

## BY-LAWS

### Friends of the Historical Museum at Fort Missoula

Incorporated March 29, 1977

#### Article I - Name/Mission/Purposes

**Section 1 – Name and Location:** The name of this 501(c)(3) corporation shall be the Friends of the Historical Museum at Fort Missoula (EIN 81-0373490), hereinafter referred to as the Friends. The office of this corporation shall be located at 3400 Captain Rawn Way, Missoula, Montana, 59804-7207.

**Section 2 – Mission Statement:** The mission of the Friends is to support the efforts of the Historical Museum at Fort Missoula to keep Missoula County's history alive for the education and enjoyment of the public. The Historical Museum seeks to inspire a sense of place and history for Missoula County by collecting, studying, interpreting, and preserving the region's natural and cultural heritage. This includes the Museum's core areas of collecting: the history of the city and county of Missoula, the history of Fort Missoula and the military presence in the area, and the history of forest management and the wood products industry in western Montana. The Museum's focus further includes, but is not limited to: family history, women's history, Native American history, environmental history, and minority-based history.

**Section 3 – Purposes:** The Friends are organized exclusively for the purpose of assisting and supporting the Historical Museum. With the guidance and concurrence of the Museum Director, all of its activities and those of its officers shall be directed to that end. To further its educational and fundraising purposes, the activities of the Friends shall be:

- (a) to recruit members in the Friends of the largest possible number of persons to participate in the activities and interests of the Museum;
- (b) to aid and support the Museum in activities such as fund-raising, collecting, exhibitions, programs, historical research, and museum enhancement;
- (c) to budget the revenue from all Friends' activities, including a sales shop in the Museum in which the items for sale shall be related to the Museum's mission;
- (d) and such other activities as are supportive of these purposes.

#### Article II – Membership/Meetings

**Section 1 – Membership:** All persons may join the Friends. Upon payment of dues, the individual shall automatically become a voting member. Membership categories, rights, benefits, and corresponding annual dues shall be established by the Friends Board of Directors, hereinafter referred to as the Board. In addition to the dues-paying memberships, honorary one-year memberships may be granted to individuals making outstanding contributions to the Friends or to the Museum. All voting rights shall be vested in the membership of the Friends on any matter that shall come before any legal meeting of members. There shall be no proxy voting.

**Section 2 – Meetings:** One meeting of the members of the Friends shall be held each year, in the spring, for the purpose of electing members of the Board and Board officers for the coming year, and transacting other business as may properly come before the membership. The planning of the Annual Meeting will be the purview of the Governance Committee. Meetings of the membership may be held at the Museum or at such other place as shall be designated by the Board. Special meetings of the membership may be called by the President or by a majority of the Board. Members shall be informed of time and place of any meeting at least 14 days prior to the meeting. A quorum for business shall be not less than 25 members.

### **Article III - Board of Directors**

**Section 1 – Board Members:** The Friends shall have a Board of Directors consisting of not less than 10 or more than 18 members by election at the annual meeting. The Museum Director shall be the Friends Chief Executive Officer and serve as a non-voting ex officio member of the Board. All members of the Missoula County Board of Trustees Historical Museum at Fort Missoula, hereinafter referred to as the Trustees, not a member of the Friends Board, shall also be non-voting ex officio members of that Board.

**Section 2 – Terms:** The terms of office of all Board members shall be three years. The tenure of office shall be limited to two, three-year terms. Following a second term, reelection may be allowed after a period of one year or longer without status as a Board member. Every effort shall be taken to maintain a rotation of tenure so that four Board members terms expire each year.

**Section 3 – Meetings and Quorum:** The Board shall hold bimonthly meetings in January, March, May, July, September, and November, and special meetings as called by the President. One-third plus one of the current members of the Board shall constitute a quorum and all actions of the Board shall be taken in accordance with a majority vote of Directors present and voting. In addition, committees shall meet (face to face or electronically) on the alternate months unless otherwise directed by the committee chairperson.

**Section 4 – Nominations and Election:** The Governance Committee shall actively recruit and screen potential board members including soliciting from the membership nominees to fill vacancies on the Board and Board officers. The Committee shall offer the list of nominees to the Board at the next regular meeting and the Board shall vote to place the nominees before the Friends at the annual meeting. The nominees are notified and asked if their names may go forward for a vote by the membership. Election to the Board and Board officers shall be by majority vote of those Friends members present at the annual meeting at which a quorum exists. The Governance Committee shall also solicit replacement Board members for any vacancies that occur during the year at the direction of the Board.

**Section 5 – Powers of the Board of Directors:** The Board shall exercise all corporate powers which include:

- (a) manage and control the affairs and property of the Friends;
- (b) budget the revenue from all Friends' activities, including the sales shop operations per recommendation of the Internal Affairs Committee.
- (c) adopt rules and regulations consistent with these By-Laws;
- (d) receive, use, hold, invest and re-invest funds, gifts, bequests or endowments and use the same or the proceeds therefrom for the Friends or the Museum for any of their respective activities; and
- (e) approve all expenditures by having all financial claims that are submitted to the county for payment by the Museum Director co-signed by at least one of the Board members.

