

CONSTITUTION AND BYLAWS GALLATIN HISTORICAL SOCIETY

ARTICLE I NAME AND LOCATION

The name of this organization is the Gallatin Historical Society (“GHS” or “the Society”). The Purpose of the Society is to preserve and protect documents and artifacts relevant to the history of Gallatin County and the surrounding area, and to avail these artifacts and documents to the public in the Pioneer Museum, located at 317 W. Main, Bozeman, Montana 59715.

ARTICLE II DEFINITIONS

Section I. “Board of Directors” or “Board” shall mean and refer to the Board of Directors of the Gallatin Historical Society.

Section II. “Members” shall refer to all dues-paying individuals, families, and business entities that provide financial support to the Society. Also included are “lifetime members”, a category no longer available for purchase.

Section III. “Volunteers” shall refer to all non-paid personnel who work at the Pioneer Museum.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section I. The annual meeting of the Society shall be held in the spring. The Board of Directors shall determine the date, place, and hour of the meeting.

Section II. Representatives of other organizations shall not present their projects or programs at meetings of the GHS or its Board of Directors without the approval of the Board.

Section III. Special meetings of the members may be called at any time by the President of the Board or the Executive Director.

Section IV. Written notice of the time, place and business of each meeting of the members shall be given to every member entitled to vote not less than ten (10) days before the meeting is held. Notice shall be deemed given when published in the winter issue of the *Pioneer Museum Quarterly*, or placed in the U.S. Mail and addressed to the member’s address last appearing on the books of the Society or supplied by such member to the Society for the purpose of notice.

Section V. Returned ballots consisting of 10% of the membership shall constitute a quorum for any action.

Section VI. The business of all meetings of the Society shall be conducted in accordance with established parliamentary procedure (*Cf.* Robert’s Rules of Order).

ARTICLE IV
BOARD OF DIRECTORS: NUMBER, SELECTION, AND TERMS OF OFFICE.

Section I. The affairs of the Society shall be governed by a board of thirteen (13) Directors, eleven elected and two appointed.

Section II. The term of office for the eleven elected Directors shall be three years. Terms shall be staggered and overlapping. A nominating committee shall annually present the membership with a list of three candidates who, in the opinion of the committee, best qualify to serve on the Board of Directors. Said elections will be held by mail or electronic ballot and announced at the annual meeting.

Section II. Terms of office will begin April 1.

Section III. Once the new Board has been seated, the Board shall appoint two (2) additional persons to serve as Board Directors-at-Large for one-year terms.

Section IV. Upon the termination of his/her term, any Board member may become an Emeritus member, either by a personal request to or nomination by the Board. An Emeritus Board appointment is non-voting and permanent.

Section V. Any Board member may be removed from the Board by a vote of at least eight (8) members of the Board. In the event of death, resignation or removal of a Board member, a successor shall be selected by the remaining members of the Board and shall serve out the un-expired term of the predecessor.

ARTICLE V
NOMINATION AND ELECTION OF BOARD DIRECTORS.

Section I. A nominating committee of three members, appointed annually by the President, shall nominate candidates for three-year terms to the Board. Said list of candidates, together with any issue requiring a vote of the membership, shall be submitted to all members, along with ballots, and postmarked on or before January 31. Ballots must be returned no later than March 1.

Section II. Results of the election shall be announced at the annual meeting.

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS.

Section I. At the first meeting following its election by the members, the new Board shall from within its own membership select a President, Vice-President, and Secretary to serve a one-year term.

Section II. The Board of Directors shall meet no less than ten times each year, with the annual meeting in the spring counting as one meeting.

Section III. Special meetings of the Board of Directors shall be held when called by the President, or by any five (5) Board members, after not less than three days' notice to each Director.

Section IV. A majority of Board members shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section V. The Executive Director, Assistant Director, and any other paid personnel shall serve at the pleasure of the Board of Directors.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

Section I. The Board of Directors shall exercise for the Society all powers, duties, and authority vested in or delegated to the Society.

Section II. The Board shall employ an Executive Director and any other such employees as it sees fit, or shall contract with non-employees for specific duties, as the Board deems necessary, and shall prescribe their duties. It shall be the responsibility of the Executive Director to supervise volunteers, paid employees, part-time or full-time, or others authorized by the Board. The Board of Directors shall annually evaluate the performance of the Executive Director and Assistant Director. The Executive Director is responsible for the evaluation of all other paid employees on an annual basis and for providing a report on said evaluation(s) to the Board. The service of any paid museum employee or volunteer may be terminated by a vote of a majority present and voting.

Section III. All personnel matters discussed by the Board of Directors shall remain confidential.

Section IV. The Board of Directors shall cause to be kept a complete record of all of its acts and corporate affairs and to present a summary thereof to the Members at the Annual Meeting or at any special meeting when such a statement is requested in writing by one-fourth of the members who are entitled to vote.

Section V. The Executive Director, Assistant Director, and any other paid personnel shall serve at the pleasure of the Board of Directors.

Section VI. Board members may not receive compensation for services that they render to the Society. However, Board members may be reimbursed for actual expenses incurred in the performance of their duties.

Section VII. The Society shall carry adequate liability insurance to protect the Society and the Board of Directors.

Section VIII. Board members shall have the right to take any action in the absence of a meeting that they could have taken at a meeting by obtaining the approval of a majority of the Board members and said action may be conducted electronically. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section IX. Bid awards shall be made for the best interests of the Society or Museum. Any written contract involving the Society must be signed by the President and Treasurer.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section I. President. The President shall preside at all meetings of the Board of Directors, see that the orders and resolutions of the Board are carried out, and sign all written documents as required.

