



MINNESOTA HISTORICAL SOCIETY

## **How to Start a Historical Organization in Minnesota**

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## I. INTRODUCTION

Minnesota has more than 300 historical organizations, over half of them organized in the last 30 years. Many are county or city historical societies; others are devoted to the preservation of a particular subject or culture.

Before you begin the work of establishing a new historical society, explore the possibility of accomplishing your goals by joining an already existing organization (see the [directory of Minnesota's historical organizations](#)). Or you may conclude that a less formal structure such as a club or roundtable better suits your needs.

If you decide that a new organization is called for, the following steps will get you started.

## II. ORGANIZING A HISTORICAL SOCIETY

Most organizations begin with a small, dedicated group of people who share an interest in history. Although it is important to begin work while enthusiasm is high, it is best to take time to lay sound organizational and legal groundwork. Doing so will help insure the survival of your organization.

Start by putting together a well-defined plan that spells out your purpose and goals. Meet with other county and local historical organizations to get their input and learn how they operate. Then use your plan to help generate interest in your organization among various segments of the community – local governments, chambers of commerce, park and recreation boards, schools, colleges and universities, and other community organizations. Keep a list of the people with whom you talk. Only after you've discussed your project with all likely constituents are you ready to call an organizational meeting.

## III. ORGANIZATIONAL MEETINGS

- ✓ Find a meeting place that is accessible and centrally located. Many banks, community centers, schools and churches offer meeting rooms free of charge. Set your meeting date at least three weeks in advance to allow enough time for publicity.
- ✓ Publicize the meeting well:
  - Call or send a notice to all the people you talked with about your plan.
  - Contact organizations that might be willing to publicize your meeting with their own members.
  - Prepare a press release explaining the purpose of your proposed organization, when and where the organizing meeting will be held, and what you hope to accomplish. Send the press release to local newspapers, TV and radio stations and shoppers' circulars. Follow the press release with a personal visit or telephone call encouraging the editor or news director to use the information.
- ✓ A week before the meeting, confirm the availability of the meeting place and check on any arrangements you made for chairs, room setup, coffee pots, AV equipment, etc.

- ✓ Your first order of business at the meeting: Select a temporary chairperson who will call the meeting to order, review the agenda for the evening and direct a discussion of what needs to be accomplished in the weeks ahead. Also appoint a temporary secretary and a treasurer. Then select chairs for committees that will draft articles of incorporation and bylaws (see appendices for examples) and conduct a search for officers and board members. Be sure to plan a program – perhaps a speaker or slides that tie to some aspect of your project – that will generate enthusiasm and convince people of the need for the organization.
- ✓ Hold the second meeting as soon as possible after the first, making sure to invite everyone who attended the first session. Review your plans for newcomers. The main business at this meeting will be a report from the search committee and the election of officers. Although bylaws may not have been ratified yet, the election should proceed according to the proposed provisions.
- ✓ A week or more before the third meeting, mail the proposed bylaws to those who attended the earlier meetings and others who may be interested in joining the organization. At the meeting, the articles of incorporation and bylaws should be ratified by a simple majority of members present. Then select other committee chairs and begin organizing the various committees.
- ✓ At subsequent meetings, the regular business of the organization gets underway. Continue to plan programs that encourage participation by a broad base of members. Business matters brought before the membership should be limited to highlights of board action; the board of trustees conducts most business at its own meetings as specified in the bylaws. Written reports of business conducted may be published in a newsletter or issued as a fact sheet. The same holds true for proceedings of the organization’s annual meeting.

## IV. INCORPORATION

### Why incorporate?

Incorporation as a public, nonprofit educational organization with tax-exempt status brings many advantages:

- Incorporation gives your organization its legal identity, allowing it to accept and disburse funds, own property and enter into contracts.
- Incorporation protects board members from individual liability.
- Tax-exempt status means that gifts to your organization are tax-deductible for the donors.
- Tax-exempt organizations may affiliate with the Minnesota Historical Society, a requirement for public funding eligibility (see Section VI).

### How to apply

Articles of Incorporation spelling out the organization’s functions, powers, limits and responsibilities must be filed with the State of Minnesota. Chapter 317A of the Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, prescribes the required articles. See Appendix 1 for a sample form.



Problems or questions about incorporation should be discussed with an attorney. You may download required forms at <http://www.sos.state.mn.us/business/forms.html>.

Submit your Articles of Incorporation, with a filing fee of \$70, to:

Secretary of State  
Business Services Division  
180 State Office Building  
100 Rev. Dr. Martin Luther King Jr. Blvd.  
St. Paul, MN 55155-1299

You are required to renew your registration as a nonprofit organization each year with the Secretary of State's Office (there is no fee for this). Failure to do so for two successive years may result in the loss of your nonprofit status.

