

**BYLAWS OF
THE MINNESOTA STREETCAR MUSEUM**

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ARTICLE 1 – *Name and Purpose*

- 1.1 The name of this corporation is The Minnesota Streetcar Museum (“Corporation”). The Corporation is a Minnesota not-for-profit corporation.
- 1.2 The Corporation is organized exclusively for charitable, educational, and scientific purposes, as set forth in the Corporation’s Articles of Incorporation.
- 1.3 The activities of the Corporation shall be carried on in the manner permitted by section 501(c)(3) of the Internal Revenue Code. No part of the Corporation’s net earnings is to inure to the benefit of any private shareholder (the Corporation has no shareholders) or individual.

ARTICLE 2 – *Members*

Section 2.1 MEMBER CATEGORIES. The Corporation shall have four categories of members: Regular, Life, Associate and Honorary.

- 2.1.1 Regular Members. Regular members are natural persons who have paid the dues established by the Board of Directors. Regular members may vote in the Corporation’s elections and shall receive other benefits established by the Board.
- 2.1.2 Life Members. Life members are natural persons who have paid the dues established by the Board of Directors. Life members may vote in the Corporation’s elections and shall receive other benefits established by the Board.
- 2.1.3 Associate Members. Any corporation, firm, partnership, or other business, professional, or other entity that has paid the dues established by the Board may become an Associate Member of the Corporation. Associate Members may vote in the Corporation’s elections and shall receive other benefits established by the Board.

2.1.4 Honorary Members. The Board of Directors may recognize significant financial, volunteer, or other contributions to the Corporation by conferring upon a natural person, corporation, firm, partnership, other business or professional entity, educational or scientific organization, historical society, museum, political subdivision, or other non-profit entity an honorary membership. Honorary members shall receive benefits established by the Board. Honorary Members will not be charged dues and are not eligible to vote in the Corporation's elections.

Section 2.2 Eligibility for membership. Application for membership shall be open to any membership category, as stated in section 2.1, that supports the purpose statement in Article 1. Membership is granted after completion and receipt of a membership application and annual dues, except for honorary membership which is granted by the Board.

Section 2.3 Non-transferability of Membership. Membership in the Corporation is not transferable.

Section 2.4 Property Rights of Members. Members shall have no direct or reversionary interest in the assets or net earnings of the Corporation. No member shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. The Corporation shall not afford pecuniary profit or financial gain, directly, indirectly, incidentally, or otherwise, to its members.

Section 2.5 Termination of Membership. Membership in the Corporation, and all rights incident to membership in the Corporation, may be terminated as follows:

2.5.1 Resignation. Any member may resign by filing a written resignation with the Corporation's Secretary. Resignation is effective upon receipt by the Secretary unless a later date is specified in the resignation notice. Resignation shall not relieve a member of any financial or other obligation to the Corporation previously accrued. Resignation shall not entitle a member to a refund of dues.

2.5.2 Expiration. Membership shall terminate upon the expiration or termination of a member's membership at the end of the paid term of membership.

2.5.3 Suspension or Revocation. The Board of Directors, by a simple majority vote, may suspend, revoke, or restrict a member's membership privileges as a form of discipline, for willful violation of, or failure to comply with: the Articles of Incorporation; these By-laws; and, the policies, procedures, and rules of the Corporation, including but not limited to the Member Conduct Code.

ARTICLE 3 – Meetings of Members

Section 3.1 ANNUAL MEETING. An Annual Meeting of Members shall be held at a time and place to be determined by the Board. At the annual meeting the members shall elect directors and receive reports on the activities of the Corporation. Such reports will include, at a minimum, a state of the Corporation report and the financial status of the Corporation.

Section 3.2 SPECIAL MEETINGS. A Special Meeting of the membership may be called by the Chair, by the Executive Committee; by a majority of the Board of Directors; or by ten percent of the voting members of the Corporation, but in any event by not less than 25 members. The Special Meeting notice will be sent to the Members in accordance with section 3.3 of these Bylaws and shall contain a clear and concise statement of the purpose of the meeting and any questions to be decided. The business transacted at special meetings is limited only to those items contained in the notice.

Section 3.3 NOTICE OF MEETINGS. Written notice stating the place, date and time and purpose of any meeting of Members shall be delivered to each Member entitled to vote at the meeting not less than thirty (30) days nor more than sixty (60) days prior to the date of such meeting.

