

CONSTITUTION AND BYLAWS

GALLATIN HISTORICAL SOCIETY

ARTICLE I NAME AND LOCATION

The name of this organization is the Gallatin Historical Society (GHS&PM). 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 in the Pioneer Museum, located at 317 W. Main, Bozeman, Montana 59715, for the edification of the general public.

ARTICLE II DEFINITIONS

Section I. “Organization” shall mean and refer to the Gallatin Historical Society.

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

Section III. “Members” shall refer to all dues-paying individuals, families, and business entities who maintain the financial support of the Organization. Also included are lifetime members.

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

Section V. “GHS&PM” shall refer to the Gallatin Historical Society and Pioneer Museum.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

Section I. The annual meeting of this organization 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&PM or its Board of Directors without the approval of the Board of Directors.

Section III. Special meetings of the members may be called at any time by the President of the Board of Directors 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 organization or supplied by such member to the organization for the purpose of notice.

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

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

ARTICLE IV. BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE.

Section I. The affairs of the organization shall be governed by a Board of eleven (11) Directors.

Section II. The term of office for any of the nine (9) elected Directors shall be three years. Terms shall overlap. The 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. Terms of office will begin July 1st. Once the new Board has been seated, the Directors shall appoint two (2) to serve as Board Directors at Large for one (1) year terms.

Section III. Any Board Member may be removed from the Board, with cause, 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.

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

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

Section VI. 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. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

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

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 dues-paying members, along with ballots, 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 one (1) year.

Section II. The Board of Directors shall meet, at a minimum, of ten (10) times each year, 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 (3) 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. All personnel matters discussed by the Board of Directors shall remain confidential.

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 Organization all powers, duties, and authority vested in or delegated to the Organization.

Section II. Employ an Executive Director and any other such employees, or contract with non-employees for specific duties, as the Board deems necessary, and to 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. The service of any paid museum employee or volunteer may be terminated, with cause, by a vote of at least eight (8) members of the Board.

Section III. It shall be the duty of the Board of Directors to 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.

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

Section III. The Treasurer shall be appointed by the Board of Directors. The responsibility of the Treasurer shall be to: make bank deposits, sign checks for payroll and approved claims, maintain the financial records of the Historical 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.

A). Separate fund accounts shall be maintained: one for the Historical Society & one for the Pioneer Museum. However, funds should be freely transferable between each account.

Historical Society Account: Memberships, gifts for the Endowment Trust Fund, donations, memorials, sales from book store & photo archives, rents, grants, fund raising events and projects, and other contributions given for the operation of the museum. Membership dues and Gifts for the Endowment Trust shall be transferred to the Trust Corporation upon approval of the Board. Payment of quarterly newsletters, incorporation fees, lease of Museum, insurance policies, and any other expenses authorized by the Board.

Pioneer Museum Account: Memberships, gifts for the Endowment Trust Fund, donations, memorials, sales from book store & photo archives, rents, grants, fund raising events and projects, and other contributions given for the operation of the museum. Membership dues and Gifts for the Endowment Trust shall be transferred to the Trust Corporation upon approval of the Board. Expense claims for the operation of the Pioneer Museum should be paid from the Pioneer Museum Account.

Money Market – Short Term investment account for surplus funds.

B). Transfer of Funds: In the event the Historical Society has a surplus of funds which are not specified for special projects, the Board of Directors, by a two thirds vote of the Board Members present for a board meeting, may order a transfer of funds to the Pioneer Museum Account or the Endowment Trust.

An endowment was established with Davidson Trust in 1988 for the purpose of assuring future financing of the operation of the Pioneer Museum. Only interest earnings may be used.

C). Gifts of property, wills, and other bequests shall be deposited to the account specified by the donor. In the event the donor has made no designation, the Board of Directors shall determine the use of the gift.

D). The Treasurer shall pay the annual incorporation fee as required by the Secretary of State.

E). The Treasurer may purchase certificates of deposit or renew certificates in the name of the Historical Society or Pioneer Museum with surplus funds not needed for immediate operation with approval of the Board.

F). 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.

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

Section V. 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 Chairs shall be appointed by the Board of Directors, except the Nominating Committee, which shall be appointed by the President.

Section II. Standing committee chairpersons will report on the activities of the committees at each board meeting.

Standing Committees are:

Exhibits, Finance, Research, and Property. Additional Committees shall be appointed at the discretion of the Board President.

Section III. A qualified consultant may be named to assist any of the society's committee's or museum departments with recommendation of the Board of Directors.

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

Section V. The Exhibit Committee will approve all exhibits prior to placement in the museum or elsewhere, and be responsible for accuracy and the proper care of all artifacts. The Exhibit Committee shall also oversee computer cataloguing of all artifact records.