## V. BYLAWS

Bylaws are the set of rules by which an organization operates. They spell out the responsibilities, privileges and limits for officers and members. Generally, bylaws should contain articles covering the following areas:

- **Organization name.**
- **Mission.**
- **Membership.** Describes types of membership and various dues and payment schedules.
- **Governance.** Lists the officers, their terms and responsibilities.
- **Board of Trustees.** Defines the size, meeting times, method of election and process for succession. To increase participation and bring fresh ideas to the organization, it is desirable to limit terms of office.
- **Meetings of the membership.** Establishes the quorum and describes schedule and purpose of annual, regular and special meetings. (The fiscal year runs from January 1 to December 31 unless otherwise stated.)
- **Committees.** Describes the committees necessary to do the work of the organization. Some bylaws describe standing committees and assign them permanent functions – e.g., museum, fundraising, volunteers, historic sites and markers, library, etc.
- **Disposition of collections.** Establishes ownership of the collections to ensure their proper care and provides for their disposition if the organization disbands.
- **Affiliation with the Minnesota Historical Society.** State law specifies that no historical society may receive county or city funds unless it is affiliated with and approved by the Minnesota Historical Society (see Minnesota Statute 138.053).
- **Amendment of bylaws.** Explains the procedure for amending bylaws.

If you are planning to form a city historical society, it is a good idea to consult an attorney and obtain copies of the county historical society bylaws to make sure you are not duplicating efforts. If you plan to become a chapter of the county society, the county organization's bylaws can be adapted for your use.



See Appendix 2 for sample bylaws. It is recommended that you review your bylaws yearly and update them as needed. For questions about bylaws provisions or to have your bylaws reviewed by a Minnesota Historical Society staff member, contact the Manager of Outreach Services.

## **VI. AFFILIATION WITH THE MINNESOTA HISTORICAL SOCIETY**

Minnesota Statute 138.053 specifies that no historical organization may receive county or city funds unless it is affiliated with and approved by the Minnesota Historical Society. MHS affiliation requires that historical organizations be incorporated as public, nonprofit educational organizations and that they become MHS institutional members. (The Minnesota Historical Society does not recognize profit-making ventures, private organizations or groups whose primary focus is local promotion or tourism.)

Affiliation enables member organizations to take advantage of state-funded grants and other programs administered by the Minnesota Historical Society. To meet the requirements of affiliation:

- Join the Minnesota Historical Society at the institutional membership rate of \$25.
- File copies of your Articles of Incorporation and Bylaws with the Manager of Outreach Services, Minnesota Historical Society, 345 Kellogg Blvd. W., St. Paul, MN 55102-1906.
- Each year send a copy of your organization's annual report and list of elected officers to the Manager of Outreach Services.

## **VII: OBTAINING TAX-EXEMPT STATUS**

### **General requirements**

- Your organization must be organized and operated exclusively for one or more enumerated purposes as listed in your Articles of Incorporation.
- No part of the organization's earnings may inure to the benefit of any private individual or shareholder, except to pay reasonable compensation for services rendered.
- No substantial part of its activities may include propaganda or otherwise attempt to influence legislation.
- The organization may not participate or intervene in any political campaign on behalf of any candidate for public office.

### **Federal tax-exempt status**

You may apply to the IRS for federal tax-exempt status after receiving your notice of incorporation from the State of Minnesota. Your application must be accompanied by a copy of your Articles of Incorporation; Form SS-4: Application for Employer Identification Number (this is required whether or not you plan to hire anyone); and Form 8718. After you have received your Letter of Determination, you may tell your donors that their gifts are tax-deductible.



### **Federal forms:**

- IRS Package 1023: Application for Recognition of Exemption
- IRS Publication 557: How to Apply for Recognition of Exemption for an Organization
- SS-4: Application for Employer Identification Number
- Form 990: Return for a Tax-Exempt Organization
- Form 8718: User Fee for Exempt Organizations

To obtain these forms, write Internal Revenue Services, Room 380, 316 N. Robert St., St. Paul, MN 55101; call 800-829-1040; or download the forms at <http://www.irs.gov/charities/article/0,,id=96109,00.html>. See also the exempt organization tax kit at <http://www.irs.gov/charities/article/0,,id=96774,00.html>.

### **Minnesota income tax exemption**

Once you receive federal tax exemption, file for Minnesota State Income Tax Exemption. That will enable you to make qualifying tax-exempt purchases. The application for nonprofit exempt status can be found at <http://www.taxes.state.mn.us/taxes/sales/forms/st16.pdf>.

If your organization plans to sell anything, you must charge a Minnesota sales tax and submit sales tax returns to the state. For more information go to <http://www.taxes.state.mn.us/taxes/sales/index.shtml>. For general information about collecting sales taxes, see [http://www.taxes.mn.us/taxes/sales/tax\\_information/content/startone.shtml](http://www.taxes.mn.us/taxes/sales/tax_information/content/startone.shtml). See also the Minnesota Sales and Use Tax Instruction Booklet at <http://www.taxes.state.mn.us/taxes/sales/forms/st16.pdf>. For information on the sale of items not related to your core business, see the publication, “Nonprofit Organizations with Unrelated Business Income” at [http://www.taxes.state.mn.us/special/nonprofit/publications/fact\\_sheets/npfs1\\_04.pdf](http://www.taxes.state.mn.us/special/nonprofit/publications/fact_sheets/npfs1_04.pdf).

