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2 **Harmony Area Historical Society**  
3 **By-laws**  
4 **Harmony, Minnesota**

5  
6 **Approved November 10, 1915**

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8 **Article I - Name**

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10 The name of this Corporation shall be the Harmony Area Historical Society (HAHS) and the location of the  
11 registered office is 15 2<sup>nd</sup> St. NW., P. O. Box 291, Harmony MN. 55939.

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13 **Article II – Mission**

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15 The mission of the Society shall be the collection, interpretation, preservation, and dissemination of information  
16 pertaining to Harmony, Minnesota. Due to limited staff, facilities and finances it is imperative that the Society  
17 focus the collection on items that pertain to Harmony area and each item offered as a donation be evaluated  
18 based on that criteria.

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20 1. These objects shall include, but are not limited to, printed matters such histories, genealogies, business  
21 histories, biographies, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills,  
22 programs and posters, geological and Native American artifacts; manuscripts material such as letters,  
23 diaries, journals, memoranda, maps, reminiscences, rosters, service records, account books, charts, oral  
24 history interviews, audio records, video records, films and other multimedia materials, other interpretive  
25 materials such as pictures, photographs, paintings, portraits, and such artifacts that pertain primarily to  
26 Harmony, Minnesota and to people that may have a significant connection to the Harmony area.
- 27 2. To disseminate information in the collection to any interested persons, groups and institutions to arouse  
28 interest in the Harmony area by any of the following means: publishing historical materials via newspapers  
29 and books; creating interactive displays and projects; holding meetings featuring workshops, lectures or  
30 information programs; conducting historic tours; marking or restoring historic buildings and sites; and  
31 operating a museum or interpretive center. Fees may be charged for any reproduction expense incurred  
32 plus mileage and labor if appropriate.
- 33 3. To provide that all programs, functions and events of the Society, including membership, shall be made  
34 available to anyone regardless of race, color, age, national origin, marital status, disability, religious or  
35 political affiliation, sex or sexual preference and accessible to the public in compliance with the provisions of  
36 the Americans with Disabilities Act.
- 37 4. The Harmony Area Historical Society shall be affiliated with and approved by the Minnesota Historical  
38 Society.
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41 **Article III – Membership**

- 42 1. The Society shall be composed of Youth, Adult (includes spouse), and Lifetime members. The Lifetime  
43 member dues shall be a single payment. The Youth and Adult membership shall be by calendar year with the  
44 dues due on January 1 of each year. New Youth and Adults joining the Society on or after October 1 shall pay  
45 the established annual dues and they shall then have all membership and voting privileges through the

- 46 following calendar year. Youth, Adult (includes spouse), and Lifetime members are each entitled to vote and  
47 have equal rights. The dues shall be set by the Board of Directors and any change shall go into effect on  
48 October 1 after approval by a majority vote of the Board.
- 49 2. Members that are 60 days delinquent in payment of dues shall be dropped from membership rolls. The  
50 treasurer/secretary shall attempt to make contact and inform each person of such default in payment of  
51 dues.
  - 52 3. All dues payments shall be made to the treasurer and the treasurer shall maintain the membership roll in  
53 conjunction with the secretary.
  - 54 4. Any individual, in recognition of achievements or for services rendered in line with the purposes of the  
55 Society, may be elected as an Honorary Life Member by a two-thirds vote of the members present and  
56 voting at any annual meeting. Honorary Life Members shall not be required to pay dues; they may attend all  
57 meetings of the Society, but shall not have the right to vote unless they are also paying members.

## 58 **Article IV – Government**

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- 61 1. A seven (7) member Board of Directors, all with voting privileges, shall manage the affairs of the  
62 Society. The Board from within the seven (7) Directors shall elect a president, vice president, and  
63 secretary. A treasurer shall be elected by the Board but may be from the general membership or  
64 from the Board. The secretary and treasurer may be one and the same person if the treasurer is an  
65 elected Board Member. All shall be elected by a majority vote of the Board. The election of officers  
66 shall be held at the first Board meeting, or not more than 30 days, after the annual meeting.
- 67 2. The officers shall be elected to serve a three (3) year term, commencing at the date of the last  
68 annual meeting, and shall hold office until their successor is elected. In case of vacancies in the  
69 Board of Directors the remaining members shall by majority vote elect a person to serve the  
70 remainder of the un-expired term. In event the president's position is vacated the vice-president  
71 will automatically fill that position or the Board may elect a new president who shall serve the  
72 remainder of that term
- 73 3. The retiring president of the Society shall automatically become an ex-officio (nonvoting) member  
74 of the Board of Directors to act in an advisory capacity for a period of one year.

