

# Bylaws of the Friends of the Kelley Farm

As Approved and Ratified by the General Membership July 8th, 2003;  
as amended October 2nd, 2004, October 1st, 2005,  
and November 4, 2009.

## Article I. Name

The name of this organization shall be Friends of the Kelley Farm.

## Article II. Objectives

The purpose of this organization shall be to preserve and support the operation of the Minnesota Historical Society's Oliver H. Kelley Farm.

## Article III. Membership

This organization shall be organized on a membership basis.

### Section 1. Eligibility

Membership is open to any person regardless of such items as race, sex, age, ethnic background, marital status, or religion.

### Section 2. Annual Dues

Dues for membership shall be: \$24.00 per Single adult membership (age 12 and over); \$50.00 per Family membership (two adults and all children in their household age 18 and under); \$12.00 per Kid membership (age 11 and under). A Single membership shall have one vote in all elections. A Family membership shall have two votes in all elections. A Kid membership shall not have a vote in elections. Dues for all memberships shall be paid annually within 30 days of the beginning of the fiscal year. If dues are not paid within this time period, membership is revoked. Membership will be reinstated upon payment of the dues for the remainder of that fiscal year.

### Section 3. Disciplinary Action Against a Member

1. Disciplinary action, in the form of censure, suspension for one fiscal year, or permanent expulsion, shall not be taken against any member except for cause such as a substantial violation of any provisions of these Bylaws; any policy of the organization established by resolution of the membership or Board of Directors; or engaging in any other conduct substantially prejudicial to the purpose of the organization.

2. Such action shall be initiated by a complaint of a simple majority of the Executive Board or general membership, with written notice to the member of the proposed action to be taken and the reasons thereof.
3. Such notice shall also include the statement that the member has ten calendar days in which to request a hearing before a quorum of Board of Directors, who shall decide the disciplinary action, if any, at which the member is entitled to a representative of his/her choice to answer the charges and examine those making them. The hearing will be private or public at the choice of the member and the decision of the Board, by a simple majority, shall be communicated, in writing, to the member, accompanied by a memorandum of findings of fact, within ten days of the close of the hearing.
4. Any member censured, suspended, expelled or removed shall have the right of appeal to the general membership within ten days of receipt of the decision. The appeal hearing, at which twenty shall be a quorum, shall be presided over by the President (or Vice-President when the action taken is against the President) who shall grant a procedure which includes witnesses and the right of cross-examination. The decision shall be made by secret ballot, simple majority of those present and voting.
5. Lawsuits. No person shall initiate a civil action suit or proceeding in any court against the organization or any of its officers, members, or employees on account of any discipline unless such person has exhausted the remedies of hearing and appeal as provided in these bylaws.

## Article IV. Officers

There shall be six elected officers of the organization: a president, a vice-president, a secretary, a treasury, a development officer, and a communications officer.

### Section 1. Terms of Office

The term of office for each officer shall be two years or until their successors are elected. The President's, Secretary's, and Communication Officer's terms shall commence in even-numbered years. The Vice-President's, Treasurer's, and Development Officer's terms shall commence in odd-numbered years. The Executive Board members' terms will commence at the first Executive Board meeting after the annual membership meeting.

All officers may run for re-election. Officers may not serve more than four successive, two-year terms.

### Section 2. Powers and Duties of Elected Officers

**The President** shall be the chief executive of the organization. He/she shall preside at all meetings of the general membership and the Executive Board, and is entitled to sit ex-officio, on any committee of the organization, excluding Nominating Committee.

**The Vice-President** shall appoint all committee chairs and members and perform the duties of, and have the powers of, the President during any absence or inability of the President to act or in the event of a vacancy in the office. In the absence of both President and the Vice-President, a chairperson pro tem may be elected by any group in session.

**The Secretary** shall keep a record of the proceedings of meetings of general membership, the Executive Board, and general meetings of the organization, and serve as directed by the President.

**The Treasurer** shall keep the financial accounts in a business-like form, submit reports of the finances of organization to the general membership and to the Executive Board monthly and at such other times as directed by the President. The Treasurer is responsible for the maintenance and accuracy of the financial accounts for the entire fiscal year.

The Treasurer shall aid members and committee chairs in determining assignment of expenses to accounts, sign checks for organization expenditures, supervise the receipt of funds such as dues moneys, and serve as directed by the President.

**The Development Officer** shall develop programs to raise funds for the organization from sources external to the organization's members. These funding sources may include grants, corporate sponsorships, or direct contributions. The Development Officer shall support, but not lead, internal fundraisers undertaken by the organization.

**The Communications Officer** shall develop and keep maintained the electronic communications of the Friends of the Kelley Farm. This will include the development and maintenance of the organization web site, and the sending of and response to organization electronic mail communications.

### **Section 3. Election**

Officers shall be elected by secret ballot at a general meeting of the membership by simple majority vote of those present and voting. In the event that no candidate receives a simple majority of the votes cast, a run-off election shall be held between the two candidates receiving the most votes. Nominations will be taken from the floor of the general meeting.