Forms and information are also available from the Minnesota Department of Revenue, Minnesota Station 6330, St. Paul, MN 55146-6330, or phone 651-296-6181.

### **Summary of steps to establish nonprofit, tax-exempt status**

1. Prepare your Articles of Incorporation and Bylaws.
2. File these with the Minnesota Secretary of State.
3. Apply for affiliation with the Minnesota Historical Society.
4. Upon receipt of your recognition of incorporation by the State of Minnesota, file for tax-exempt status with the IRS.
5. Upon receipt of your Letter of Determination from the IRS, file for tax exemption with the State of Minnesota.

## **VIII. RECORDS**

It is strongly recommended that you place your organization’s Articles of Incorporation, Bylaws, IRS Letter of Determination and other essential records in a safe deposit box for secure storage.



## IX. STAFFING THE ORGANIZATION

If you have paid staff, you must provide the following for them:

- **Social Security withholding.**
- **Minnesota unemployment insurance.** Register with the Minnesota Department of Employment within 30 days of hiring staff. The rate will then be established.
- **Workman's compensation insurance.** State law requires you to carry this insurance on all employees. Volunteers should also be covered.
- **Health insurance.** State law requires tax-exempt organizations with 10 or more employees to provide a qualified health insurance plan for them.

For both paid and volunteer staff, it is recommended that you have in place:

- **Organizational personnel policy.**
- **Job description.**
- **Performance review procedure.**

Samples of such policies may be obtained from the Minnesota Historical Society's [Local History Services staff](#).

## X. OTHER MATTERS OF IMPORTANCE

- If you operate a museum, obtain **liability insurance** to cover your property and possible personal injury to visitors.
- Your facility should also have **temperature and humidity controls, fire protection and security systems**. Establish procedures and train staff in their use.
- Apply for **property tax exemption** through your local tax assessor for any property you own that is not income-producing (a museum is not considered income-producing).
- Even though your organization is tax-exempt, you may still be required to file a yearly **tax return**. You will owe taxes only if you have income-earning property such as an apartment or farmland. *Note:* 501(c)(3) organizations with gross annual incomes under \$25,000 are not required to file IRS Form 990: Return of Organizations Exempt from Income Tax.
- Conduct an official **audit** of your organization's financial records every year. Submit it to your county commissioners and make it available to your members and the general public.
- Apply to the U.S. Postal Service for a **nonprofit bulk mail permit** if you plan to mail in quantities of more than 200.
- When items are donated to you and the donor seeks a tax deduction over \$100, the donor is responsible for payment of any appraisal fees and expenses. To avoid the appearance of collusion, **independent appraisals** are encouraged.



- If you hold a **raffle** or similar fundraising activity, you are required to obtain a **license** for this activity. Contact the Gambling Control Board, 1711 W. Co. Rd. B, Suite 300, Roseville, MN 55113, 651-639-4000.





## APPENDIX 1: SAMPLE ARTICLES OF INCORPORATION

### ARTICLES OF INCORPORATION OF THE \_\_\_\_\_.

We, the subscribers, for the purposes of forming a nonprofit corporation pursuant to the Minnesota Statutes 1989, Chapter 317A, do hereby bind ourselves together as a body corporate and adopt the following Articles of Incorporation.

#### ARTICLE I

##### NAME

The name of this corporation shall be \_\_\_\_\_.

#### ARTICLE II

##### CORPORATE PURPOSES

This organization is formed exclusively for the purpose of the collection, preservation and dissemination of historical knowledge about the \_\_\_\_\_.

The corporation shall have power to discover and collect any and all material that may establish or illustrate the history of the organization, its members and their activities.

The corporation shall have power to publish any and all material that may bear upon this history.

The corporation shall have power to provide for the preservation of any and all material necessary to fulfill its mission statement.

The corporation shall have the power to disseminate historical information by any means it deems advisable, including the operation of a museum. A museum, for these purposes, follows the International Council of Museums (ICOM) definition: “a non-profit-making, permanent institution in the service of society and its development, and open to the public, which acquires, conserves, researches, communicates and exhibits, for the purposes of study, education and enjoyment, material evidence of people and their environment.”

The corporation shall have the power to apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

The corporation shall have the power to own property, for the purpose of carrying out the above.

The corporation shall conduct its activities in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.



### **ARTICLE III**

#### **PECUNIARY GAIN**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

### **ARTICLE IV**

#### **DURATION**

The period of duration of this corporation shall be perpetual.

### **ARTICLE V**

#### **LOCATION**

The registered address of the corporation shall be \_\_\_\_\_ within \_\_\_\_\_ County. [Note: A full street address is needed, not just a box number.]

