

# THE MINNESOTA STREETCAR MUSEUM

## Third Amended By-laws

### Article 1 – Name

The Corporation shall be known as The Minnesota Streetcar Museum.

### Article 2 – Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes, as set forth in the Corporation's Articles of Incorporation.

### Article 3 – Members

**Section 3.01. Classes of Membership.** The Corporation shall have five classes of members: voting, regular, associate, affiliate, and life.

**Section 3.02. Voting Members.** Voting members are natural persons who have paid the dues established by the Board of Directors and who have volunteered at least twelve hours in the previous calendar year. Voting members may vote in the Corporation's elections and shall receive other benefits established by the Board. The Board may provide for multiple votes per membership if there are multiple qualified volunteer members covered by a membership.

**Section 3.03. Regular Members.** Regular members are natural persons who have paid the dues established by the Board. Regular members shall receive benefits established by the Board.

**Section 3.04. 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 shall receive benefits established by the Board.

**Section 3.05. Affiliate Members.** Any educational or scientific organization, historical society, museum, political subdivision, or other non-profit entity whose purposes are consistent with those of the Corporation that has paid the dues established by the Board may become an Affiliate Member of the Corporation. Affiliate Members shall receive benefits established by the Board.

**Section 3.06. Life 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 a life membership. Life members may also be natural persons, corporations, firms, partnerships, other business or professional entities, educational or scientific organizations, historical societies, museums, political subdivisions, and other non-profit entities that have paid the dues established by

the Board. Life members may vote in the Corporation's elections and shall receive other benefits established by the Board. The Board may provide for multiple votes per membership if there are multiple members covered by a life membership.

**Section 3.07. 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 3.08. Nontransferability of Membership.** Membership in the Corporation is not transferable.

**Section 3.09. Termination of Membership.** Membership in the Corporation, and all rights incident to membership in the Corporation, may be terminated as follows:

- A. 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.
- B. Expiration. Membership shall terminate upon the expiration or termination of a member's membership at the end of the paid term of membership.
- C. Suspension or Revocation. A member may be suspended, revoked, or otherwise, conditioned, disciplined, or restricted (1) 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; for (2) destruction of the Corporation's property, failure to maintain the appropriate standard of care in handling and preserving artifacts, fraud, theft, exhibiting abusive, inappropriate, or unsafe behavior towards members, the public, or the Corporation's contractors, employees, regulators, or vendors, or other cause. Before suspension or revocation of membership, the Corporation shall provide the member with (1) notice of the reasons for proposed suspension or revocation at least fifteen days before the date upon which the proposed suspension or revocation is to occur and (2) the opportunity to contest the proposed suspension or revocation before the Board or a committee of the Board authorized to rescind or reduce the suspension or revocation.

## **Article 4 – Membership Meetings**

**Section 4.01. Annual Meeting.** The Annual Meeting of the membership shall occur on ~~the second Tuesday of~~ any day in March. If the Board does not schedule the Annual Membership Meeting within fifteen months of the previous meeting, it may be scheduled by the membership provided that the procedures followed in Sections 4.03 and 5.04 are substantially complied with.

**Section 4.02. 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. If a special meeting is called by the Chair, the Executive Committee, or a majority of the Board, the notice shall contain a clear and concise statement of the purpose of the meeting and any questions to be decided. If a Special Meeting is requested by voting members, the request shall contain a clear and concise statement of the purpose of the meeting and any questions to be decided and shall be signed by the requisite number of voting members. The Board shall call a Special Meeting within thirty days of receipt of a request and the Special Meeting shall be held within ninety days of receipt of the request. The notice 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 to those items contained in the notice from the Chair, the Executive Committee, or a majority of the Board and to those items contained in the request from the voting members. No items not contained in the notice or request shall be considered by the membership.

**Section 4.03. Notice of Meetings.** Notice of membership meetings shall be mailed to members between ten and thirty days in advance of the date of the meeting, excluding the date of the meeting. The notice shall contain the date, time, and location of the meeting and state the purpose of the meeting and the questions to be decided.

**Section 4.04. Date, Time, and Location of Meetings.** The Chair, in consultation with the Board, shall establish the date, time, and location of the Annual Meeting and of Special Meetings of the membership. Such meetings shall be held in Hennepin or Ramsey County, Minnesota.