- A). Family collections given to the Museum (such as home, farm, or business - personal, furnishing, photographs, tools, records, etc.) will be cataloged item by item as a family collection for convenient reference and retrieval. The Museum will display family collections on appropriate occasions. With suitable identification, the Museum may use individual items in dioramas and other displays when appropriate. When not on display, family collections will be stored together insofar as this is feasible, and at all times proper care will be given to their cleanliness, safety, and longevity.
- B). All Museum materials on display or in storage shall have their location so designated to assure rapid retrieval. The donors shall be asked to sign a statement of gift, describing the article and noting the date the gift is presented to the Museum. There shall be three copies of the gift agreement: one to be filed in the vault, one with the cataloguer, and one to be retained by the donor .
- C). The general policy of the Museum shall be to accept only items which are presented as outright gifts by persons eligible to present them.
- D). No items shall be accepted under an agreement of continuous display.
- E). A thank you letter of acknowledgment of gifts will be sent to the donor.
- F). Before assembled, the exhibit committee should assure that artifacts are in keeping with the historical period portrayed and are accurately identified.
- G). The Exhibit Committee should provide written notification to the Cataloguer to flag items which have been removed from storage for exhibit. Flags should be removed when the item/s is/are taken off exhibit and returned to storage. An attempt shall be made to provide uniform, legible, attractive signs for all exhibits.
- H). The Board of Directors recognizes that in unusual circumstances, a highly desirable article may be available only under a long term or "permanent loan" basis. The Board of Directors reserves the right to accept such loans on an individual basis.
- I). Loans to the Museum of exhibit materials (family collections or single items) for short-term display shall be encouraged. Owners will be asked to sign a statement releasing the Museum from responsibility in case of damage or loss.
- J). Complete records shall be made of all items on loan to the Museum.
- K). It shall be the policy of the Museum not to purchase historical or exhibit items. When a desirable item cannot be acquired as a gift, members of the Board or the Museum officers may contact "friends of the museum" who might like to purchase the item for the museum.
- L). Objects of value and interest may be accepted for trade or sale, if possible, for purposes of Exhibit Items of improving the Museum's holdings with approval of the Board.

M). Museum personnel shall not place a monetary value on artifacts.

N). Loans of Museum artifacts shall be made only under circumstances which will promote the Museum, the purposes of the Museum, and only to responsible parties, with credit given to the Museum, and the greatest security coverage possible upon the recommendation of the Exhibit Committee with approval of the Board of Directors.

O). The proper care and safety of all museum possessions shall be given the highest priority. Items which are rare, interesting and/or valuable shall be displayed only in locked cases whenever possible, and special care shall be given to the storage of such items.

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

Section VII. The Research Committee shall be responsible for the day-to-day operation of the research center. This includes the proper care and maintenance of all collections, including photographs, within said research center. The Research Committee shall also oversee computer cataloguing of all books, photographs, and other documents deemed of value that are housed in the museum

Section VIII. The Property Committee shall be responsible for the museum facility, and make recommendations as to remodeling, regular maintenance, upkeep, or additions thereto.

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:

All Minutes of the Museum including the annual meeting.

Copies of GHS legal documents and contracts.

The Charter of Incorporation

Copies of Certificates of Deposit and other documents related to Museum funds.

Lease with the County for the Museum Building

Wills pertaining to the Society

Master copy of the Museum Constitution, Bylaws and ethics documents.

Museum inventory updated annually.

Treasurer's reports and records

ARTICLE XII. MUSEUM

Section I. The Gallatin County Commission leased the old jail to the Gallatin County Historical Society in 1981 for five years. In 1986, the Society signed a contract for 25 years for \$180 per year. Renewal of this contract will be May 1, 2011.

Section II. Only groups approved by 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, preferably three, volunteers are staffing the facility. Admission fees to the museum shall be set by the Board of Directors.

Section IV. If the facility is used by an outside group when there is an admission charge for fundraising, the Gallatin Historical 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. A volunteer shall be present at all times in the research center.

Section VII. 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. Under certain conditions a user's fee may be assessed.

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

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

ARTICLE XIII EXEMPTION OF DEBT

Section 1. The members of this organization shall not be liable for debts of this organization.

Section 2. Financial policies of the organization are to be conducted in a sound, fiscal manner.

Section IV. An in-house audit shall be completed annually and other audits as determined by the Board of Directors.

ARTICLE XIV. DISSOLUTION

Section 1. Upon the dissolution of the corporation and termination of its activities, the Board of

Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the assets of the Trust Fund according to Article IV of the Trust Agreement which provides transfer to the Montana Arts Council 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 boards 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 XVI. AMENDMENTS

Section 1. Amendments to these Bylaws may be made by a two-thirds vote of the Board of Directors and approval of the membership.