### **ARTICLE VI**

#### **INCORPORATORS**

Names and addresses of the incorporators:

### **ARTICLE VII**

#### **DISSOLUTION AND PERSONAL LIABILITY**

Upon the dissolution of the corporation, the officers and/or board, after paying or making provisions for the payment of all the liabilities of the corporation, shall offer to the Minnesota Historical Society (a nonprofit, tax-exempt organization) or some other 501(c)(3) the right of



first refusal to all collections in the corporation's possession. No disposition may be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. Should the assets not be so disposed of, they shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes and are qualified as an exempt organization under section 170(c)(1) or (2) of the Internal Revenue Code of 1986.

The members, officers and trustees of the corporation shall have no personal liability for the debts of the corporation.

## **ARTICLE VIII**

### **CAPITAL STOCK**

The corporation shall have no capital stock and shall have no authority to issue shares.

## **ARTICLE IX**

### **BOARD OF TRUSTEES**

The Board of Trustees shall consist of at least five (5) members of the corporation, each elected for the term of three (3) years at the regular annual meeting of the corporation. All members of the board shall be members in good standing. Should any vacancy occur, the vacancy may be filled by a majority vote of the remaining members of the board.

## **ARTICLE X**

### **OFFICERS**

The officers shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected by the membership and shall serve terms as established in the Bylaws. Any officer may be removed for cause by the board. Upon any vacancy, the board may fill such vacancy by a majority vote for the unexpired term of the officer.

Names and addresses of officers:

## **ARTICLE XI**

### **MEMBERSHIP**



Membership shall be open to all persons interested in the history of \_\_\_\_\_ upon the payment of their annual dues in such an amount as prescribed by the Board of Trustees at the annual meeting.

Honorary members may be elected by a two-thirds vote of the members at any regular meeting of the corporation. Honorary members shall not be required to pay annual dues.

## ARTICLE XII

### AFFILIATION WITH THE MINNESOTA HISTORICAL SOCIETY

The [name of corporation] shall be affiliated with the Minnesota Historical Society under such terms and conditions as are required by the Minnesota Historical Society.

This corporation shall be enrolled as an institutional member of the Minnesota Historical Society, paying such dues as prescribed by that Society and shall when possible send a delegate or delegates to represent it at all meetings of the Minnesota Historical Society.

IN WITNESS WHEREOF, we have subscribed our signatures and seals this \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_.



## APPENDIX 2: SAMPLE BYLAWS FOR A HISTORICAL SOCIETY

*Note: Not everything in this sample will be right for every organization. Adapt these Bylaws to meet your particular needs. Keep in mind that your Bylaws should be in agreement with your organization's Articles of Incorporation.*

### ARTICLE I. NAME

The name of this association shall be \_\_\_\_\_, and its headquarters shall be in the City of \_\_\_\_\_, Minnesota. [Give complete address.]

### ARTICLE II. MISSION

The mission of the association shall be the collection, preservation and dissemination of knowledge about the history of \_\_\_\_\_ and to relate that history to that of the State of Minnesota. More particularly, its objectives shall be:

1. To locate and collect any material that may help to establish or illustrate the history of \_\_\_\_\_. These materials shall include but are not limited to printed matter such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters; geological and Native American artifacts; manuscript materials such as letters, diaries, journals, memoranda, maps, reminiscences, rosters, service records, account books, charts and oral history interviews; audio tapes, video cassettes, films and other multimedia materials; and other museum materials such as pictures, photographs, painting, portraits, furniture, scenery and such artifacts that illustrate the events and activities of its residents in the State of Minnesota. These materials are to be collected, exhibited and preserved in accordance with all laws and regulations that may apply to the collection, possession and exhibition of such materials.
2. To disseminate historical information to any interested persons, groups and institutions and to arouse interest in \_\_\_\_\_ by any of the following means: publishing historical materials in newspapers and books; holding meetings featuring workshops, lectures or informative programs; conducting historic tours; marking or restoring historic buildings and sites; and operating a museum or historic site.
3. To make this material available for study and research by individuals and scholars, ensuring that it is accessible to the public in compliance with the provisions of the Americans with Disabilities Act.
4. To accomplish these goals through the establishment of clearly defined collection, conservation and interpretation policies and procedures.



5. To provide that all programs, functions and events of the association, including membership, shall be made available to anyone regardless of race, color, age, national origin, marital status, disability, religious or political affiliation, sex or sexual preference.
6. That this organization shall have the power to own property, apply for and receive grants, accept bequests, and establish and maintain an endowment fund for carrying out the above-stated purposes.

### **ARTICLE III. MEMBERSHIP**

1. The society shall be composed of active and honorary members.
2. Any person interested in the history of \_\_\_\_\_ may be enrolled as an active member upon receipt by the Secretary of the first payment of dues. Membership shall run from January 1 to December 31.
3. Change of dues for membership shall be proposed by the Board of Trustees subject to majority approval of members present and voting at the annual meeting.
4. Active membership shall include the following categories:<sup>1</sup>
  - a. Individual membership.<sup>2</sup>
  - b. Household membership.
  - c. Business or organization membership. Any business, club, association, society or other entity interested in the programs or purposes of the society may become business or organization members of the society by payment of annual dues.
5. No person shall be qualified as a member and entitled to vote at regular, special or annual meetings 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 any 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.
7. Any individual, in recognition of achievements or for services rendered in line with the purposes of the organization, may be elected an honorary member by a two-thirds vote of the members present at any regular meeting. Honorary members may attend all meetings of the society but have no voting rights.

