

AMENDED AND RESTATED BY-LAWS
OF
CASS COUNTY, NORTH DAKOTA, HISTORICAL SOCIETY

ARTICLE I. NAME

The name of this organization shall be *Cass County, North Dakota, Historical Society*.

ARTICLE II. PURPOSE

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

1. To collect objects and memorabilia that establish or illustrate the history of Cass County 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.
2. To disseminate historical information on Cass County to the general public and other interested parties.

ARTICLE III. MEMBERSHIP

1. The Society shall establish and maintain annual membership classifications, benefits, and voting rights as defined by the Board of Directors (hereafter referred to as the Board).
2. Existing Lifetime and Founder members shall maintain their benefits and voting rights. Each Lifetime and Founder member is entitled to one vote at regular and special membership meetings of the Society.

ARTICLE IV. GOVERNING

1. The current edition of *Robert's Rules of Order* shall be the standard book of reference for the conduct of all annual, special, and Board meetings of the Society.
2. The Administration of the Society shall be vested in a Board composed of a minimum of nine (9), to a maximum of twelve (12) members of good standing. Directors shall be elected to the Board as follows: three (3) Directors shall be elected by secret ballot each year at the annual meeting to serve for a term of three years. Additional members may be appointed by the Board to serve a Board specified length of time.
[As amended at April 15, 2004 annual meeting]
3. Five (5) members of the Board must be present or available through teleconference to constitute a quorum and carry on the business of the Board.
4. The President will call a meeting of the Board for the purpose of organizing for the

ensuing year. The Board shall elect a President, First Vice President, Second Vice President, and Secretary/Treasurer. The Board shall also appoint a Recording Secretary.

5. No Director shall be eligible to serve more than two (2) full, consecutive three (3) year terms. Service as a Director on an interim basis shall not count against this limitation. Interim vacancies on the Board shall be filled from the membership by the Board's appointment, such appointment to be until the next annual meeting. The appointed person will then be eligible for election for the balance of the term.

6. The President shall not serve more than two (2) annual successive terms.

7. Individuals must be off the Board for at least three (3) consecutive years to be eligible for re-election.

ARTICLE V. 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 Society, and perform other duties generally associated with the office.

2. In the event of the absence of the President or his/her inability to act, the First Vice President shall act in his/her stead.

ARTICLE VI. ADMINISTRATIVE MANAGER

1. The Board shall be empowered to hire and assign a title to the administrative manager to administer the policies of the Board and supervise the daily operation of the Society.

2. The administrative manager shall serve as an advisor to the Board with no voting privilege.

3. Other duties of the administrative manager shall be described by the policy manual.

ARTICLE VII. NOMINATIONS

1. The Nominating Committee shall consist of at least the immediate Past President in good standing as Chairperson and two (2) Board-appointed Society members who have been in good standing for at least one year and are not current members of the Board. If the Past President is unable to serve, the Board shall appoint a replacement.

2. The Nominating Committee shall be activated by the President at least sixty (60) days prior to the annual Society meeting.

3. The President shall call for the presentation of the slate from the Nominating Committee at the Board meeting at least forty (40) days prior to the annual meeting.

ARTICLE VIII. MEETINGS

1. Membership Meetings:

A. The Society shall hold one (1) annual meeting in the month of April for the purpose of electing Directors to the Board. The Board will designate a date, time, and place for the meeting. At least thirty (30) 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.

i. A quorum at the regular membership meeting will be at least forty (40) members in good standing.

B. Special meetings of the Society may be called:

i. By the President, with consent and approval of two (2) other Directors, or

ii. By written request of twenty (20) Society members in good standing. The request shall be filed with the Society Secretary and will state the reason for requesting the meeting. Place, date, and time of the meeting will be determined by the Board within ten (10) days of the request.

iii. Written notice of the special meeting will be sent by regular mail to all Society members in good standing at the address as it appears on the current membership list. Notice will be sent at least fifteen (15) days prior to the meeting and will include date, time, location, and purpose of the special meeting.

iv. A quorum at the special meeting will be at least forty (40) members in good standing.

2. Director Meetings:

A. 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.

B. Special Board meetings shall be held upon two (2) days notice at the call of the President or at the written request of three (3) or more Directors, filed with the Secretary.

ARTICLE IX. DONATIONS

1. The Society shall have the right to accept gifts and bequests of money and property. Such property must be deemed appropriate under Article II, Number 1.
2. The Society shall have irrevocable ownership of all donated property. The property can not be returned to the donor unless the request is approved by the Board.

ARTICLE X. AFFILIATION

1. These By-Laws may be amended at the annual meeting or at any special meeting of the Society called for that purpose.
2. Amendments must be in writing and may be proposed by the Board or by not less than five(5) members in good standing.
3. Proposed amendments for consideration at the annual meeting must be filed with the Secretary not less than forty-five (45) days prior to the annual meeting.
4. 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 fifteen (15) day notice required by Article VIII, Letter B.
5. In either case, the notice of meeting must set out the changes proposed by such amendment.

The Cass County Historical Society Board of Directors has amended these By-Laws for presentation to the membership.

1st Vice President (print)_____

Signature_____ date_____

The Cass County Historical Society membership has amended and adopted these By-Laws at the April 15, 2004 annual meeting.

President (print)_____

Signature_____ date_____

1st Vice President (print)_____

Signature_____ date_____