

Bylaws of  
***The MISSABE Railroad Historical Society***

Final Version  
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## **PREAMBLE**

- a) The Missabe Railroad Historical Society is a group of railfans, modelers and rail historians who have banded together for the express purpose of sharing a common interest in the Duluth, Missabe and Iron Range Railway, and its predecessors, the Duluth and Iron Range, and the Duluth, Missabe and Northern.
- b) Its objective is to provide a continuing organized forum for the sharing of information on the Missabe Road from the past to the present.

## **ARTICLE I - NAME AND AFFILIATION**

### ***Section 1 - Name***

- a) The name of this organization shall be THE MISSABE RAILROAD HISTORICAL SOCIETY, hereinafter referred to as the MRHS.

### ***Section 2 - Affiliation***

- a) The MRHS is not affiliated in any way with the Duluth, Missabe and Iron Range Railway Company, nor the Canadian National Railway.

## ARTICLE II – PURPOSE AND SCOPE

- a) The MRHS is organized exclusively to develop and carry on educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b) This will be accomplished primarily by acquiring, archiving and publishing documents pertaining to the history of the Duluth Missabe and Iron Range Railway, and its predecessors and affiliates, including its role in the development of northeastern Minnesota's regional history and culture.

### **ARTICLE III - ORGANIZATION**

- a) The structure of the MRHS shall be comprised of one national organization, incorporated as a not-for-profit corporation in the State of Minnesota.
- b) Governance of the MRHS shall be by an elected Board of Directors.
- c) The fiscal year shall begin July 1.

## **ARTICLE IV - MEMBERSHIP**

### ***Section 1 - Membership Types***

The membership of the MRHS shall be comprised of the following membership types and dues levels:

- a. Regular – The normal basic individual membership
- b. Sustaining – Basic membership at an increased annual rate for the purpose of recognizing an individual's increased contribution to the support of the MRHS
- c. Contributing – Basic membership for an individual at an increased rate for the purpose of exceptional financial support of the MRHS
- d. Gratis – Regular membership without charge for persons as deemed eligible by the MRHS for this membership type, either for purpose of goodwill, or for recognition of outstanding service or contribution.
- e. Corporate – A higher level of membership with special advertising consideration available to businesses and organizations that share in the purpose of preserving and supporting DM&IR history.

### ***Section 2 – Membership Rates***

- a) Rates or dues for the various membership types shall be set and revised by the Board of Directors as required to meet fiscal responsibility for the ongoing operation of the MRHS.

### ***Section 3 - Membership Consideration***

- a. Members shall receive one complete Volume (4 issues) of the newsletter ORE EXTRA
- b. Members shall be offered a reduced rate for annual conventions
- c. Individual members shall be eligible for nomination to any office in the MRHS, subject to age restrictions as set forth in Article V, Section 1
- d. Members at any level shall have access to members-only products, as offered from time to time
- e. Individual members shall be entitled to one vote in any membership election

### ***Section 4 - Membership Duration***

- a. A membership dues payment at any paying level consists of a full volume (4 issues per volume) of the newsletter ORE EXTRA, which may or may not coincide to the fiscal year of the MRHS. Memberships not renewed within 90 days of the mailing of a member's last issue shall be considered cancelled. Within the duration of membership as described, a member is considered a member in good standing.

## ARTICLE V - OFFICERS

### **Section 1 – Eligibility for Office**

- a. Any member in good standing who is at least 18 years of age at the time of election shall be eligible for any open office

### **Section 2 - Officers**

- a. The officer positions of the MRHS shall include the offices of President, Vice President, Treasurer, Secretary, Membership Chair, Convention Chair, Archives Chair, Publications Chair and one (1) Member At Large
- b. A person may hold more than one officer position but no more than ½ of the filled officer positions.
- c. This group shall comprise the Board of Directors of the MRHS

### **Section 3 - Duties**

- a. The **President** shall be the chief executive officer and official voice of the MRHS. The President shall schedule, call and preside over quarterly Board meetings of the MRHS, the annual membership meeting, and any other meetings as required from time to time. The President shall solicit and prepare an agenda for regularly scheduled Board meetings. The President shall make all efforts to maintain and strengthen membership in the MRHS, and promote a sense of unity within the Board of Directors. The President shall make special project assignments as needed. The President, in conjunction with the Treasurer, shall prepare an annual budget of the MRHS for approval of the Board of Directors at least thirty (30) days prior to the Annual Board meeting. The President shall have signing authority on all MRHS accounts.
- b. The **Vice-President** shall be responsible to the President. The Vice-President shall be a member of all standing and special committees. In the absence of the President, the Vice-President shall perform the duties of the office of President. Should a vacancy occur in the presidency of the MRHS, the Vice President shall assume the duties of President until such time as a replacement is selected according to these Bylaws. The Vice-President shall have signing authority on all MRHS accounts.
- c. The **Treasurer** shall be responsible for maintenance of all accounts of the MRHS. In addition, the Treasurer shall be responsible for seeing that all disbursements, receipts, banking relationships, statements and in general, any and all bookkeeping responsibilities of the MRHS are fully and properly performed. The Treasurer shall make quarterly reports of account balances to the Board of Directors and review spending and income versus budget. The Treasurer shall have signing authority on all MRHS accounts.
- d. The **Secretary** shall maintain a record of all meetings and decisions of the MRHS Board of Directors, shall serve all required notices, and discharge any