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<sup>1</sup> An organization may have additional categories. The rates for annual dues should not be specified in the Bylaws. Instead, they should be reviewed by the board annually and changed when necessary. It is not a good idea to include a life membership category. Life memberships usually end up costing the organization much more money than they bring in.

<sup>2</sup> Many historical organizations have varying levels of individual membership such as associate, sustaining or contributing. These categories allow members to join at higher annual rates. Some organizations also have a separate category for seniors.



#### **ARTICLE IV. GOVERNANCE**

1. Officers shall be a President, a Vice President, a Secretary, a Treasurer and five other members to form a Board of Trustees. This Board shall manage the affairs of the organization, subject to such regulations and restrictions as may be prescribed by the organization.
2. The Officers and Board of Trustees shall be elected at the annual meeting by ballot of the membership for a three-year term and shall hold office until their successors have been elected. No person shall hold an office for more than two consecutive terms. Vacancies arising in any office may be filled for the remainder of the unexpired term through selection by the Board of Trustees.
3. The retiring President of the organization shall automatically become an ex-officio (nonvoting) member of the new Board of Trustees to act in an advisory and consultative capacity for a two-year period.
4. The Chair of the County Commissioners or a person designated by the Chair shall be an ex-officio member of the Board.
5. Elections will be held at the annual meeting and will be conducted by secret ballot.
6. The [name of organization] is and shall be an equal opportunity employer. It does not discriminate based on race, color, age, national origin, marital status, disability, religious or political affiliation, sex or sexual preference. All vacancies whether paid or volunteer will be filled on the basis of the applicant's qualifications in relation to the job requirements.

#### **ARTICLE V. BOARD OF TRUSTEES**

1. The business of the organization shall be conducted by a Board of Trustees. Terms of office shall be staggered so that no more than three (3) Trustees shall be elected in one election. Tenure for the first Board shall be as follows: one shall serve one (1) year, one shall serve two (2) years, and three shall serve three (3) years. Successive elections shall be to full three-year terms.
2. The Board shall have the responsibility of establishing policy to achieve the objectives of the organization as stated in Article II of these Bylaws. The Board shall appoint three of its members to serve as an Executive Committee to handle any emergencies that may arise. Any action taken will be reported to the full Board of Trustees at its next meeting.
3. The Board of Trustees shall cooperate with any existing local historical organizations to achieve goals established by these Bylaws.
4. Trustees shall meet at regular intervals, such intervals to be determined by a special meeting of the Board held immediately following the adjournment of the organization's



annual meeting. The schedule for those meetings shall be posted for the membership and shall be open for their attendance.

5. A simple majority of Board members present shall constitute a quorum for conducting business at any regular or special meeting of the Board of Trustees.
6. All business of the Board shall be guided by *Parliamentary Law and Practice for Nonprofit Organizations*, 2nd edition, by Howard L. Oleck and Cami Green (Philadelphia: American Law Institute-American Bar Committee on Continuing Professional Education, 1991).
7. Board members shall receive written or verbal notice from the Secretary informing them of each Board meeting. Notice shall be given no less than five (5) days prior to each meeting.
8. The Board shall hold such special meetings as may be necessary to conduct the business of the organization. Board members shall be notified of special Board meetings by written or verbal notice.
9. The Board of Trustees shall be empowered to employ or dismiss an Executive Director, whose duties will be determined by the Board in a written policy and duty statement. The Executive Director shall hire a staff to carry out the goals and policies of the organization.
10. Special meetings of the Board may be called by the President or, in his/her absence, by the Vice President or any three Trustees.
11. The Board of Trustees shall appoint members of the organization to fill any unexpired term that may become vacant on the Board. Should a Trustee be absent from a majority of Board meetings during the year, the office may be declared vacant and a new Trustee appointed.
12. Trustees may be compensated for their services as authorized by the membership or Bylaws.
13. The Board of Trustees is responsible for the development of a personnel policy, a collection policy, a long-range plan and other policies as needed to carry out the purposes of the organization, as stated in the Bylaws. These policies should be reviewed annually and revised as needed.
14. The Board of Trustees may remove from the membership roles any member of the organization or the Board of Trustees who is found to be acting in a manner detrimental to the organization and its mission. A two-thirds vote of the Trustees is required for such action; it must then be confirmed by a majority vote of the membership. Notice of the proposed removal shall be given to the members prior to the meeting called for this purpose. The person involved shall be given the opportunity to be heard at the meeting where his/her removal is considered.