Section II. Vice President. If the President is unable to complete his/her term, the Vice President shall assume the presidency.

Section III. Treasurer. The Treasurer shall be appointed by the Board of Directors. The responsibilities of the Treasurer shall include the following to: make bank deposits; sign checks for payroll and approved claims; maintain the financial records of the Society and the Pioneer Museum accounts; prepare monthly, quarterly and annual reports required by State and Federal agencies; sign contracts and other documents as required; serve on the Finance Committee; and other duties assigned by the Board.

Section IV. Secretary. The Secretary shall be appointed by the Board of Directors, and will be responsible for maintaining permanent records including minutes, correspondence and bylaw changes relevant to the Museum.

These records shall be presented to the museum director, who is responsible for the proper storage and accessibility of said records.

ARTICLE IX COMMITTEES

Section I. All committees shall be appointed by the Board of Directors except the nominating committee, which shall be appointed by the President.

Section II. Committee chairpersons will report on the activities of the committees at Board meetings as needed.

Section III. Standing Committees shall be: (1) Exhibits; (2) Finance; (3) Volunteers; (4) Fund Raising and Special Events; and (5) Collections and Artifacts. Special committees may be established and appointed at the discretion of the Board.

Section IV. Persons including museum volunteers and community members may be named to assist any of the Society's committee's or museum departments upon the recommendation of the Board.

Section V. The Executive Director and Assistant Director shall serve as members of each standing committee.

Section VI. The Treasurer shall serve as a member of the finance committee, the purpose of which will be to periodically review finance procedures, communicate with the Trust Corporation regarding the investment portfolio and funds earned, and communicate such information to the Board. The Board shall approve the transfer of interest upon the recommendation of the finance committee.

ARTICLE X. MEMBERSHIP

Section I. Membership categories shall be determined by the Board of Directors.

ARTICLE XI RECORDS

Section I. The following documents shall be stored in the Museum vault:

- A. All Minutes of the Museum including the annual meeting;
- B. Copies of Society legal documents and contracts;
- C. Original Charter of Incorporation;
- D. Copies of Certificates of Deposit and other documents related to Museum funds;
- E. Original Lease with the County for the Museum building;
- F. Copies of wills pertaining to the Society;
- G. Master copies of the Museum Constitution, Bylaws, Policies and Procedures documents;
- H. Museum inventory updated annually; and
- I. Treasurer's reports and records

Section II. Additional documents may be stored in the vault at the request of the Board.

ARTICLE XII MUSEUM OPERATIONS

Section I. The Society shall lease the old jail building from Gallatin County for use as the Pioneer Museum.

Section II. Only groups approved by the Board or the Executive Director may hold meetings in the building. Either the Executive Director or a member of the Board of Directors must be present at any meetings in the building, and he or she will be responsible for lights, heat, and locking of doors and windows.

Section III. The Museum shall be open to the public only when at least two staff members and/or volunteers are present in the facility. The research center shall be open to the public only when staffing is available.

Section IV. Admission fees to the museum shall be set by the Board of Directors. If the facility is used by an outside group and there is an admission charge for fundraising, the Society shall receive 20% of the entrance fee.

Section V. There shall be no smoking in the Museum. Food and drink may be served only during Board-approved functions.

Section VI. The production of videotapes, motion pictures, and photographs for profit shall be governed by a formal Photography Agreement as approved by the Board of Directors. A user's fee may be assessed to cover any costs.

Section VII. Visitors may not photograph pictures in the photo archives or library. Visitors may take pictures elsewhere in the Museum.

Section VIII. Credit line for published works must credit the Pioneer Museum of Bozeman.

ARTICLE XIII FISCAL PROCEDURES

Section I. The members of the Society shall not be liable for debts of the Society.

Section II. Financial practices of the Society are to be conducted in a sound fiscal manner.

Section III. A review of the financial records of the Society shall be completed annually under the direction of the finance committee. Audits may be obtained as requested by the Board of Directors.

Section IV. An annual budget shall be developed by the Executive Director and the Treasurer and submitted to the Board of Directors for approval at the February meeting.

Section V. The fiscal year of the society shall begin on the first day of January and end on the thirty-first day of December.

ARTICLE XIV DISSOLUTION

Section I. Upon the dissolution of the corporation and termination of its activities and after paying or making provision for the payment of all liabilities of the Society, the Board of Directors shall dispose of the assets of the Trust Fund according to Article IV of the Trust Agreement which provides for transfer to the Montana Arts Council of cash or assets equal to the actual challenge grant monies received from the Montana Arts Council. Any principal assets or income cash remaining thereafter shall be distributed to a qualified organization or organizations of the Board's choosing. Said designee or designees must be a tax-exempt organization under the Federal Internal Revenue Code and qualify as a recipient under the administrative rules of the Montana Arts Council.

ARTICLE XV
AMENDMENTS

Section I. Amendments to these Bylaws may be made by a two-thirds vote of the Board of Directors and approval by ten percent of the membership by return ballot.

Section II: The membership shall be notified of proposed bylaws changes either by publication in the winter issues of the *Pioneer Museum Quarterly*, by a mailing or electronically. The notice shall inform the membership that changes are being proposed and that the full text of the changes can be reviewed on the Museum website, at the Museum office, or that a copy can be requested by mail.