- other duties at the discretion of the President or Board of Directors. The Secretary shall present quarterly minutes of previous meetings to the Board of Directors.
- e. The **Membership Chair** shall oversee the record keeping of all member demographics, including name, address, membership dates and types. The Membership Chair will direct the processing of incoming applications and renewals, plus the sending of renewals to applicable members. The Membership Chair shall make periodic reports of membership counts available to the Board of Directors, including expirations, and new and renewed memberships.
  - f. The **Convention Chair** shall coordinate and execute all aspects of the annual convention. This position shall present a convention budget to the Board of Directors, and shall be authorized to secure appropriate convention facilities and accommodations.
  - g. The **Archives Chair** shall maintain the archive records of materials owned by the MRHS, and shall plan for acquisition, reproduction, storage, retention, loan and disposition of such materials.
  - h. The **Publications Chair** shall coordinate the production the newsletter ORE EXTRA as a quarterly publication, and shall be responsible for its content and mailing to members. This position shall also produce other various publications as deemed necessary by the Board of Directors and oversee the MRHS web site. This position shall submit a report of cost for each publication upon its completion.
  - i. The **Member At Large** shall assist or carry out any duties or projects at the discretion of the President or Board of Directors.

#### ***Section 4 - Authority of Board Members***

- a. Any Board member may call a meeting of the Board of Directors upon thirty (30) days notice.
- b. Each individual member of the Board of Directors is authorized exactly one (1) vote on any issue before the Board, regardless of the number of Board positions held.
- c. The President, Vice President and Treasurer shall have signing authority on all MRHS accounts.
- d. Each member of the Board is authorized a discretionary single-transaction spending limit of \$100.

#### ***Section 5 - Election of Officers***

- a. Elections for open offices will be held annually, and will occur at the Annual Membership meeting held at the Annual Convention. Results will be based upon a total of collected votes.

- b. One ballot will be distributed to each member in good standing. Ballots may be distributed and collected via electronic means.
- c. Offices of President, Treasurer, Membership Chair, Archives Chair, and Member At Large shall be open for re-election every odd-numbered year.
- d. Offices of Vice President, Secretary, Convention Chair and Publications Chair shall be open for re-election every even-numbered year.

### **Section 6 - Terms of Office**

- a. Persons elected at the Annual Convention shall take office within thirty (30) days of being elected
- b. The person vacating office shall provide a transition of duties within thirty (30) days of the election.
- c. Every officer shall hold office for a two-year term or until removed pursuant to Section 8 of this Article.
- d. There are no limits to terms of office.

### **Section 7 - Vacancy**

- a. Vacancy in any of the Board offices shall be temporarily filled by a simple majority vote at a meeting of the Board, which shall be summoned upon at least thirty (30) days notice. The appointment shall last for the remainder of the term of office.

### **Section 8 - Removal of an Officer**

- a. Any officer may be removed by a simple majority vote at a meeting of the Board of Directors, contingent upon the following procedures:
  - 1. Written charges shall be provided against the officer to every member of the Board of Directors at least thirty (30) days in advance of the meeting at which the motion for removal shall be made.
  - 2. The officer shall be given the opportunity to answer said charges and to know the identity of those bringing charges. Notification by certified mail to all known addresses of the officer shall be deemed as an invitation to answer such charges and shall constitute sufficient notice.
  - 3. A motion for removal, if passed, shall take effect immediately, at which time a vacancy shall be declared pursuant to Section 7 of this Article. If within twenty-four (24) hours the officer submits a resignation, the motion for removal shall be removed from all records, and the resignation shall be recorded as such.

**Section 9 – Succession**

- a) Succession of officers shall be as follows: President – Vice President – Treasurer – Secretary – Membership Chair – Convention Chair – Archives Chair – Publications Chair – Member at Large.

## **ARTICLE VI - COMMITTEES**

### ***Section 1- Creation of a Committee***

- a) Committees may be established under each Board Chair position, as deemed necessary by that Chair for the purpose of soliciting support, input and assistance in performance of the duties of the Chair position.
- b) The Board Chair position shall preside over its committee.
- c) The Board Chair position is responsible for staffing, scheduling and activities of its committee.

### ***Section 2 – Qualification for Participation on Committees***

- a) Committee members must be members in good standing of the MRHS, but need not be a member of the Board of Directors
- b) The Chair of a committee may create additional reasonable requirements for participation on that Chair's committee.

### ***Section 3 – Recognized Committees***

- a) There may be a standing Convention Committee that shall schedule, organize and execute the Annual Convention. This committee will be overseen by the Convention Chair
- b) There may be a standing Communications Committee that shall oversee the general planning, content and direction of all traditional and electronic communication produced by the MRHS. This committee will be overseen by the Publications Chair.
- c) There may be a standing Archives Committee that shall oversee the development and organization of the MRHS archives collection. This committee will be overseen by the Archives Chair.