## ARTICLE VI. DUTIES OF OFFICERS

1. The President shall preside at all meetings of the organization and the Board of Trustees. If the President is absent at any meeting, the Vice President shall assume his/her duties. The President shall act as the liaison between the Board and the Executive Director. The President with the help of the Executive Director shall determine the agenda for all meetings.
2. The Vice President shall assume the office of President should the President be unable to execute his/her duties. The Vice President shall also be in charge of activities directly related to the membership, e.g., programs for the membership and membership recruitment.
3. 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 organization, to the Minnesota Historical Society. The Secretary shall maintain a current membership list at the organization's headquarters and will have a current membership list present at all meetings. The Secretary shall also conduct the correspondence of the organization, 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 organization. The Secretary shall be responsible for the annual registration of the organization with the Minnesota Secretary of State's Office. Said duties may be transferred to the museum staff to be carried out under the direction of the Secretary.
4. The Treasurer shall collect the dues of members and all subscription donations and allocations of money to the organization. The Treasurer shall keep an account of the same and shall 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 organization'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 organization upon presentation of bills approved by the Board as attested to by the Secretary. At the close of each fiscal year, the books shall be audited and a report submitted to the membership.<sup>3</sup>

## ARTICLE VII. MEETINGS

1. The annual meeting shall be in the month of \_\_\_\_\_ each year. The Board of Trustees shall set the date of the meetings. Two weeks' written notice must be given to all members.
2. Regular meetings of the membership shall be held at least four times each year, on dates determined by the Board of Trustees. At the discretion of the Board, such quarterly meetings may be held on a rotating basis in locations around the county.

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<sup>3</sup> The Museum Accounting Guidelines as issued by the Association of Science-Technology Centers are suggested as standards to follow.



3. Special meetings of the Board of Trustees may be called by the Executive Director or the President at any time or upon written request by a majority of the Board of Trustees or ten (10) members of the organization.
4. A simple majority representing at least 10 percent of the membership or the organization must be present to constitute a quorum for annual and special meetings.
5. The organization shall operate on a fiscal year running from January 1 through December 31.
6. All eligible voters may cast one vote. Voting will be done by ballot. Voting by proxy is not allowed.
7. All meetings shall be conducted in accordance with Parliamentary Law and Practice for Nonprofit Organizations, published by the American Bar Association.

#### **ARTICLE VIII. COMMITTEES, BOARDS AND BUREAUS**

1. The President shall appoint, or cause the Board of Trustees to appoint, such standing committees as are deemed necessary for the efficient operation of the organization. Chairs of such committees shall, insofar as possible, be appointed from members of the Board. Such committees may include regular members of the organization; if the organization has chapters, they should be included whenever possible.
2. The President shall appoint, or cause the Board of Trustees to appoint, such other committees as are deemed to be to the benefit of the organization. Chairs of such committees shall, insofar as possible, be appointed by the President from the membership of the organization.
3. All standing committees shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. All committees may be reappointed annually. There shall be no limit to the number of annual terms to which a member of a committee, board or bureau may be appointed. Insofar as possible, all committees and boards should represent geographically the area served by the society.<sup>4</sup>
4. The President, or in his/her absence the Vice President, shall be an ex-officio member of all committees, boards and bureaus.
5. The chairs of all committees, boards, and bureaus shall represent their respective committees, boards or bureaus at meetings of the Board of Trustees when requested to attend.

#### **ARTICLE IX. DISPOSITION OF COLLECTIONS**

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<sup>4</sup> Geographical representation may not be relevant to organizations that are concerned with specialized subjects rather than a region or locality.



1. The organization or its Board of Trustees shall make provision for the custody and housing of all material of historic value received by the society. No artifact that has been received as the result of a donation or by purchase maybe disposed of or returned to the donor or their heirs unless provision is made to assure that there is compliance with all rule and regulations of the Internal Revenue Code of 1986, Section 170, as relates to charitable contributions.
2. It is hereby provided that if the organization fails in two consecutive years to have a quorum at its annual meeting, it shall be interpreted as the cessation of an effective working organization. All articles belonging to it shall receive proper treatment and storage until such time as a new society can be organized or the district court arranges disposition of the articles to a suitable 501(c)(3) organization.

#### **ARTICLE X. INDEMNIFICATION OF OFFICERS AND TRUSTEES**

1. The organization shall indemnify any officer, trustee, employee or volunteer who is sued for actions done in good faith for the benefit of the organization and in the performances of his/her duties for the same to the fullest extent permitted by law.
2. Indemnification maybe covered through the purchase of insurance or by other means.

#### **ARTICLE XI. AFFILIATION WITH THE STATE HISTORICAL SOCIETY**

The organization 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 organization are reviewed.

#### **ARTICLE XII. AMENDMENTS**

Amendments to these Bylaws may be proposed in writing and filed with the Secretary by any three (3) members. The Secretary shall notify all members in writing of proposed amendments. Amendments may be adopted by a two-thirds vote of the members present at the annual meeting provided that a quorum is present and that two weeks have elapsed since sending the notice.



