

By-Laws of Cass County, North Dakota, Historical Society, Inc.

1351 Main Ave W, West Fargo ND 58078

Passed by General Membership and Adopted April 19, 2023

ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be the Cass County, North Dakota, Historical Society. It is duly noted that this refers to the historical society of Cass County, North Dakota.

ARTICLE II. CORPORATE PURPOSE

The purpose of the Society shall be to collect and preserve items, educate and disseminate information regarding Cass County history, in the following manner:

1. To collect objects and memorabilia that establishes or illustrates the history of Cass County and the surrounding area as determined in the current Collections Policy,
2. To provide for the storage, preservation, and display of collected items and to de-accession items as deemed necessary according to the current Collections Policy.
3. To educate and disseminate historical information on Cass County to the general public and other interested parties.
4. To utilize our resources to provide a living history to the general public.

ARTICLE III. MEMBERSHIP

1. Membership is open to all organizations and individuals who support the mission and programs of the Cass County, North Dakota, Historical Society.
2. Members, with the exception of Lifetime¹ and Founder¹ members, shall pay annual dues in an amount determined by the Board of Directors.
3. Membership lists shall not be distributed to any business enterprise, or to any individual outside the group, except where in the opinion of the Board of Directors, the provision of such lists in confidential status to some legitimate, responsible, public or private agency, will be in the best interest of the members and will serve constructively the purposes of the Cass County, North Dakota, Historical Society.
4. A member in good standing is an existing Lifetime¹ member, Founder¹ member, or a person or organization whose dues are not delinquent.

5. Members in good standing shall be eligible to hold office and vote on all questions at general membership meetings.
6. Existing Lifetime' and Founder' members shall maintain their benefits and voting rights. Each Lifetime¹ or Founder' member is entitled to one vote at the annual and any special membership meetings of the Cass County, North Dakota, Historical Society.

¹Lifetime and Founder memberships are no longer available for purchase.

ARTICLE IV. GOVERNING

1. Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable.
2. The administration of the Cass County, North Dakota, Historical Society shall be vested in a Board composed of a minimum of seven (7), to a maximum of thirteen (13) members in good standing. Directors shall be elected to the Board as follows: members shall be elected by written ballot each year at the annual meeting to serve for a term of three years. Interim vacancies on the Board may be filled from the membership by the consensus of the Board.
3. A simple majority of Board members must be present or available through teleconference/virtually to constitute a quorum to carry on the business of the Board.
4. The president of the Cass County, North Dakota, Historical Society shall call a meeting of the duly elected Board, who shall meet and organize for the ensuing year following the annual meeting, if a quorum is present.
5. No member of the Board shall be eligible to serve more than two full, consecutive three year elected terms. Individuals must be off the Board for at least one year to be eligible for re-election to the Board.
6. Board members appointed to fill out an unexpired term shall serve for the remainder of the term. Members who serve for two years or less of an unexpired term may be reelected for an additional two terms, eligible to serve a maximum of eight years on the Board.
7. The President shall serve not more than two annual successive terms.
8. The Board meeting year consists of monthly meetings April through March. If a Board member attends via a conference call/virtually, that member is considered to be in attendance. If a Board member misses four, regularly scheduled meetings during the

Board meeting year, they are automatically removed from the Board, unless reinstated by a majority vote of the Board of Directors.

9. The governing board of the Cass County, North Dakota, Historical Society may appoint a board of Advisors composed of a maximum of twenty-five (25) members in good standing. Advisors shall be appointed to serve three (3) years with no limit on the number of reappointments upon motion of the Board of Directors. The Board of Advisors shall be a non-binding advisory board to consider such matters as directed or referred by the Board of Directors. The Advisors shall meet at least once per year and shall elect, when required, for a three-year term an Advisor to serve as Chair and for a two-year term an Advisor to serve as Secretary.

ARTICLE V. CONFLICT OF INTEREST/COMPENSATION

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Cass County North Dakota Historical Society) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 1: Definitions

a. Interested Person

Any director or principal officer who has a direct or indirect financial interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

b. Compensation includes direct and indirect payments as well as gifts or favors that are substantial.

c. A financial interest is not necessarily a conflict of interest. Under Article V, Section 2, a person who has a financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists.

Section 2: Procedures

1. Board members will not be monetarily compensated for their time on the board
2. Board members wishing to enter into a transaction or arrangement with the organization must respond to all RFPs uniform with all other service or goods providers.
3. An interested person may make a presentation at the governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - a. The chairperson of the governing board shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the governing board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Board members will be reimbursed for expenses related to their service and receive similar merchandise and service discounts as the employees of the organization as directed by the accepted employee handbook/policy manual.

ARTICLE VI. DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Society and of the Board, be kept informed of the activities of the Cass County, North Dakota, Historical Society and perform other duties generally associated with the office. In the event of the absence of the President or his/her inability to act, the vice president shall act in his/her stead.
2. The President shall appoint the chairpersons of all committees, with the approval of the Board, and supervise directly or indirectly their work, except the Nominating Committee. The President may appoint special committees in general.

ARTICLE VII. Executive Director

1. The Board shall be empowered to hire and assign a title to the executive director to administer the policies of the Board and supervise the daily operation of the Cass County, North Dakota, Historical Society.

2. The executive director shall serve as an advisor to the Board with no voting privilege.
3. Other duties of the executive director shall be described by the policy manual as adopted by the Board of Directors.
4. The executive director is responsible for Personnel Management.

