

2.0 BYLAWS OF THE MONTANA HISTORICAL SOCIETY

2.1 ARTICLE I. PURPOSE

The Montana Historical Society is an agency of the State of Montana operating under statute governing its organization and activities.

The purpose of the Society as outlined in the above mentioned statute shall be “for the use, learning, culture, and enjoyment of the citizens of this state and for the acquisition, preservation and protection of historical records, art, archival and museum objects, historical places, sites and monuments and the custody, maintenance and operation of the historical library, museums, art galleries, and historical places, sites and monuments.”

2.2 ARTICLE II. MEMBERSHIP

Membership to the Society shall be those persons who pay an annual membership fee and in return receive benefits based on their level of association with the Society. Membership includes, among other things, access to Montana’s Museum, subscription to the major publication of the society and membership cards. Members can change their level of association on a yearly basis during their renewal period. Levels of membership are based on monetary amounts set forth by the Society.

2.3 ARTICLE III. GOVERNMENT

- A. The government and administration of the Society shall be vested in the Board of Trustees, fifteen in number, appointed by the Governor.
- B. The Board of Trustees shall have the powers and responsibilities necessary for control and regulations of the operations of the Society subject to the laws of the State of Montana and the statutes creating and governing the Society, and shall take all necessary measures to insure its proper and successful management.
- C. There shall be an Executive Committee of five members chosen by the Board of Trustees from its members, to consist of the President, the Vice President, the Secretary, and two additional members. The past president shall serve as an advisor to the executive committee. The Governance Committee shall make nominations for the two members in addition to the officers, at the time of the annual election, and their election shall take place at that time. The Executive Committee shall serve for the period of one year. In the event that a quorum cannot be obtained from the regular members of the committee, the President shall be empowered to name acting members from other members of the Board. The Executive

Committee shall have power to transact the business of the Society subject to the direction and approval of the Board of Trustees. The President of the Board shall serve as chairman of the Executive Committee.

2.4 ARTICLE IV. OFFICERS

- A. The officers of the Montana Historical Society shall be those of the Board of Trustees, and shall be as follows: a president, a vice president, and a secretary, who shall be chosen by the Board for a term of one year, and shall serve until their successors have been elected and qualified. The officers shall be chosen at the second quarterly meeting of the calendar year and assume office at the third quarterly meeting.
- B. The President shall call all regular and special meetings of the Board of Trustees and of the Executive Committee, and shall preside over these meetings. He shall sign all deeds, leases, conveyances, and other major legal instruments to be executed by the Society. He shall appoint and be a member of all committees.
- C. The principal duty of the Vice President shall be to discharge the duties of the President in the event of his absence or disability. The Vice President shall be responsible for incorporating policy or guidelines additions or changes approved at full Board meetings into these guidelines as specified in 301.9.
- D. The Secretary shall countersign all deeds, leases, conveyances and other legal instruments to be executed by the Society, and shall keep and affix the seal of the Society to all papers required or directed to be sealed. He shall assure that there is a record of the proceedings of the Society, the Board of Trustees, and of the Executive Committee.
- E. In the event that any officer or member of the Executive Committee is unable to serve through death, resignation, or other disability, the Executive Committee shall make a recommendation to the Board of Trustees for filling such vacancy or vacancies.

2.5 ARTICLE V. THE DIRECTOR

- A. The Director shall be chosen by the Board of Trustees to serve at its pleasure. He shall be the chief executive officer of the Society in all of its programs, subject to the general supervision and direction of the Board of Trustees or, in its recess, the executive committee. The relation between the Board of Trustees and the Director shall be as directed by Section 22-3-108 of the before mentioned statute governing the Society: “The director is fully responsible for the immediate direction, management and

control of the Society, subject to the general programs and policies established by the trustees.”

- B. The Director shall timely inform the Board of Trustees on the hiring, resignations and dismissals of the staff of the Montana Historical Society.
- C. The Director shall submit to the Board of Trustees a quarterly report of the financial condition of the Society. Each fiscal year, the Director shall provide the Board with a complete set of financial statements that accurately report revenue, expenses, account balances, cash flows and salaries.
- D. Annually, there shall be an evaluation of the Director by the Board of Trustees.

2.6. ARTICLE VI. MEETINGS

- A. Meetings of the general membership of the Society shall be called at such times and for such purposes as may be determined by the Board of Trustees.
- B. The Board of Trustees shall hold quarterly meetings and such special meetings as may be called by the President. Reasonable notice, shall be given of all meetings.
- C. Eight members shall constitute a quorum of the Board for the transaction of business, but a lesser number may recess or adjourn.
- D. The Executive Committee shall meet on the call of the President, or at the request of three members of the committee. Three members shall constitute a quorum.
- E. The order of business at the meetings of the Board of Trustees, unless otherwise directed by the vote of the Board, shall be as follows:
 - 1. Calling the role of members
 - 2. Reading of the minutes of the previous meeting
 - 3. Reports of the committees
 - 4. Unfinished business
 - 5. New business

2.7 ARTICLE VII. STANDING AND SPECIAL COMMITTEES

Standing Committees

- A. **Executive Committee**
Works closely with the Director on all major issues; makes necessary strategic decisions between board meetings, and reports those actions at the quarterly meetings. Reviews financial information.
- B. **Governance Committee**
Oversees the nominating process for new officers; reviews and updates policies; amends by-laws; manages the annual trustees awards.
- C. **Marketing/Membership/Programming Committee**
Works closely with staff to give momentum and provide results to these important endeavors.
- D. **Strategic Planning Committee**
Works closely with the Director and staff to create, monitor, and revise five-year plans for operations and growth.
- E. **Montana Heritage Commission Collections Committee**
Composed of two MHS board members and two MHC board members, and staff, makes deaccession decisions on the state-owned Bovey collection in Virginia City and Nevada City.

Program Committees

These five committees meet quarterly to review the operations of the five major departments of the Society.

Historic Preservation

Museum

Outreach and Interpretation

Research

Publications

2.8 ARTICLE VIII. DUTIES OF THE BOARD OF TRUSTEES

The duties of the Board of Trustees shall be those set forth in the statutes of the State of Montana.

2.9 ARTICLE IX. BUSINESS MANAGEMENT

- A. The business and financial affairs of the Montana Historical Society shall be conducted in accordance with State of Montana law, practices and procedures.
- B. The Board shall require the bonding of all employees handling money and other valuables, as well as those designated by state law.

- C. The Board shall require that ample protection by insurance and other feasible safeguards shall be afforded every possession of the Society, including building and furnishings.
- E. An audit shall be conducted of the Montana Historical Society on a regular basis as required by law.

2.10 ARTICLE X. AMENDMENTS

Amendments to these bylaws may be made at any regular or special meeting of the Board of Trustees. A majority of vote of the entire membership of the Board shall be necessary for adoption.

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