## **ARTICLE VII – MEETINGS**

### ***Section 1 – Board of Directors - Frequency of Meetings***

- a) Regularly scheduled meetings of the Board of Directors shall occur not less than four (4) times per fiscal year, with the location, date and time being set by the President or his designate.
- b) Board of Directors meetings shall be open for attendance by any MRHS member in good standing, and only by invitation of the Board of Directors for any other persons.
- c) Meeting shall not be scheduled to fall on a holiday weekend unless agreed upon by the the members of the Board.

### ***Section 2 - Board of Directors Meeting Quorum***

- a) A simple majority of all acting members of the Board of Directors shall constitute a quorum for the transaction of business.

### ***Section 3 – Annual Convention***

- a) An annual convention shall be held for the purpose of building MRHS friendships and acquaintances.

### ***Section 4 – Annual Membership Meeting***

- a) An annual Membership Meeting shall be held for the purpose of soliciting membership participation in the governance of the MRHS, and for the purpose of announcing the results of an annual election of officers.

### ***Section 5 – Other Meetings***

- a) The Board of Directors may hold other membership meetings or special events from time to time as it sees fit.

## **ARTICLE VIII - ANNUAL CONVENTION**

### ***Section 1 - Time and Location***

- a) The MRHS shall convene an Annual Convention unless the Convention Committee reports that it is not reasonable to do so. In such a case, the Convention Committee shall make recommendation to the Board of Directors on when to hold the Convention.
- b) The location of the Convention shall generally rotate between a port location, Duluth or Two Harbors, and a Range location every other year unless circumstances dictate otherwise.

### ***Section 2 - Convention Events***

- a) Tours of Missabe-related facilities and/or locations shall be featured
- b) A banquet shall be provided
- c) A model and photo contest shall be held
- d) An Annual Membership meeting shall be held
- e) The balance of the content of the convention shall be at the discretion of the Convention committee.

## **ARTICLE IX - ANNUAL MEMBERSHIP MEETING**

### ***Section 1 - Time and Location***

- a) The Annual Membership meeting shall convene during the Annual Convention, or during the Annual Meeting announced by the Board of Directors if no Annual Convention is held.
- b) The exact time and location of the meeting shall be announced in the convention registration materials and at the beginning of the Annual Convention (if held), and shall be scheduled at a time and place generally convenient to Convention attendees.

### ***Section 2 – General Considerations***

- a) The meeting shall be open to all MRHS members in good standing, regardless of Convention registration.
- b) The President or his designate shall conduct the meeting and call it to order
- c) The meeting shall address any MRHS-related issues brought to its attention
- d) Election results shall be announced during the meeting.

## **ARTICLE X - GENERAL PROVISIONS**

### ***Section 1 - Expenditures***

Expenditures in excess of one hundred dollars (\$100.00) shall be subject to prior approval by a majority vote of the Board of Directors.

### ***Section 2 - Reserved Powers***

Subject to the conditions and limitations herein provided, the MRHS shall be considered an autonomous organization.



## **ARTICLE XI - AMENDMENT OF THE BYLAWS**

### ***Section 1 - Amendment***

- a) These Bylaws may be temporarily amended by a simple majority vote of all members of the Board of Directors. Any such temporary amendments shall take effect on the first Monday after the adjournment thereof unless a specific exception is stated in the motion to amend.
- b) Temporary Amendments shall be approved or defeated by vote of the membership. Resolution to amend shall be described and included on the ballot for annual election of officers.

### ***Section 2 - Notice to Petition for Amendment***

- a) Notice to Petition for Amendment of the Bylaws shall be given thirty (30) days prior to a meeting of the Board of Directors at which such a change is to be voted upon.
- b) The Notice of Petition shall plainly state the Amendment to be modified, and its proposed modification.
- c) Members of the Board of Directors may submit Notice of Petition under their signature, or as an issue before the Board.
- d) Any MRHS member in good standing not in a Board position may bring Notice of Petition with at least 10 signatures from MRHS members in good standing.
- e) Anyone bringing Notice of Petition shall make an oral argument for the petition at the next scheduled meeting of the Board of Directors.
- f) Any Notice of Petition for amendment of the bylaws shall be put to a membership vote within 90 days or on the ballot for the next annual election of officers, whichever comes first.

## **ARTICLE XII - SUSPENSION OF THE BYLAWS**

- a) Any section of these Bylaws may be temporarily suspended by a simple majority vote of all members of the Board of Directors. Any such temporary suspensions shall take effect immediately unless a specific exception is stated in the motion to suspend.
- b) A motion to suspend must identify the Article and Sections being suspended and may not suspend more than one article.
- c) Temporary suspension shall be approved or defeated by vote of the membership. Resolution to suspend shall be described and put to a membership vote within 90 days or on the ballot for the next annual election of officers, whichever comes first.
- d) This Article may not be suspended.