Section 3.4 RECORD DATE. The Record Date for a meeting of the Members shall be the date on which the notice of the meeting is delivered to the Members. Only Members of record on the Record Date shall be entitled to vote at the meeting.

Section 3.5 QUORUM AND MANNER OF ACTING. Except as otherwise provided by the laws of the State of Minnesota, ten percent of the voting members of the Corporation are a quorum for the transaction of business at any membership meeting. If a quorum is present, the affirmative vote of a simple majority of the Members at such meeting shall be the act of the Members, unless the vote of a greater number is required by law, the articles of incorporation or these Bylaws. Once a meeting has been called to order and a quorum has been established, members present may conduct business until adjournment even in the absence of a quorum.

Section 3.6 VOTING. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Proxy voting, cumulative voting and voting agreements are prohibited.

ARTICLE 4 – Board of Directors

Section 4.1 GENERAL POWERS. The affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

Section 4.2 NUMBER, TERMS AND QUALIFICATIONS. The Board shall consist of Class A and Class B Directors.

4.2.1 Class A Directors. There shall be six Class A Directors elected to three-year terms. Two Directors shall be elected at each Annual Membership Meeting. Class A Directors shall be voting members of the Corporation.

4.2.2 Class B Directors. There shall be up to five Class B Directors appointed by the Class A Directors. Class B Directors shall be appointed to one-year terms at the first Board meeting after the Annual Membership Meeting at which the Class A Directors are elected. Class B Directors need not be members of the Corporation but shall be established members of the community with strong leadership and organizational skills, the ability to represent the Corporation within the community at large, and the ability to develop support for the Corporation and its activities within the community at large.

Section 4.3 NOMINATIONS. Candidates for Director positions may be nominated either by the Nominating Committee or by petition, as follows:

4.3.1 Nominating and Election Committee. The Nominating and Election Committee (see Section 6.1.3) shall select such persons as nominees who it determines to be willing, able and best qualified to be candidates for the Director positions to be filled in that calendar year. The committee, if it chooses to do so, may select more nominees than the number of positions to be filled. The committee will deliver its recommendations to the Secretary no later than seventy-five (75) days prior to the next Annual Meeting of Members.

4.3.2 Petition. Any eligible person may be nominated as a candidate for Director by a petition signed by representatives of at least ten (10) Members. The petition must contain the name of the nominee, a brief resume of the nominee and the nominee's written consent to the nomination. Any such petition must be delivered to the Secretary no later than fifteen (15) days prior to the next Annual Meeting of Members.

4.3.3 Any nominee may withdraw his/her name by request to the Secretary.

Section 4.4 ELECTIONS. New directors and current directors shall be elected or re-elected by the members at the annual meeting.

4.4.1 Election of Directors. Directors will be elected by a simple majority of members present at the annual meeting. Write-in candidates on ballots are prohibited.

4.4.2 Uncontested Elections. In the event an election is uncontested, the Board shall inform the Members that the election is not contested and shall report that the candidates will be elected to the vacant Director positions by acclamation at the annual meeting.

Section 4.5 REGULAR MEETINGS AND NOTICE. The Board shall meet at least quarterly, at an agreed upon time and place. Each Board member shall have written or electronic (via e-mail) notice at least two weeks in advance, unless the Board is required to meet in an emergency.

Section 4.6 ANNUAL MEETING. The Annual Meeting of the Board shall be held on the same date as and at the same place as the Annual Membership Meeting, at which time the newly elected Board shall appoint Class B Directors, elect and appoint officers and committees, and conduct any other business that may be necessary and appropriate.

Section 4.7 SPECIAL MEETINGS. Special meetings of the Board may be called by the Chair, the Executive Committee or any five (5) Board members.

4.7.1 The person or persons authorized to call special meetings may fix the time and place for any special meeting of the Board called by them. If the person or persons calling the meeting fail to fix the time and place for the meeting, the Secretary shall do so.

4.7.2 Notice of any special meeting of the Board shall be delivered in person or by e-mail to each Director no later than two (2) days in advance of the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting need be specified in the notice unless otherwise required by law or these Bylaws.

Section 4.8 QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business before the Board, except that, if less than a quorum is present at a meeting, the majority of Directors present may adjourn the meeting to another time.