**Section 4.05. Quorum at Meetings.** 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. 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 4.05. Adjournment of Meetings.** At any meeting at which a quorum is not present, the Chair shall have the authority to adjourn the meeting to a later date. Any membership meeting may be adjourned. No additional notice of the date, time, and location of the adjourned meeting shall be required other than the announcement made at the time of adjournment.

**Section 4.06. Conduct of Meetings.** Membership meetings shall be conducted by consensus or, in the absence of consensus, in accordance with *Roberts Rules of Order, Newly Revised*. The Chair, if present, or the Vice Chair, shall preside at all membership meetings. In the absence of the Chair and Vice Chair, the Directors present shall appoint any one of them to act as presiding officer of the meeting.

**Section 4.07. Proxies.** Proxies may be used in the conduct of membership meetings. If used, the Board shall appoint a neutral Proxy Committee to oversee the preparation, distribution, registration, and use of proxies.

## Article 5 – Board of Directors

**Section 5.01. Governing Authority.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board shall have all the authority, duties, and power appropriate and necessary for the administration of the Corporation’s business and affairs consistent with the laws of the State of Minnesota, the Articles of Incorporation, and these By-laws.

**Section 5.02. Number and Qualifications.** Directors shall be natural persons. The Board of Directors shall consist of six to eleven Directors as provided for in Section 5.03.

**Section 5.03. Classes of Directors.** The Board shall consist of Class I and Class II Directors.

- A. Class I Directors. There shall be six Class I Directors elected to three-year terms. Two Directors shall be elected at each Annual Membership Meeting. Class I Directors shall be voting members of the Corporation.
- B. Class II Directors. There shall be three to five Class II Directors appointed by the Class I Directors. Class II Directors shall be appointed to one-year terms at the first Board meeting after the Annual Membership Meeting at which the Class I Directors are elected. Class II Directors need not be members of the Corporation but shall be drawn from the community at large and 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 5.04. Nomination and Election of Class I Directors.**

- A. Nominations and Elections Committee. The Board shall appoint a Nominations and Elections Committee consisting of three to five voting members of the Corporation no later than January 15 or two months in advance of the date of the Annual Membership Meeting for purposes of conducting a contested election. No member of the Committee shall be a contractor, Director, employee, officer, or vendor of the Corporation. The Committee shall elect a Chair, a Vice Chair, and a Secretary and shall provide to the Board and to the Secretary an account of its proceedings. No one not on the Committee shall participate in its deliberations or work.
- B. Election Procedure. The Corporation’s Secretary shall provide the Chair, or if the Chair is seeking re-election to the Board, another director not seeking re-election to the Board, with ~~two~~ an accurate and current lists of labels and a list containing the names and last known addresses of each voting member of the Corporation within three business days of appointment of the Committee. The Chair or other director not seeking re-election shall mail a notice to all voting members by ~~first-class~~ United States Mail of any class by November 30. The notice shall contain an announcement of the election, the date, time, and location of the Annual Membership Meeting, and a summary of the procedures under which the election will be conducted, including but not limited to relevant dates, deadlines, and policies. It shall also invite nominations for candidacy and provide that nominations must

be submitted to the Chair or other director not seeking re-election to the Board by January 2 or, if January 2 is a Sunday or holiday, the following business day. Submission to the Chair or other director not seeking re-election means hand-delivered to the address indicated or postmarked by that date and received within five days. Any voting member is eligible for election. Voting members may be nominated by others or self-nominated. The Chair or other director not seeking re-election shall ensure that all voting members nominated by others are willing to serve if elected. Candidates may provide for inclusion with ballot materials a list of qualifications and a statement of position not to exceed one typewritten page with one-inch margins and in twelve-point type. If the election is contested and a Committee is appointed, it shall mail ballot materials to the voting members by February 1. Ballot materials shall include (1) A ballot with space for write-in candidates. Candidate names shall be listed in random order. (2) A stamped envelope addressed to the address designated by the Committee that includes the voting member's name and address for verification purposes only. (3) Candidate information provided by the candidate if provided in conformance with this section. (4) Instructions consistent with this section that indicate that all ballots, to be counted, must be submitted to the Committee at the designated address by March 1, or, if March 1 is a Sunday or holiday, the following business day. Submission to the Committee means hand-delivered to the address indicated by the Committee or postmarked by that date and received within five days. No ballot materials shall be opened before the meeting of the Committee called to count the ballots. The Committee shall prepare a report indicating the names of all candidates, including write-in candidates, and the number of votes that each candidate received. This report shall be provided to the membership at the Annual Membership Meeting. A copy shall be provided to the Corporation's Secretary, to the editor of the Corporation's magazine or newsletter for publication in the next issue, and to the Corporation's webmaster for inclusion in the Corporation's website. All ballots shall be retained for ten days after the conclusion of the Annual Membership Meeting, after which they shall be destroyed. Any failure by the Board or the Committee to meet the deadlines or follow the procedures established in this section shall not invalidate the election provided that the Board's and Committee's actions do not unreasonably impact the fundamental fairness of the election.