ARTICLE VIII. NOMINATIONS/ ELECTIONS

1. There shall be a Nominating Committee composed of three (3) members in good standing in the Cass County, North Dakota, Historical Society. The members shall be appointed by the Board of Directors from among the members.
2. The Nominating Committee shall prepare a slate of candidates for election as directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations at the regularly scheduled Board meeting prior to the annual meeting.
3. Directors shall be elected at the annual meeting and shall take office immediately following their election.
4. All nominees shall be members in good standing who have given consent to the nomination. All nominees will provide a brief resume to the Nominating Committee which will be presented to members before the election.
5. Written ballots will be prepared with all the board member nominees listed in alphabetical order and distributed at the annual meeting to Society Members in good standing. The ballot will also include a space for at least one write-in candidate.
6. Historical Society Members shall be allowed to vote by absentee ballot by request if they are unable to attend the annual meeting. Absentee ballots will be given a number to a number to correspond to the petitioner to ensure each ballot can be accounted for.
7. Ballots will be collected and counted by the Nominating Committee and the Executive Director and one Society Member in good standing. Three people must be present at all times while the ballots are being counted. If the number of Nominating Committee Members present at the annual meeting combined with the Executive Director and Society Member equal less than three, the Nominating Committee and/or Executive Director shall appoint an additional Society Member in good standing to help count ballots.
8. The positions of president, vice president, treasurer, and secretary shall be nominated from the newly elected board at the next board meeting following the annual meeting. The positions shall be voted on by the newly elected board only after a cease in nominations has been declared by the board members.

ARTICLE IX. MEETINGS

Written membership attendance logs shall be maintained and will be recorded in the minutes of all meetings including the Board of Directors, special, and annual meetings.

Section 1: Membership Meetings

1. The Cass County, North Dakota, Historical Society shall hold one annual meeting in the month of April for the purpose of electing members of the Board. The Board will designate a date, time, and place for the meeting. At least 14 days prior to the date, written notice of the meeting will be sent by regular mail to each Society Member at the address appearing on the current membership list.
2. A quorum at the regular membership meeting will be a minimum of 25 members in good standing.
3. Written minutes of the previous meeting will be distributed to members in attendance at any meeting of the Cass County, North Dakota, Historical Society.
4. Any materials requiring a vote of the membership will be distributed at annual meetings prior to the start of the meeting.

Section 2: Special Membership Meetings

1. Special meetings of the Cass County, North Dakota, Historical Society may be called by three members of the Board.
2. Special meetings may be held at the written request of 20 members in good standing. The request shall be filed with the Cass County, North Dakota, Historical Society Secretary stating the reason for requesting the meeting. Written notice of the meeting, including the place, date and time shall be mailed by regular mail to each member in good standing at least 14 days prior to the meeting date.
3. A quorum at the special meeting will be at least 25 members in good standing.
4. Any materials requiring a vote of the membership will be distributed at special meetings prior to the start of the meeting.

Section 3: Board of Directors Meetings

1. Following the annual meeting each year, the Board shall establish a calendar of meeting dates for the coming year. The Board may change the date of the regular monthly meeting, but public notice of this change must be given.

2. Special Board meetings shall be held upon two days' notice at the call of the President or at the written request of three or more Directors, filed with the secretary.

ARTICLE X. – DONATIONS

1. The Cass County, North Dakota, Historical Society shall have the right to accept gifts and bequests of money and property. Such property must be deemed appropriate under Article II, Number I.
2. The Cass County, North Dakota, Historical Society shall have irrevocable ownership of all donated property as noted in a deed of gift.
3. Any Cass County, North Dakota, Historical Society property with substantial monetary or historic value cannot be sold or disposed of in any manner without the approval of the appropriate committee and the Board of Directors.
4. Any property of the Cass County, North Dakota, Historical Society cannot be transported off grounds without the approval of the Executive Director unless policies regulating their use are already in place, such as for educational programming.

ARTICLE XI. AMENDMENTS

1. These by-laws may be amended at the annual meeting or at any special meeting of the Cass County, North Dakota, Historical Society called for that purpose.
2. All amendments must be in writing and may be proposed by the Board or by not less than five members in good standing.
3. Amendments may be proposed as a single amendment or as multiple amendments.
4. Proposed amendments for consideration at the annual meeting must be filed with the secretary at the regular board meeting prior to the annual meeting.
5. Proposed amendments for consideration at a special membership meeting must be filed with the secretary. Upon such filing, the Board will act to set a meeting date which will accommodate the 14-day notice required in Article VIII. The notice of the meeting must set out the proposed by-law amendment(s).

Section 1. Process for Approval

1. The By-Laws Committee will meet for the purpose of discussion of any proposed amendments. They submit a recommendation to the Board of Directors. Following discussion and modification of the proposed changes, the Board of Directors will vote on the proposal by-laws.

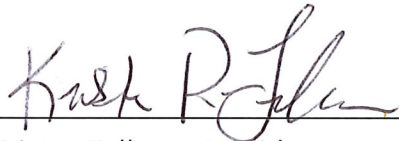
2. At the regularly scheduled board meeting prior to the annual meeting, any amendments proposed to the by-laws will be presented for review. At which time, discussion and modifications will be allowed. Any suggested modifications will be voted on individually by the membership at the annual meeting in compliance with Article VIII.
3. If passed at the annual meeting, all by-laws take immediate effect.

ADOPTION OF BYLAWS

*These By-Laws were reviewed and approved by the Cass County, North Dakota, Historical Society Board of Directors on **Roll Call Vote** on this 15 day of March, 2023. meeting and will be presented to the membership for a vote at the Annual Meeting scheduled for 19th day of April, 2023*

The Cass County, North Dakota, Historical Society Membership has amended and adopted these by-laws.

ADOPTED AND APPROVED by the membership on this 19th day of April, 2023



Kristen Fellows, President – Cass County North Dakota Historical Society



ATTEST: Angela Smith, Secretary – Cass County North Dakota Historical Society