## **APPENDIX 3: SAMPLE COLLECTIONS POLICY**

### **PURPOSE OF ORGANIZATION**

The object of the organization shall be the collection, preservation and dissemination of knowledge about the history of \_\_\_\_\_ and to relate it to the history of the State of Minnesota. More particularly, its object shall be:

1. To locate and collect any material which may help to establish or illustrate the history of \_\_\_\_\_ or the state. This comprises exploration, settlement, development, activities in peace and war, population, ethnic groups, wealth, education, arts, science, agriculture, manufacturing, trade, transportation, religion and finance. This material shall include printed materials such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters; manuscript materials such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, and field books; tape cassettes, films and other audiovisual materials; artwork such as pictures, photographs, paintings, portraits and scenes; and material objects illustrative of life from the geological past to the present.
2. To disseminate historical information to interested persons, groups and institutions and to arouse further interest in the past by the following means: publishing historical information in newspapers, books or other places; holding meetings where lectures and papers are given; conducting historic tours; marking or restoring historic buildings, sites, and trails; and operating a museum.
3. To accomplish these goals through the establishment of clearly defined collection, conservation and interpretation policies.

### **COLLECTIONS POLICY**

#### **I. THE COLLECTIONS**

- Objects to be included in the collections of the [name of organization] will be relevant to and consistent with its purposes and activities.
- Artifacts and objects to be included in the collections will be of demonstrable significance and quality. Priority will be given to objects that are of significance as primary historic documents or as artistic objects.
- In keeping with professionally accepted standards, the [name of organization] will provide for the storage, protection and preservation of the objects in its collections, under conditions that will insure the maintenance of their physical integrity and identity and their availability for museum purposes.



- **Types of collections to be maintained:**

- ◊ **Accessioned:**

Exhibit Collections. These items are the finest available, relate directly to the organization's purposes and are used only for exhibition or research.

- ◊ **Non-accessioned:**

Resource Material. These items are of a documentary nature (including some photographs) and have minimal intrinsic value, but rather contain information about persons, events or types of artifacts within the permanent collections. Such material will be used at museums/sites for reference purposes.

Supplemental Exhibits Material. These items, of an expendable nature and subject to modification, may be used as background pieces to add atmosphere to an exhibit or historic building. (Examples: moldings, mannequins, pieces of rug or carpet, curtains or draperies.)

- The [name of organization] has a policy of changing the material on exhibit in order to preserve it from ultraviolet light, dust and insects. For this reason, no donation can be accepted for permanent exhibit.

## II. ADDITIONS TO THE COLLECTIONS

- The [name of organization] will not knowingly acquire for its collections any object that has been stolen, illegally exported from its country (state, county) of origin, or illegally removed from a historic or archaeological site. Every effort will be made to determine that the object has a clear and licit provenance.
- Wherever possible, title to all objects acquired will be obtained free and clear, without restrictions as to the use or future disposition. If objects are accepted with restrictions or limitations, the conditions will be stated clearly and an instrument of conveyance will be made part of the accession records for the object. The [name of organization] reserves the right to decline any gift or request offered to it.
- A legal instrument of conveyance, setting forth an adequate description of the object and the precise conditions of transfer, will accompany all gifts and purchases and will be kept on file by the organization.
- Records of accession, consistent with professionally accepted standards, will be made and retained for all objects in the collections.
- Artifacts of an archeological nature from public lands, including state, county, township or municipal properties, are protected by Minnesota Statutes 138.31-138.42. Transfer of such artifacts to local institutions must be arranged through the Minnesota Historical Society.



- Records of local government, including county, township, municipal and school district records, are governed legally by Minnesota Statutes 138.16-138.21. Transfer of records no longer needed by local government officials must be arranged through the Minnesota Historical Society's Division of Archives and Manuscripts.
- **Loans.** In the case of loans to or from the [name of organization], the instrument of agreement must clearly state the following conditions:
  - ◇ Whether or not the item is needed for a special exhibit or similar purpose.
  - ◇ Duration of the loan, delivery provisions to and from the place of exhibit, dates and times of delivery and return, and the names of both parties.
  - ◇ Responsibilities of both parties regarding the care and display of the item, and any stipulations regarding damage or loss.
- All acquisitions will be brought before the Board of Trustees by the Committee on Collections (quarterly, semiannually or annually) in a written statement. All acquisitions will be approved by the board by a three-fourths vote. A gift without a transfer of title or agreement or a gift with restrictions on its use by the society will not be accepted. An object will not be purchased without a bill of sale.
- **Valuation and Appraisal Policies and Procedures:**
  - ◇ Members of the Board of Trustees and Committee on Collections may not formally appraise gifts for tax purposes. In no case will the organization issue a written statement giving an appraisal value or in any way certify a valuation for tax purposes.
  - ◇ If a potential donor wishes to seek a tax deduction for the contribution of an item, the donor should arrange for an appraisal by an outside appraiser. The donor is responsible for payment of any appraisal fees and expenses.
  - ◇ The organization may provide a donor with the names of potential outside appraisers upon request, providing the list does not contain the names of any current officers, board members or organizational members. Provision of such a list does not constitute endorsement or certification of the appraisers included on the list.
- **Collecting Priorities:**
  - ◇ Priority will be given to collecting items of artistic or historical value. Generally, the organization shall not collect such items unless they also have local relevance. The collecting of artifacts and related materials from contemporary society shall be regarded as an integral part of the organization's mission to preserve and interpret the heritage of \_\_\_\_\_.



