning of Section 501 of the Internal Revenue Code of 1954."

## **ARTICLE II.**

### Definitions

For the purpose of these by-laws, the terms defined in this section shall have the meanings provided below.

1. Board means the Board of Directors of the Dorothy Molter Memorial Foundation.
2. Foundation means Dorothy Molter Memorial Foundation
3. Director means a voting member of the Board of Directors

## **ARTICLE III.**

### Location of Official Office

The Dorothy Molter Memorial Foundation shall have its principal office at the 2002 East Sheridan Street, Ely, Minnesota. The official mailing address is Box 391, Ely, Minnesota, 55731.

## **ARTICLE IV.**

### Membership

#### A. Classes of Membership

1. The Foundation shall consist of the various classes of membership as established by the Board of Directors.
2. There is no limit to the number of members.
3. All membership terms are designated by the Board and will terminate at the designated anniversary date unless membership is renewed.

#### B. Qualifications for Membership

Membership shall be open to all individuals, businesses, and organizations who are supportive of the organization's purpose.

#### C. Membership Fees

1. Membership fees shall be established by the Board and a member will be considered in good standing if the membership fee is paid up to date.
2. Membership cards certifying membership may be issued to members in good standing.

#### D. Membership Obligations

1. No member of the Foundation shall be responsible for any financial obligation of the Foundation.

2. Membership in the Foundation shall be personal and shall neither be assigned or transferred in any manner.

E. Voting Privileges

1. Each member of the Foundation shall have one vote at all meetings of the foundation membership.
2. Each member will receive a voting proxy with the notice for each member meeting.

F. Meetings

1. Annual meetings:
  - a. There will be an annual meeting of the members of the Foundation held at a time and place as designated by the Board.
  - b. At all meetings of the membership, a quorum shall consist of those attending.
  - c. The Board and Officers shall be elected, for the operation and functioning of the Foundation may be transacted at the annual meeting of the Foundation.
2. Special meetings:
  - a. Special meetings of the members of the Foundation may be held upon call of the Board or in a manner provided by law.
  - b. Special meetings shall be held at the registered office of the Foundation or such other place in Ely, and vicinity as designated by the Board in the notice of special meeting.
  - c. Business transacted at special meetings of the members of the Foundation shall be limited to that described in the notice of special meeting. All meetings of the members of the Foundation shall be open meetings.
3. Meeting notice:
  - a. Ten (10) days written or published notice of the annual meeting shall be given to all members.
  - b. Notice of the time, place, and purpose of the special meetings of the members of the Foundation shall be given to each member of the Foundation not less than five (5) days before the meeting.

**Article V.**

**Board of Directors**

A. Responsibilities

1. As directed by the Articles of Incorporation the Board shall be the governing body on behalf of the Foundation members.
2. The Board shall be responsible for determining the mission and setting policy for the organization; for responsible fiscal management; for selecting, evaluating, and if necessary , terminating a chief administrator and such other personnel deemed necessary should it create such positions; for providing adequate resources for the organization's activities through fund raising and personal commitment of the directors; and for maintaining communication between the organization and the public it serves. Directors are expected to attend meetings.

B. Composition of the Board

1. The Board of Directors shall consist of not less than seven (7) directors. The number of directors is to be determined by an affirmative vote of two thirds of the directors then in office, at a meeting of the Board of Directors for which special notice is given for that purpose.
2. Individuals who are members of the organization in good standing may be directors. The Board may establish other qualifications that may be necessary to assure representation of the constituencies served by the organization.
3. Student members may be designated by the Board at its discretion.

C. Method of Selection

1. Elections will take place at the annual meeting of the Foundation.

2. For each position, the Nominating Committee (as defined in Article VIII, Section C below) will submit to the Foundation at the annual meeting names of qualified members who have indicated a willingness to serve as Directors.
3. Nominations of qualified members may also be made from the floor at the time of election.
4. Vacancies due to resignation or removal may be filled by the remaining Board until the next election (See Section H).