## 75 **Article V -Board of Directors**

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- 78 1. The Board shall have the responsibility of establishing polices to achieve the mission of the Society. The  
79 Board reserves the right to decline acceptance of any donation to the collection which does not meet the  
80 objectives of the Society.
- 81 2. A three member executive committee, consisting of the president or vice-president in the presidents  
82 absence, the secretary and the treasurer shall be a standing committee.. The executive committee may take  
83 actions in the best interest of the Society when time is of the essence and failure to act would be  
84 detrimental to the Society. Any action taken by the executive committee shall be documented in the  
85 secretary's minutes of the next Board meeting. The executive committee may cancel a maximum of three  
86 (3) nonconsecutive Board meetings in any one calendar year.
- 87 3. The Board shall establish procedures to document all donations offered to the Society Collection and shall  
88 conduct a timely review of the acceptance documents. The documentation shall include name of donor,  
89 date of donation, items to be donated, and any actions taken by the Society. The Board reserves the right to  
90 decline acceptance of any item, especially those items that are determined by the Board to have limited  
91 connection to the Harmony area history or contain personal information that should not be made public.

92 The Board shall by majority vote approve the removal of any item from the collection other than material  
93 removed for good housekeeping purposes.

- 94 4. The Board of Directors by majority vote shall appoint two (2) individuals from the membership to  
95 act as auditors of the treasurer records. This audit shall be completed within sixty days (60) after  
96 the close of the fiscal year of the Society. The Auditors shall verify that all beginning and end of the  
97 year bank statements agree with the treasurers entries. Audit reports, including a copy of the e-  
98 Postcard filing with user name and password shall be made a permanent part of the secretary's  
99 files. The Board of Directors may cause an outside audit to be conducted at any time of their  
100 choosing.
- 101 5. The Board may appoint individuals from the Board to act as committee chairpersons to monitor or  
102 manage the various projects the Society shall undertake. The appointed person shall keep all Board  
103 members informed of progress, difficulties encountered and future needs. In situations where a  
104 person from the membership has special knowledge or interests that person may be appointed by  
105 the Board to act as chairperson of a project. The president, or vice-president in the absence of the  
106 president, shall be an ex-officio member of all committees, boards or other functions established  
107 by the Board without voting rights.
- 108 6. A simple majority of the Board members shall constitute a quorum for conducting business at any regular or  
109 special meeting of the Board of Directors.
- 110 7. The Board of Directors may remove any officer or Board member, for due cause, by a majority vote of the  
111 Board. Should a director or officer be absent from a majority of Board meetings during the year, without  
112 cause acceptable to the Board, the office may be declared vacant.
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## 114 **Article VI – Duties of Officer**

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- 117 1. The president shall preside at all meetings of the Society and of the Board of Directors. If the president is  
118 absent from any meeting, the vice-president shall assume those duties. In the event both the president and  
119 Vice-president are not present the Board by majority vote may appoint a president pro tem (for the time  
120 being) to conduct the business provided a quorum is present. The vice-president shall assume the office of  
121 president should the president be unable to execute his/her duties. The vice-president shall also be in  
122 charge of activities directly related to membership recruitment and the recruitment of Board members.
- 123 2. The secretary shall keep the minutes of all meetings of the Society. A file of past meeting minutes shall be  
124 kept at the registered office of the Society and shall be open for inspection by any member of the Society for  
125 a proper purpose. Should the registered address change the Secretary shall notify the Secretary of State as  
126 directed by current statutes. The secretary shall conduct the general correspondence of the society,  
127 excluding financial correspondence of the treasurer in carrying out the responsibilities of the treasurer.  
128 Other agreed upon exceptions may be made. The secretary shall maintain a membership roll in conjunction  
129 with the treasure and the roll shall be available at all meetings of the Society. The secretary shall maintain a  
130 current copy of Society Articles of Incorporation and By-laws, including amendments, and have these  
131 documents available at all meetings of the Society. The secretary shall assure that the Harmony Area  
132 Historical Society maintains affiliation with the Minnesota Historical Society.
- 133 3. The treasurer shall collect the dues of members, and all donations or other funds directed to the Harmony  
134 Area Historical Society. All Society money shall be kept in accounts under the name of the Harmony Area  
135 Historical Society. Signature cards for these accounts, and lock box if appropriate, shall be maintained at the  
136 bank for the secretary and treasurer. Upon presentation of bills the treasurer shall pay out of the monies of  
137 the Society those bills of a routine nature and not exceeding \$200. Onetime expenses and bills of more than  
138 \$200 require Board approval with the exception of those expenditures approved by the executive  
139 committee due to urgency. The Society shall operate on a fiscal year, running from January 1, through