- **Collections Limits:**

- ◇ Our collections shall consist of those items which have historical value and are relevant to the citizens of \_\_\_\_\_.

- **Purchases:**

- ◇ The item in question should be of historical significance and should relate to the organization's collecting priorities and limits as outlined in this document.
- ◇ Funds must be available to purchase the item.
- ◇ Any item costing over a specified amount set by the Board of Trustees must be approved by the Committee on Collections and the Board.
- ◇ A fund may be established for purchasing items. This fund must be used for acquisitions approved by the Committee on Collections and the Board of Trustees. Any financial proceeds from the sale of deaccessioned items must be used for this fund only.
- ◇ Purchase of artifacts may only be made by the Director upon approval by the Board of Trustees.

### **III. REMOVAL FROM THE COLLECTIONS**

It will from time to time become desirable to remove objects from the collections due to changing historical perspectives, redundancies or the acquisition of items similar but superior to those already represented. Such removal will be undertaken only as part of an ongoing refinement of the collections and not as a source of emergency funds. Before removing any objects from the collections, reasonable efforts will be made to determine that the society is free to do so. Where restrictions as to disposition are found to apply, the society will act as follows:

- Mandatory restrictions will be observed strictly unless a court of competent jurisdiction authorizes deviation from their terms.
- Objects to which precautionary restrictions apply will not be deaccessioned until reasonable efforts are made to comply with the restricting conditions. The organization should consider the value of the object in question and notify the donor if it intends to remove such objects from the collections.
- All objects removed will be included in written records for future reference.
- Upon approval by the Board of Trustees, one of the following methods of disposal will be implemented:



- ◇ Return the artifact to the donor, or in the event that the donor is deceased, to the nearest relative, preferably by notifying the executor or administrator of the donor's estate.
- ◇ Place the artifact on long-term loan to another museum.
- ◇ Trade the artifact for another artifact with another museum.
- ◇ Trade the artifact for another artifact with a private collector.
- ◇ Transfer the item to the Minnesota Historical Society or other governmental institution.
- ◇ If an item is unsuitable for transfer or trade and if the donor cannot be located or does not wish to have the object returned to him, the item shall be disposed of at the discretion of the Collections Committee.

#### **IV. COMMITTEE ON COLLECTIONS**

- A standing committee is hereby authorized and established, to be called the Committee on Collections. This committee will have responsibility for the overall supervision of the collections and for authorizing additions to and removals from these collections. This committee will consist of the Executive Director, acting as Chairperson, and two or more additional members of the organization appointed by the President. This committee will meet on a regular basis and will be subject to emergency meetings at the discretion of the chairperson.
- All potential acquisitions, whether gifts or purchases, will be brought before the Committee on Collections. A majority vote of the committee will be required for authorization to acquire the item. The President of the Board of Trustees will authorize the appropriations of funds for purchases. In instances where the amount of the transaction exceeds the amount set by the organization, approval of the President and the Board will be required.
- Accessioned items that the curator deems inappropriate to the collections will be brought before the Committee on Collections for consideration of deaccessioning. This may be done annually, semiannually or quarterly. A two-thirds majority of committee members is required for authorization to remove an item from the collections. Once the committee has approved the deaccessioning of an object, it shall be their responsibility to decide on the appropriate means of disposal and to oversee that process. The Board of Trustees must also approve of any action taken.
- It will be the responsibility of the Committee on Collections to see that appropriate records are kept by the office of the museum registrar regarding additions to and removals from the collections.





## **V. RECORDS**

- Collection records for each item shall be made upon the acceptance of the item by the museum. These records will follow the established system of registration as adopted by the board. These records shall include a descriptive catalog and evidence of legal ownership.
- Records of accessioned items shall be kept in duplicate and the duplicate copy stored outside the museum as a security precaution.

## **VI. INVENTORY OF THE COLLECTIONS**

- Every three years a comprehensive inventory shall be carried out. This will allow the staff to assess the need for conservation work on the collection. At the same time the staff can assess the need for changes or additions to the organization's collection needs.
- Spot-checks of the collection shall be made during the operating year. Should collection items be found to be missing, this shall be brought to the attention of the Board of Trustees for corrective action.

## **VII. ACCESS TO THE COLLECTIONS**

- Physical access to the collections shall be limited to the staff of the museum. The Director shall have the authority to allow access to others, based on proof of need; however, a staff member must accompany such access.
- Fees for charges of reproduction work (photographs, photocopying, staff research) shall be established by the Director and, upon approval by the Board of Trustees, shall be posted and enforced.