#### D. Term of Office

1. The term of office for a director is three (3) years, but directors are eligible for reelection.
2. The terms shall be staggered. The number of directors in each year-class shall be as balanced as possible. A change in the number of directors shall be done in a manner determined by the directors, such that the size of each year-class of directors remains as balanced as possible.

#### E. Attendance and Removal

1. Directors understand that it is their responsibility to attend all meetings of the Board.
2. Director may be removed from office without prior notice for three (3) consecutive, unexcused absences from regular meetings.
3. Absences may be excused by the President or presidential designee.
4. A Director may also be removed by a majority vote of the Board, provided just cause is ascertained and the director in question is given notice that such action is pending one week prior to the meeting of the Board at which such action is to be taken, and is given time to respond at that meeting.
5. In the event of such vacancy, the Board may elect a successor as provided in Section H below.

#### F. Meetings

##### 1. Regular Meetings

Meetings of the Board of the Foundation shall be held at least four (4) times per year and at such time and place designated at the preceding meeting by the Board or as notified as deemed necessary.

##### 2. Special Meetings

- a. Special meetings of the Board may be called by the President, and may be called upon the written request of not less than four (4) Board members. Such request shall contain a summary of the proposals or business, intended to be brought before the meeting.
- b. Special meetings of the Board of Directors shall be held at the registered office of the Foundation or such other place as may be designated by the President.

##### 3. Quorum:

A quorum of all meetings of the Board will be a majority of 51 percent of directors before business can be transacted or motions made or passed.

##### 4. Meeting Notices

Written notice of the time, place and purpose of each meeting of the Board shall be given to each Board member not less than five (5) days in advance of the date of the meeting.

#### G. Compensation

Members of the Board of Directors shall not be entitled to compensation for their services as Board members.

#### H. Vacancies

Any vacancy of the Board shall be filled by the remaining Board and any person thus elected as a member shall hold office until his/her successor shall be elected by the members of the Foundation at the next quarterly meeting; that person may choose to stand for election at the next annual meeting.

## **Article VI.** **Officers**

A. Officers

1. The officers of the Foundation shall also be officers of the Board.
2. The officers shall be a President, Vice-President, Treasurer and Secretary.

B. Election and Terms of Office

- a. Term of office shall be one year or until a successor has been elected.
- b. Officers shall assume office the month following the annual meeting.

C. Responsibilities

The responsibilities of each Foundation officer shall be those listed below and such other responsibilities as the Board may from time to time confer.

1. The Chair shall convene and preside at all meetings of the Foundation, its Board, and the Executive Committee; shall appoint all committees and shall be an ex-officio member of each committee; may sign, with the secretary or other officer of the Foundation authorized by the Board deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed; shall maintain a cooperative effective relationship between the staff and the Board. The President shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time.

2. The Vice-Chair shall perform the duties of the President in the event of the President's absence, or ability to act. The Vice-President shall perform other duties as from time to time may be requested by the President or Board.

3. The Secretary shall be the officer responsible for keeping minutes of meetings of the general membership and the Board. As such, this officer shall maintain close liaison with the office staff assigned the responsibility for recording and preparation of details of such minutes and assuring all minutes are retained as official records.

4. The Treasurer shall be the officer responsible for reviewing quarterly Balance and Profit & Loss sheets for reporting at each Board meeting. This officer will be a member of the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board members and the public.

**Article VII.**  
**Personnel**

A. Executive Director

The Board shall be responsible for the employment of an Executive Director. The Director shall be responsible for the overall supervision and administration of the Foundation, as specified in the job description for this position as adopted and approved by the Board.

B. Other Personnel

The Executive Director shall be responsible for the employment of such other personnel as may be needed for the operation and functioning of the Foundation. Job descriptions will be adopted for such positions.

**Article VIII.**  
**Committees**

A. General Provisions

1. Each year the President, with the approval of the Board shall appoint all committees who's organization and membership is not otherwise specified in these bylaws.
2. Members of all committees shall be appointed for a term of one (1) year but may be reappointed.
3. The Director, along with the President, shall be ex-officio members of all committees.
4. All committee chairpersons shall be members of the Board. Other committee members, if not members of the Board, shall be members of the Foundation.
5. The committees of the Foundation shall keep records of their meetings as may be required, or appropriate, and shall report to the Board whenever required.