### **Section 4. Vacancy in Office**

In the event of any vacancy in an elected office with more than six months remaining of the term, the Executive Board shall appoint a temporary officer. An election shall be held by the general membership to fill the vacancy at the next general membership meeting which is more than two weeks following the vacancy, to provide time to notify the membership.

For any vacancy of an elected office with six or less months remaining of the term, the Executive Board shall appoint a new officer whose term of the office shall be for the remainder of the term of the officer he/she replaces.

### **Section 5. Resignation**

Any resignation of an officer must be submitted to the Executive Board in writing, dated and signed.

### **Section 6. Removal From Elected Office or Appointment**

Any Executive Board member, officer, or committee chair may be disciplined by censure, suspension from office or removal from office for misfeasance, malfeasance or nonfeasance of office per the procedure explained in Article III, Section 3 of these bylaws.

## **Article V. General Membership Meetings**

### **Section 1. Annual Meeting**

The general membership shall meet annually to elect officers and Executive Board members, approve the organization's budget, consider changes to the bylaws, and act on any other concerns of the general membership. The Annual Meeting shall be held at a time and place designated by the Executive Board. Written notice of the annual meeting shall be given to each member of not less than thirty days before the convention.

### **Section 2. Special Meetings**

Special meetings of the general membership may be called by petition signed by the greater of ten percent of the active members of the organization or twenty members and must be held in a timely manner to address the needs of the petitioners or by a simple majority vote of the Executive Board with notice to the general membership of no less than two weeks.

### **Section 3. Quorum**

A quorum for conducting business at any general membership meeting shall be a simple majority of the members who are registered and seated.

## **Article VI. Executive Board**

### **Section 1. Powers and Duties**

The Executive Board shall have and exercise general supervision and management over the activities of the organization. Without limiting the forgoing, the Board shall have the power:

1. to direct the collection, disbursement, accounting and auditing of all funds and property of the organization;
2. to implement policy enacted by the general membership;
3. to advise the general membership on needed actions;
4. to hear and decide on disciplinary action against members and those in elective offices of the organization;
5. to act on behalf of the general membership between their meetings.

### **Section 2. Composition**

The Executive Board shall be composed of fourteen at-large members elected by a plurality of the general membership present and voting at the annual meeting, and the officers of the organization. The site manager or their representative shall serve the board as ex officio member (without voting rights). Nominations for the Board shall be taken from the floor of the annual meeting.

### **Section 3. Terms of Office**

Terms of office on the Executive Board shall be one year or until their successor is elected. The terms will commence at the first Executive Board meeting after the annual membership meeting.

### **Section 4. Vacancy**

In the event of a vacancy on the Executive Board, the President will notify the membership of the vacancy. Ten days or more after this notice, the Executive Board may elect a replacement by simple majority of those present and voting.

### **Section 5. Meetings**

The Executive Board shall meet at least quarterly. Special meetings of the Executive Board may be called by petition signed by ten active members of the organization and must be held in a timely manner to address the needs of the petitioners.

### **Section 6. Quorum and Chair**

Official business of the Executive Board may be conducted if a simple majority of the members are in attendance at a duly called meeting. The President of the organization shall preside at all official meetings of the Executive Board. In the absence of the President, the Vice-President shall preside.

## **Article VII. Committees**

### **Section 1. Appointment and Terms**

The vice-president has the authority to appoint all committee chairs and members. The terms of each committee chair and member is one year or until a successor is appointed. The terms will commence at the first Executive Board meeting after the annual membership meeting.

### **Section 2. Fundraising and Finance Committee**

The Fundraising and Finance Committee shall be chaired by the Treasurer, and include members appointed by the vice-president. The Fundraising and Finance Committee will be charged with creating a budget proposal for the following fiscal year and developing and implementing a fundraising plan.

### **Section 3. Public Relations Committee**

The Public Relations Committee is responsible for developing a public relations plan and facilitating contacts with the press and community.

### **Section 4. Membership Committee**

The Membership Committee shall work to increase and maintain membership in the organization and fully utilize and engage current members in organization activities.

### **Section 5. Government Relations Committee**

The committee will organize efforts to educate members on local political issues and lobby the Minnesota State Legislature and other elected officials on matters of concern to members of the organization.

### **Section 6. Special Committees**

The vice-president may appoint ad hoc committees as directed by the Executive Board or general membership.

## **Article VIII. Parliamentary Authority**

The current edition of *Robert's Rules of Order* governs this organization in all parliamentary situations that are not provided for in the law or in its charter, bylaws, or adopted rules.

## **Article IX. Amendment**

### **Section 1. Submission**

Proposed Amendments to the Bylaws may be submitted to the Executive Board of the organization by petition of at least 5% of the general membership.

### **Section 2. Notification**

All proposed amendments to the Bylaws must be published and made available to the general membership at least two weeks prior to a vote on the amendments at a general membership meeting.

### **Section 3. Adoption**

An affirmative vote of two-thirds of those members present and voting at a meeting of the general membership shall be required for adoption of any amendment.

## **Article X. Dissolution**

Upon dissolution of the organization, the officers and the Executive Board shall, after paying or making provision for payment of all liabilities of the organization, remit all remaining assets to the Minnesota Historical Society's Oliver H. Kelley Farm.