140 December 31 and the treasurer’s annual report shall be kept by the fiscal year. Financial reports for the  
141 monthly Board of Director meetings shall be current as of the meeting date. The treasurer shall present the  
142 annual fiscal year financial report at the annual meeting.  
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## 144 **Article VII – Meetings**

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- 146 1. The Annual meeting of the membership shall be in the month of October each year at a location and day as  
147 set by the Board of Directors. Membership notification and the agenda of the annual meeting shall be sent  
148 no less than 10 days or more than 60 days before the planned meeting.
  - 149 2. All meetings shall be conducted in accordance with Roberts Rules of Order.
  - 150 3. Society dues must be current prior to opening of the annual meeting or a special membership meeting to  
151 entitle a person to vote at that meeting.
  - 152 4. Special meetings of the membership may be called by the president at any time and also upon written  
153 request by ten members of the Society or a majority of the Board of Directors.
  - 154 5. At least ten (10) percent of the membership of the Society must be present to constitute a quorum for  
155 annual and special meeting of the Society.
  - 156 6. The Board shall meet monthly at the registered address of the Society. If the Board meeting location or time  
157 must be changed Board members shall be notified in accordance with the same notification for a special  
158 meeting. The president or vice-president in the presidents absence or a majority of the Board members  
159 present may call a special meeting of the Board. Notice of a Special meeting shall include a statement  
160 defining the purpose of the meeting and each member of the Board shall be informed of the meeting either  
161 by letter, electronic means or telephone, no less than five (5) days before the meeting, at their most recent  
162 address or telephone number on file with the secretary. Members of the Society are encouraged to attend  
163 monthly board meetings.
  - 164 7. The person conducting the meeting may declare any board meeting or any vote as open or closed. A  
165 meeting declared open entitles each society member to participate in discussions and vote. A closed  
166 meeting or vote shall be declared to limit discussion and voting for the election of board members or  
167 changes to the Articles or By-laws or at the discretion of the presiding officer at any board meeting. Annual  
168 meetings or special meetings of the membership shall be closed meetings.

## 169 **Article IX – Disposition of Collections**

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  - 172 1. The Society or the Board of Directors shall make provision for the custody and housing of the material of  
173 historic and financial value received by the Society. No article or historical document which has been  
174 received as the result of a donation or by purchase with Society funds may be disposed of or returned to the  
175 donor or his/her heirs unless provision is made to assure that there is compliance with the rules and  
176 regulations of the Internal Revenue Code as relates to charitable contributions to non-profit corporations.
  - 177 2. It is hereby provided that if the Society fails in two consecutive years to have a quorum at its annual  
178 meeting, it shall be interpreted as the cessation of an effective working organization. All articles belonging to  
179 the Society shall be placed in the care of Fillmore County Historical Society first, and then the Minnesota  
180 Historical Society, until such time as a new organization can be organized or the District Court arranges  
181 disposition of the articles to a suitable 501 (C) 3 organization.

## 182 **Article X – Indemnification of Officers and Directors**

- 186 1. The Society shall indemnify any officer, director, employee, or volunteer who is sued for actions done in  
187 good faith for the benefit of the Society and in the performance of his or her duties for the same. This shall  
188 not cover criminal actions that result from unlawful conduct.
- 189 2. Indemnification may be covered through the purchase of insurance or by any means the Society chooses.  
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## 191 Article XI- Amendment 192

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- 194 1. Amendments to these By-laws shall be approved by a majority vote of the Board of Directors. Amendments  
195 must be formally submitted, by motion, to the Board of Directors in their final form and may not be acted  
196 upon at the same meeting when first presented. Proposed changes to the By-laws shall be included in the  
197 meeting agenda.  
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200 Signed by:  
201 Clifford Johannessen, President  
202 Approved November 10, 1915