- C. Uncontested Elections. In the event that an election is uncontested, the Board shall not appoint a Nominations and Elections Committee and shall not hold an election as described in Section 5.04 B. but shall inform the that the election is not contested and shall report as provided in Section 5.04 B.

**Section 5.05. Resignation of Directors.** A Director 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.

**Section 5.06. 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. The Board may establish attendance standards for Board and committee meetings. Failure to meet attendance standards may be considered cause for removal. Any Director whose membership is suspended or revoked is automatically removed from the Board.

**Section 5.07. Vacancies on the Board of Directors.** Vacancies on the Board shall be filled by nomination by the Chair and confirmation by the Board. Appointment to a vacant Class I seat shall

be until the next Annual Meeting, at which time the membership shall elect a Director to complete the remainder of the term. Appointment to a vacant Class II seat shall be until the next Annual Meeting.

**Section 5.08. Compensation for the Board of Directors.** Directors shall receive no compensation for services rendered in their capacity as Director. 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.

**Section 5.09. Conflicts of Interest.** A contract or other transaction between the Corporation and one or more of its Directors or between the Corporation and another corporation or organization of which one or more of its Directors are directors, officers, or legal representatives or have a material financial interest is not void or voidable because the Director or Directors or the other organization are parties or because the Director or Directors are present at the meeting of the members or of the Board or a committee of the Corporation or of the Board at which the contract or transaction is authorized if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized, approved, or ratified;
- B. The material facts to the contract or transaction and as to the Director's or Directors' interest are fully disclosed and known to the members and the contract or transaction is approved in good faith by a two-thirds majority of the voting members of the Corporation, provided that the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote; or
- C. The material facts as to the contract or transaction and as to the Director or Directors' interest are fully disclosed or known to the Board or committee and the Board or the committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority of the Board or committee, provided that the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

For purposes of this section, a Director has a material financial interest in each organization of which the Director, spouse, parent, sibling, child or spouse of parent, sibling, or child, or any combination thereof, have a material financial interest.

**Section 5.10. Limitation of Liability.** A Director shall discharge his or her duties in good faith, in a manner that the Director reasonably believes to be in the best interest of the Corporation, and with the care that an ordinary prudent person in a like position would exercise under similar circumstances. A Director who so performs his or her duties is not liable by reason of being or having been a Director of the Corporation. A Director is entitled to reasonably rely upon information, opinions, reports, and statements, including financial statements and other financial data, prepared and presented by one or more officers or employees of the Corporation whom the Director reasonably believes to be competent and reliable in the matters presented; legal counsel; certified public accountants; other persons as to matters that the Director reasonably believes are

within the person's educational, professional, or technical competence, including by licensure; or a committee of the Board or of the Corporation upon which the Director does not serve. The right to rely upon information, opinions, reports, statements, legal counsel, certified public accountants, other persons of appropriate competence, or a committee of the Board or of the Corporation shall not apply to a Director who has knowledge concerning the matter in question that makes the reliance otherwise permitted by this section unwarranted.

## **Article 6 – Board of Directors Meetings**

**Section 6.01. Location of Meetings.** Meetings of the Board of Directors may be held at the registered office of the Corporation or at any other place that the Board may select.

**Section 6.02. 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 the newly elected Board shall appoint Class II Directors, elect and appoint officers and committees, and conduct any other business that may be necessary and appropriate.

**Section 6.03. Regular Meetings.** The Board shall meet at least quarterly to conduct the business and affairs of the Corporation. Notice of regular Board meetings shall be given to each Director personally or by e-mail, facsimile, telephone, or United States Mail at least five business days in advance of the meeting. Notices of regular meetings shall contain a clear and concise statement of the purpose of the meeting, any questions to be decided, and materials pertinent to the purpose of the meeting and the questions to be decided.