**Section 6 – Officers:** The officers of the Friends shall be elected from the Board of Directors by the Friends membership at the annual meeting. The officers shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected to serve for a period of one year, or until successors have been elected. Re-election to office is permitted. All terms commence at the conclusion of the meeting at which the officer is elected. A vacancy in any office shall be filled by vote of the Board at any regular or special meeting. The elected replacement shall serve for the balance of the unexpired term of the vacating officer.

**Section 7 – Duties of officers:**

- (a) The President, in addition to duties specified elsewhere in these By-Laws, shall preside at all meetings of the Friends and the Board, be an ex officio member of all committees, and in charge of all business of the Friends, subject to the approval of the Board.
- (b) The Vice President, during the absence or disability of the President, shall exercise all the functions of the President and shall, when so acting, have all the powers and be subject to all the restrictions of the President. In addition, the Vice President shall act as the Chairperson of the Governance Committee.
- (c) The Secretary shall record all proceedings of the meetings of the Friends and its Board and shall perform all other duties incident to the Office of Secretary.
- (d) The Treasurer shall monitor finances, securities, receipts and disbursements of the Friends; shall review and comment on a financial report of the Friends' accounts as prepared by the Director and presented at all Board and membership meetings; shall work with the Director to produce the annual budget and shall perform all other duties incident to the office of Treasurer. In addition, the Treasurer shall act as the chairperson of the Internal Affairs Committee.

**Section 8 – Resignation or termination:** Membership on the Board may be terminated by a member's resignation or by a majority vote by the Board. The Board may vote to remove a member of the Board if the member has missed three consecutive regular meetings without satisfactory explanation. The president will contact any member who has missed two consecutive meetings and advise that a third consecutive miss may result in a recommendation for termination.

**Section 9 – Vacancies:** Vacancies on the Board occurring for any reason shall be filled by the Governance Committee and approved by the Board. A new Board member who replaces a previous Board member will be considered to be completing the previous Board member's term. When filling a previously unfilled position, a new Board member will be nominated for election at the next annual meeting, and will have the same privileges and responsibilities as other Board members until then.

**Section 10 – Code of Ethics:** All Board members are expected to follow the Museum's adopted Code of Ethics.

#### **Article IV – Finances**

**Section 1** – The fiscal year of the Friends shall correspond with that of Missoula County, from July 1 through June 30.

**Section 2** – All funds collected by the Friends shall be used to further the purposes of the Friends, in accordance with all laws and IRS regulations governing 501(c)(3) organizations.

**Section 3** – All funds collected by the Friends are separate property of the Friends. The Friends shall monitor their funds. These funds are made available to aid and support the purposes of the Museum within the restraints of the current Friends budget. Missoula County will maintain complete and accurate records of all fund receipts, disbursements and available balances, along with appropriate supporting invoices or other documentation. These records shall be made available to the Friends and Museum Trustees, upon 30 days notice. When grants, contracts, or other funds are jointly administered by the Museum and the Friends, Missoula County shall prepare and have available a full annual accounting of all receipts, disbursements and balances remaining.

#### **Article V – Committees**

**Section 1 – General:** The Friends Board will be divided into three subcommittees and each member of the Board will serve on at least one committee.

- a) **Governance Committee** – Responsible for identifying and nominating new Board Members, new Board member orientation, Board evaluations, Board training, and the Annual Business Meeting. In addition, the Committee will review and propose updates of the By-Laws to the Board annually. The amendment procedure is described in Article VI.
- b) **External Affairs Committee** – Responsible for marketing plans, fundraising plans and activities, special events, communication and public relations.
- c) **Internal Affairs Committee** – Responsible for the Friends Budget in collaboration with the Museum Director as well as personnel, policies, and strategic planning. In addition, the Committee will track paperwork compliance of Board Members.

**Section 2 – Special Committees:** The president, with Board concurrence, may appoint special or ad hoc committees comprised of Board and non-Board members for such special tasks as shall be needed or desirable to achieve the Friends purposes. The president shall appoint committee members and committee chair for any committee that the Board shall create. All committees of the Board shall meet at such time and place as designated by the committee chair and as often as necessary to accomplish their duties. All meetings will be documented with a summary report which will be presented at the next full Board meeting.

#### **Article VI -- Amendments**

The By-Laws Committee shall communicate any proposed amendment to the Board members not less than 14 days in advance of a vote. The Board may amend the By-Laws by a two-thirds vote of Board members present at a regular or special meeting.

#### **Article VII – Dissolution**

In the event of dissolution of the Friends, any assets, including both funds and property, shall become the property of Missoula County to be placed in the special donation fund of the Museum.

In the event that Missoula County discontinues funding the Historical Museum, the Friends will request the opportunity to operate the Museum as a private museum, or will disband and turn over all of their assets to another 501(c)(3) organization or organizations, to be chosen by vote of the Board.

#### **Article VIII - Presentation of the By-Laws**

The By-Laws of the Friends shall be distributed to all new Board of Directors members.

As amended by the membership at the annual meeting: 4/24/92.

As amended by the Board of Directors: 2/17/93, 4/22/94, 5/15/97, 11/19/98, 8/17/00, 11/16/00, 11/18/04, 2/16/06, 2/11/10, 1/8/15, 5/12/16, 9/13/18