**B. Executive Committee**

1. The Executive Committee shall consist of the President, Vice-President and the Secretary/Treasurer.
2. 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 meetings of the Board, subject to the direction and control of said Board.
3. The Executive Committee may also meet and perform such duties as from time to time may be designated by the Board.

**C. Nominating Committee**

1. The Nominating Committee shall have at least three (3) members.
2. The Nominating Committee shall be responsible for preparing a slate of nominees for the Board and Officers to be elected at the annual meeting of the Foundation.
3. Whenever a vacancy occurs on the Board or among the officers, the Nominating Committee shall recommend a replacement to the Board of Directors.

**D. Finance Committee**

1. The Finance Committee shall consist of four (4) members including the Secretary/Treasurer.
2. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members.
3. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or Executive Committee.
4. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income.
5. The fiscal records of the organization are public information and shall be made available upon request.

**E. Other Committees**

1. The Board may create the following committees:
  1. Building and Grounds Committee
  2. Membership Committee
  3. Personnel Committee
  4. Program Committee
  5. Collections Committee
  6. Fundraising/Events Committee
2. Additional committees may be appointed by the President when deemed advisable by the Board.

**Article IX.**  
**Fiscal Matters**

**A. Fiscal Policy**

The Board 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 Foundation.

**B. Fiscal Year**

The fiscal year of the Foundation shall be the calendar year.

**C. Audit or Review**

An annual audit review of the books and financial resources of the Foundation shall be made by an auditing committee appointed by the President or by a certified or licensed accountant if required by State and/or Federal law. The audit report shall be submitted to the Board for approval and filing.

**D. Dues**

The Board may establish regular dues for the various categories of members and, based on need or age, may exempt certain classes, subclasses or categories of members. The Board may establish the method of dues collection, and may, after demand and reasonable notice, cancel or suspend membership for failure of payment of dues.

**E. Bank Accounts**

1. Bank accounts shall be opened by the officers of the Foundation at such banks and financial institutions as they may be deemed desirable.
2. All Checks, drafts, and other orders for payment, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer(s) or staff member(s) as the Board may authorize, provided that there must always be two signatures required for any such instrument not included in the approved annual budget.

**G. Gifts**

The Board shall have the authority to accept gifts of cash or property outright or in trust to the Foundation for the benefit of the Foundation 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. The Board shall also have the right of refusal of gifts if they do not fit within the Foundation's mission, vision and values, and/or be deemed too restrictive to accommodate.

**H. Books and Records**

The Foundation shall keep at its registered office correct and complete books of account and minutes of the meetings of the Board.

**Article X.**  
Rules of Order

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

**Article XI.**  
Compliance with Minnesota Statutes Governing Historical Societies

Nothing in these by-laws shall conflict with any law of the State of Minnesota that applies to the establishment, operation or governance of the Foundation.

**Article XII.**  
Conflict of Interest

Any Board Member of the Foundation who has a conflict of interest involving a matter brought before the Board shall disclose that conflict of interest and not participate in any matter involving the conflict.

**Article XIII.**  
Anti-discrimination Clause

As amended December 12, 2018

This organization will not discriminate on the basis of gender, nationality, race, religion or sexual preference in its membership, employment, public service, or business activities.

**Article XIV.**

Amendment of By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds majority of the members present at a regular or special meeting, provided that proper notice of the intent to alter, amend or repeal or to adopt new by-laws at such a meeting is given.

**Article XV.**

Dissolution of Foundation

Any proceedings to dissolve the Foundation shall be governed by:

- A. The applicable laws of the State of Minnesota as amended from time to time.
- B. The regulations of the Internal Revenue Code.

Items deaccessioned or disbursed in the event of the museum closing are to be first offered to the Minnesota Historical Society and then another/other public institution(s) where they might continue to benefit the public.

Revisions to the Constitution

May 5, 1996  
October 9, 2007  
December 29, 2012  
December 12, 2018