**Section 6.04. Special Meetings.** Special meetings of the Board may be called by the Chair or by any two Directors with at least five business days' notice to each Director personally or by e-mail, facsimile, telephone, or United States Mail. Notices of special meetings shall contain a clear and concise statement of the purpose of the meeting and any questions to be decided, and materials pertinent to the purpose of the meeting and the questions to be decided. No items not contained in the notice shall be considered by the Board.

**Section 6.05. Waiver of Notice.** Directors may waive notice of any meeting of the Board before, at, or after the meeting in writing or by attendance. Attendance at a meeting by a Director shall constitute waiver of notice of the meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not validly held and does not participate thereafter in the meeting.

**Section 6.06. Quorum.** At all meetings of the Board a majority of the Directors currently holding office is a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, except where a larger number is required by the laws of the State of Minnesota, the Articles of Incorporation, or these By-laws. If, at any meeting of the Board, there is less than a quorum present, the majority of the Directors present may adjourn the meeting from time to time. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal

of a Director or Directors originally present leaves less than the number otherwise required for a quorum.

**Section 6.07. Conduct of Meetings via Electronic Means.** Board and committee meetings may be held electronically provided that the meeting is otherwise duly called or held, there is a quorum under Section 6.06, and the Directors and any members attending the meeting may simultaneously hear each other during the meeting. Participation in a meeting electronically constitutes presence in person at the meeting.

**Section 6.08. Written Action in Lieu of a Meeting.** To the extent permitted by law, any lawful action of the Board may be taken without a meeting if such action is in a writing signed by all Directors entitled to vote on the matter and the writing is filed with the minutes of the Board or if such action is conducted by e-mail and a record of the e-mails is filed with the minutes of the Board. Counterpart signatures on a written action shall be valid and effective to the same extent as signatures on the same document provided that the content of the documents are identical. Any such written action is effective when signed unless a different effective date is specified in the document.

**Section 6.09. Conduct of Meetings.** Board meetings shall be conducted by consensus, or in the absence of consensus, in accordance with *Roberts Rules of Order, Newly Revised*. The Chair, if present, or the Vice Chair, shall preside at all Board meetings. In the absence of the Chair and Vice Chair, the Directors present shall appoint any one of them to act as presiding officer of the meeting.

**Section 6.10. Proxies.** Proxies shall not be used by Directors in the conduct of meetings of the Board.

**Section 6.11. Attendance of Members.** All meetings of the Board shall be open to members of the Corporation of any class except for portions of meetings at which matters are being discussed that shall or may legally be conducted privately. Members or groups of members may address the Board to express concerns about Board decisions or policies and to recommend that the Board take, or not take, specific actions. Such requests shall not be unreasonably denied.

## **Article 7 – Officers**

**Section 7.01. Designation of Officers.** The principal officers of the Corporation shall be the Chair, the Vice Chair, the Secretary, and the Treasurer. The Chair and the Vice Chair shall be members of the Board of Directors. The Secretary and Treasurer may but do not need to be members of the Board of Directors. If not otherwise members of the Board, the Secretary and Treasurer are not members of the Board and are not authorized to vote on matters before the Board.

**Section 7.02. Election and Appointment of Officers.** The officers of the Corporation shall be elected annually by the Board at its annual meeting. All officers shall serve for one year, which shall expire at the Annual Board Meeting following their election. Officers may serve consecutive terms. Officers shall continue in office until his or her successor is duly elected and qualifies, subject to such officer's death, disability, disqualification, resignation, or removal. Officer nominations shall be made from the floor.

**Section 7.03. Resignation of Officers.** An officer 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.

**Section 7.04. Removal of Officers.** An officer may be removed without cause by an affirmative vote of two-thirds of the entire Board. An officer may be removed with cause by an affirmative vote of a majority of the entire Board.

**Section 7.05. Vacancies.** Any vacant officer positions shall be filled for the unexpired portion of the term by a majority vote of the Board.

**Section 7.06. Chair.** The Chair shall have general active management of the business of the Corporation subject to the authority of the Board; when present, preside at all meetings of the Board, of the Executive Committee, and of the membership; see that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the Corporation any applications, bonds, contracts, deeds, leases, mortgages, or other instruments pertaining to the business and affairs of the Corporation except in cases where the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, these By-laws, or a resolution of the Board to another agent or officer of the Corporation; and perform all other duties prescribed by the Board, the Articles of Incorporation, and these By-laws.

