

**BYLAWS  
OF  
CASS GILBERT SOCIETY, INC.**

**ARTICLE I.  
GENERAL PURPOSE**

**Section 1.** The purpose of the Cass Gilbert Society, Inc. shall be to promote, encourage, and study the works of Cass Gilbert, architect, and contemporaries, who designed edifices both within and without the State of Minnesota. The goal of the corporation will be to provide meetings, symposia, and other resource opportunities whereby interested persons or groups may become more knowledgeable about the design and work of Cass Gilbert.

**ARTICLE II.  
BOARD OF DIRECTORS**

**Section 1. Composition and Selection.** The corporation shall have no fewer than three (3) directors determined by resolution of the Board of Directors (eliminate this phrase - from time to time). Collectively, they shall be known as the Board of Directors.

**Section 2. Terms of Office.** Directors may (replace the word 'shall') be elected or appointed to three two (2) year terms. The term of office begins at the first meeting following their election or appointment to the Board.  
(Eliminate this sentence - Directors may serve an unlimited number of terms.)

**Section 3. Voting.** Each director shall be entitled to one vote. Directors may vote by voice or ballot.

**Section 4. Organization.** At each meeting of the Board of Directors, the President of this corporation or, in the President's absence, the Vice President, shall preside. The Secretary of this corporation or, in the Secretary's absence, the Assistant Secretary or any other person whom the President shall appoint, shall act as Secretary of the meeting and take all minutes.

**Section 5. Resignation.** Any director of this corporation may resign at any time giving written notice to the President or to the Secretary. A resignation shall take effect at the time specified in such notice, unless otherwise stated therein. Acceptance of a resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** Any vacancy in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors, though less than a quorum, and each director so chosen shall hold office until the next election and until his/her successor shall be duly elected and qualified.

**Section 7. Place of Meeting.** The Board of Directors may hold its meetings at such place or places within or without the State of Minnesota (Eliminate this phrase - **as it may from time to time**) as determined by a majority vote.

**Section 8. Time of Regular Meetings.** The Board of Directors shall meet a minimum of four (4) times per year including the annual meeting.

**Section 9. Annual Meetings.** The annual meeting(s) (eliminate the plural of 'meeting') of the Board of Directors shall be held (eliminate the word 'annually') on a date chosen by the Board (eliminate '**of Directors**') for the purpose of electing officers and directors for the transaction of such other business as shall come before the (add this phrase - **Board at the** ) meeting.

**Section 10. Notice of Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by any three (3) directors. Notice of each such special meeting shall be provided to each director, at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, and shall include the purpose for which the special meeting is called.

**Section 11. Waiver of Notice.** A director may waive notice of a meeting of the board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

**Section 12. Quorum.** A majority of the directors present shall constitute a quorum for the transaction of business at any meeting.

**Section 13. Removal of Directors.** A director may be removed upon decision of the Board by a vote of two-thirds (2/3) of all the directors of this corporation at any annual meeting or a meeting of the directors called for that purpose.

### **ARTICLE III. OFFICERS/EXECUTIVE COMMITTEE**

**Section 1. Number.** The officers of this corporation, known as the **Executive Committee**, shall be as follows: President, Vice-President, Secretary, and Treasurer. Additional Executive Committee members may be appointed by the Board from time to time. (Add this sentence – **Past presidents have emeritus status and may attend Board meetings.**)

**Section 2. Election, Term of Office and Qualifications.** All officers shall be elected by a majority vote of the Board of Directors. An officer may serve (eliminate this phrase

– **an unlimited number of consecutive or non-consecutive terms** and replace it with – **no more than three (3) consecutive terms**), except the President who may only serve two (2) consecutive terms as President. This provision shall not limit such person from being elected to another position as an officer (add this phrase – **or serving one or more non-consecutive terms in the original position**).

**Section 3. Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Removal.** Any officer may be removed either with or without cause by a vote of a majority of the Board of Directors at any annual or special meeting called for such purpose and such purpose shall be stated in the notice or waiver of notice of such meeting, unless all of the directors of this corporation shall be present.

**Section 5. Vacancies.** A vacancy in an office because of death, resignation, removal, or any cause shall be filled by resolution of the members of the Board of Directors.

**Section 6. Duties of Officers.** The duties of the officers of this corporation shall be as follows:

- A. President:** Shall preside and shall have general managerial responsibility and authority.
- B. Vice-President:** Shall have all the powers of the President in the event of a vacancy or incapacity in that office.
- C. Secretary:** Shall keep minutes of all proceedings of the Board of Directors and shall give proper notice of meetings of directors.
- D. Treasurer:** Shall keep accurate accounts and make financial reports of all monies, drafts, and checks in the name and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate.

#### **ARTICLE IV. FISCAL YEAR**

**Section 1. Fiscal Year.** The fiscal year of the corporation shall end on December 31<sup>st</sup> in each year.

#### **ARTICLE V. INDEMNIFICATION AND INSURANCE**

**Section 1. Indemnification.** The corporation shall indemnify each person who is or has been a member, director, officer or employee of this corporation, and each person who is serving or who has served at the request of this corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against, by way of inclusion, and not by way of limitation, all costs, attorney fees, judgments, fines and amount paid in settlement, paid or incurred by such person to the fullest extent to which directors, officers, and employees may be indemnified under

the provisions of Minnesota Statutes Section 317A.501 or any amendments thereof or substitutions therefore.

**Section 2. Insurance.** The corporation may purchase and maintain such insurance as it deems appropriate to insure it against the costs and expenses it may sustain in making indemnification under this section and may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his or her right to indemnity under this section.

## **ARTICLE VI. AUTHORIZATION WITHOUT A MEETING**

**Section 1.** Any action that may be taken at a meeting of the Board of Directors or the Executive Committee, may be taken without a meeting when authorized in writing, signed by all of the directors or by all of the members of the Executive Committee, as the case may be.

## **ARTICLE VII. AMENDMENTS**

**Section 1.** Provisions of these Bylaws and Articles of Incorporation may be altered, amended, or revised at any regular or special meeting of the Board of Directors for which notice of such purpose is given and upon approval by two-thirds (2/3) of the Board of Directors present at such duly noticed meeting.

Revised and adopted at the Annual Meeting of the Cass Gilbert Society on December 5, 2010.