Section 4.9 MANNER OF ACTING. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the articles of incorporation or these Bylaws. No Director may act by proxy on any matter.

Section 4.10 PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS AND ELECTRONIC VOTING. Directors may participate in and act at any meeting of the Board when meeting at a single location is either impractical or unnecessary. Convening of meetings and approval of motions by vote can be accomplished through the following methods.

- 4.10.1 Conference telephone or other communications equipment by means of which all Directors participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.
- 4.10.2 Voting using e-mail. The submission of a motion to the directors shall be initiated by the Chair, Vice Chair, Secretary or Treasurer. The format for electronic voting shall be in the form of a stated motion, explanation or background, and a call for the vote.
- 4.10.3 Affirmation of all electronic votes by the Board shall occur at the next Board meeting scheduled after the vote on the motion by electronic vote.

Section 4.11 INFORMAL ACTION BY DIRECTORS. Any action which may be taken at a meeting of the Board may be taken without a meeting if all Directors consent in writing to the action.

Section 4.12 RESIGNATION. A Director may resign at any time by written notice given to the Chair or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date.

Section 4.13 REMOVAL OF DIRECTORS. A director may be removed without cause by an affirmative vote of two-thirds of the entire Board. A director may be removed with cause by an affirmative vote of a majority of the entire Board.

Section 4.14 VACANCIES. Any vacancy occurring on the Board between elections shall be filled by the Board unless otherwise provided by law. A Director appointed by the Board to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 4.15 COMPENSATION. Directors shall receive no reimbursement for expenses incurred in connection with their attendance at meetings of the Board or of the membership. Directors may be compensated for other reasonable expenses incurred with the advance approval of the Executive Committee and in compliance with the Corporation's finance policies and procedures.

ARTICLE 5 – Officers

Section 5.1 GENERAL. The officers of the Corporation shall include a Chair, Vice Chair, a Secretary, a Treasurer and such other officers as may be elected or appointed by the Board. Any two or more offices may be held by the same person. All officers serve under the direction of the Board and shall perform duties as may be specified by the Board. The Board may delegate any of the duties of an officer to any other officer or Director.

Section 5.2 ELECTION, TERM AND REMOVAL. Officers shall be elected annually by the Board at its annual meeting (Section 4.6) or as soon thereafter as may be convenient. New officers may be created and filled, and officers previously created by the Board eliminated at any meeting of the Board. The Board may remove any officer from office at any time.

Section 5.3 DUTIES OF OFFICERS

- 5.3.1 *CHAIR.* The Chair is the chief executive officer of the Corporation. He/she shall preside over all meetings of the Board and the Members and shall be, ex officio, a member of all committees. Only Directors may serve as Chair.
- 5.3.2 *VICE CHAIR.* In the absence of the Chair, or in the event of his/her refusal or inability to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Chair. Only Directors may serve as Vice Chair.
- 5.3.3 *SECRETARY.* The Secretary is responsible for the Corporation's corporate records, minutes of meetings, and correspondence, and shall have authority to certify documents of the Corporation as true and correct. The Secretary shall see that an accurate list of the Corporation's members is maintained and that all notices are given as required by these Bylaws or by law. The Secretary is not required to be a director.
- 5.3.4 *TREASURER.* The Treasurer is the chief financial and accounting officer of the Corporation and shall have custody of the Corporation's corporate funds and financial records. The Treasurer shall see that funds are disbursed as may be authorized by the Board that adequate books of account are maintained, and that tax and other reporting forms are properly filed as required by law. The treasurer is not required to be a director.
- 5.3.5 *GENERAL SUPERINTENDENT.* The Board shall appoint a General Superintendent to be the Senior Manager of the Corporation's heritage streetcar operations at the Como-Harriet Streetcar Line and Excelsior Streetcar Line. The General Superintendent shall serve at the pleasure of the Board. The General Superintendent is authorized to delegate his authority to managers and supervisors, and to create working committees, to effectively manage the operations of the Corporation.
- 5.3.6 *OTHER MANAGERS.* Manager or Supervisory positions created by the Board shall have the authority and duties specified by the Board.