**Section 7.07. Vice Chair.** The Vice Chair shall, when present, preside at meetings of the Board, of the Executive Committee, and of the membership in the absence of the Chair; perform all duties of the Chair in the event that the Chair is incapacitated or unavailable; assist the Chair in seeing that orders and resolutions of the Board are carried into effect; and perform all other duties prescribed by the Board, the Articles of Incorporation, and these By-laws.

**Section 7.08. Secretary.** The Secretary shall keep the minutes and records of and, whenever necessary, certify all proceedings of the Board, its committees, and of the membership; see that all notices are duly given in accordance with these By-laws and as required by law; keep a register of the name and address of each voting member of the Corporation and make the register available for inspection as required by law; perform all duties incident to the office of Secretary; and perform other duties prescribed by the Chair, by the Executive Committee, or by the Board.

**Section 7.08. Treasurer.** The Treasurer shall keep accurate, complete, and current financial records for the corporation; deposit checks, drafts, money, and notes in the name of and to the credit of the Corporation in the banks and depositories designated by the Board; endorse for deposit checks, drafts, and notes received by the Corporation as ordered by the Board, making proper vouchers for the deposit; disburse the Corporation's funds and issue checks and drafts in the name of the Corporation, as ordered by the Board and in conformance with the Corporation's budget and annual work plan; upon request, provide the Chair, Executive Committee, Finance Committee, Board, or membership with an account of transactions by the Treasurer and of the financial condition of the Corporation; ensure that the Corporation's financial records are audited annually, by a licensed certified public accountant if required by law; and perform other duties prescribed by the Chair, by the Executive Committee, by the Finance Committee, or by the Board.

**Section 7.09. Executive Director.** The Board may, but need not, employ an Executive Director, whose duties would include overall responsibility for managing the activities and operations of the Corporation under the direction of the Board. If an Executive Director is employed, his or her authority, duties, and responsibilities will be delineated in a position description that shall be approved by the Board in advance of the employment of an Executive Director.

**Section 7.10. General Superintendent.** The Board shall appoint a General Superintendent to be the chief operating officer of the Corporation's Como-Harriet Streetcar Line and Excelsior Streetcar Line. The General Superintendent shall serve at the pleasure of the Board. The General Superintendent's duties shall be prescribed in a position description approved by the Board and reviewed and approved annually. The General Superintendent shall appoint (1) a Chief Engineering Officer responsible for the maintenance, repair, and restoration of the Corporation's physical plant including bridges, buildings, gardens, grounds, overhead wire, substations, track, and tunnels and materials, tools, and training related to thereto; (2) a Chief Mechanical Officer responsible for the maintenance, repair, and restoration of the Corporation's streetcars and related rail equipment and materials, tools, and training related thereto; (3) a Safety Officer responsible for overall compliance with federal, state, and local safety laws, regulations, and ordinances and any requirements of the Corporation's lessors and insurers; (4) a Superintendent of Safety and Training responsible for developing and revising a plan for training operating personnel and training materials and for training, certifying, and recertifying operating personnel and ensuring that operating personnel conduct streetcar and other rail operations and operate streetcars and other rail equipment in conformance with the plan established by the Superintendent; and (5) a Superintendent of Transportation responsible for the organization of operating personnel, publishing a schedule of operations, and planning and executing special operations.

## **Article 8 – Committees**

The Board may appoint the following committees that, if appointed, shall have the listed responsibilities.

**Section 8.01. Education and Interpretation Committee.** The Board of Directors may establish an Education and Interpretation Committee that shall assist the Board and officers of the Corporation in furthering the educational and interpretative mission of the Corporation. The Committee may consist of members who are not Directors. The Chair or the Chair's designee shall serve on the Committee.

**Section 8.02. Executive Committee.** The Board of Directors may establish an Executive Committee that shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation. The Committee shall consist of the Chair, Vice Chair, General Superintendent, and up to two additional Directors. Any such Committee shall act only in the interval between Board meetings and shall be subject at all times to the control and direction of the Board. The Committee may meet at stated times or upon notice to all committee members given by any of their own number.