ARTICLE 6 – Committees

Section 6.1 STANDING COMMITTEES. The Corporation shall have the following standing committees:

6.1.1 *Executive Committee.* The Executive Committee consists of the Corporation’s Chair, a Vice Chair, Treasurer, Secretary and one other Director or Officer selected by the Board. At least three (3) of the Committee members shall be Directors. Subject to direction and control of the Board and to the limitations of Section 6.3, the Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, except as provided by law or these Bylaws.

6.1.2 *Finance Committee.* The Finance Committee consists of the Treasurer, who shall serve as the Committee chair, and up to four (4) representatives of the Members appointed by the Board. The Finance Committee shall oversee financial procedures, the annual budget, financial reporting and investment and disbursement of Corporation funds, and shall make recommendations on these matters to the Treasurer and to the Board.

6.1.3 *Nominating and Election Committee.* The Nominating and Election Committee is selected by the Board and consists of up to five (5) representatives from the Members. The Nominating and Election Committee shall be responsible for recommending candidates for election to the Board of Directors, as provided in Section 4.3 of these Bylaws. If the election of Directors is contested, the Nominating and Election Committee shall conduct the election at the Corporation’s annual meeting.

Section 6.2 OTHER COMMITTEES. The Board may create other committees from time to time, such committees having the duties, quorum requirements and procedures as may be specified by the Board. The Chair shall be an ex officio member of all such committees. If a committee is authorized to exercise the authority of the Board in any manner, at least two (2) Directors shall be committee members, and a majority of the committee membership shall be Directors.

Section 6.3 LIMITATIONS. No committee shall (i) adopt a plan for distribution of the assets of the Corporation or its dissolution; (ii) approve or recommend to the Members any act required by law to be approved by Members (does not apply to nominating committee recommendations relating to election of Directors); (iii) fill vacancies on the Board; (iv) elect, appoint or remove any officer; (v) adopt a plan of merger or consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or (vi) Amend, alter, repeal or take action inconsistent with any Board action which provides, by its terms, that it shall not be amended, altered or repealed by action of a committee.

Article 7 – Miscellaneous Provisions

Section 7.1 FISCAL MANAGEMENT.

7.1.1 *Fiscal Year.* The Corporation’s fiscal year ends on December 31.

7.1.2 Execution of Corporate Documents. With the authorization of the Board, all contracts and notes shall be executed on behalf of the Corporation by the Chair or by any other parties designated by an appropriate resolution of the Board. All checks and other drafts shall be executed on behalf of the Corporation by the Chair, the Treasurer, or by any other parties designated by an appropriate resolution of the Board of Directors.

7.1.3 Fidelity Bonds. The Corporation may require that all officers and employees of the Corporation having control or custody of corporate funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Corporation.

Section 7.2 CONFLICTS OF INTEREST. Directors and Officers of the corporation shall comply with the provisions regarding conflicts of interest as stated in the Corporation's Policy No. 3, *Conflict of Interest Policy*.

Section 7.3 CONDUCT OF MEETINGS. All meetings shall be conducted by consensus or, in the absence of consensus, in accordance with *Roberts Rules of Order, Newly Revised*. In case of a conflict between *Roberts Rules of Order* and these Bylaws, these Bylaws will govern.

Section 7.4 AMENDMENTS. These By-laws may be amended or restated by the affirmative vote of sixty (60) percent of the total number of Directors of the Corporation.

Section 7.5 DISSOLUTION – DISTRIBUTION OF ASSETS. The assets of the Corporation in the process of dissolution shall be applied and distributed as follows:


7.5.1 All liabilities and obligations of the Corporation shall be paid, satisfied or discharged, or adequate provision shall be made therefore, in accordance with Minnesota law.

7.5.2 Assets held by the Corporation upon condition requiring return, transfer or conveyance by reason of the dissolution shall be returned, transferred or returned in accordance with such requirements;

7.5.3 Any remaining assets shall be conveyed to one or more corporations, societies or organizations which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or any successor statute and which are engaged in activities substantially similar to those of the Corporation, pursuant to a plan of distribution adopted in accordance with Minnesota law.

Article 8 – Certification

The undersigned, Secretary of The Minnesota Streetcar Museum, certifies that these By-laws, as revised, were adopted at a meeting of the Board of Directors duly held on June 16, 2018 and became effective immediately.


JAMES A. VAITKUNAS
Secretary

DATE: June 16, 2018