**Section 8.03. Finance Committee.** The Board of Directors may establish a Finance Committee that shall oversee the financial affairs of the Corporation and assist the Treasurer in the performance

of his or her duties. The Committee shall consist of the Chair, the Treasurer, and up to three additional Directors.

**Section 8.04. Development Committee.** The Board of Directors may establish a Fundraising Committee that shall assist the Board and officers of the Corporation in raising money to further the business and affairs of the Corporation. The Committee may consist of members who are not Directors. The Chair or the Chair's designee shall serve on the Committee.

**Section 8.05. Marketing, Public Relations, and Special Events Committee.** The Board of Directors may establish a Marketing, Public Relations, and Special Events Committee that shall assist the Board and officers of the Corporation in marketing its programs, raising public awareness of its programs, and in planning and executing special events that raise public awareness of its programs. The Committee may consist of members who are not Directors. The Chair or the Chair's designee shall serve on the Committee.

**Section 8.06 Membership Development and Services Committee.** The Board of Directors may establish a Membership Development and Services Committee that shall assist the Board and officers of the Corporation in recruiting members and providing services to members of the Corporation. The Committee may consist of members who are not Directors. The Committee shall include the Secretary. The Chair or the Chair's designee shall serve on the Committee.

**Section 8.07. Nominations and Elections Committee.** The Nominations and Elections Committee shall consist of three to five voting members of the Corporation. The Board shall appoint the Committee no later than January 15. No member of the Committee shall be a contractor, Director, employee, officer, or vendor of the Corporation. The Committee shall elect a Chair, a Vice Chair, and a Secretary and shall provide to the Board and to the Secretary an account of its proceedings. No one not on the Committee shall participate in its deliberations or work. The Committee shall conduct its business as provided for in Section 5.04B.

**Section 8.08. Operations Committee.** The Operations Committee shall include the General Superintendent as Chair and the department heads appointed by the General Superintendent under Section 7.10. The Chair of the Board of Directors or the Chair's designee shall be a member of the Committee. The Committee is responsible for the operation of the Como-Harriet and Excelsior Streetcar Lines and the preparation of annual work plans, annual budgets, and long-range plans subject to the annual work plan, annual budget, long-range plan, and policies and procedures established by the Board.

**Section 8.09. Other Committees.** The Board may appoint other committees as needed to effectively and efficiently conduct the business and affairs of the Corporation.

## **Article 9 – Fiscal Management**

**Section 9.01. Fiscal Year.** The Corporation's fiscal year ends on December 31.

**Section 9.02. Books and Records.** The Corporation shall keep at its registered office or other location established by resolution of the Board of Directors complete and correct books of account, minutes of proceedings, and minutes of Board, committee, and membership meetings.

**Section 9.03. Financial Statements.** At the close of the fiscal year, the Corporation shall prepare financial statements containing a balance sheet and a complete and correct statement of the financial affairs of the Corporation of the fiscal year, all in conformance with Generally Accepted Accounting Principles, which shall be submitted to the Board for its consideration and approval at its regular meeting next following the completion of the financial statements. The Board, by a majority vote of a quorum in attendance, may determine to have the books and records of the Corporation audited, in which event the Board shall, if required by law, select a firm of certified public accountants licensed in the State of Minnesota for such purpose. The Treasurer shall prepare a suitable summary of the Corporation's financial affairs for publication in the publication next following the completion of the summary.

**Section 9.04. 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.

**Section 9.05. 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 9.06. Membership Dues.** The Board shall establish annual dues levels and benefits for each class of membership. The Board may establish different dues levels and benefits for different categories of membership within a class of membership.

## **Article 10 – Affiliations**

The Corporation may formally or informally affiliate itself with other international, national, regional, state, or local associations; educational, historic, or scientific associations, museums, or organizations; other museums; or trade associations whose goals and objectives compliment and support those of the Corporation. Any such affiliation shall be approved or determined by the affirmative vote of a majority of the Directors present and entitled to vote at a duly held meeting of the Board.

## **Article 11 – Amendment**

These By-laws may be amended or restated by the affirmative vote of sixty percent of the total number of Directors of the Corporation.

## **Article 12 – Adoption**

The undersigned, Secretary of the Minnesota Streetcar Museum, certifies that these By-laws, as amended, were adopted at a meeting of the Board of Directors duly held on September 15, 2007 and became effective immediately.

*Louis Hoffman*

Louis Hoffman  
Secretary

Date: September 15, 2007