

STEARNS HISTORY MUSEUM

AMENDED AND RESTATED BYLAWS

Passed – September 2018

TWO: MEMBERSHIP

2.01 Membership. Any person or entity may become a member of the Corporation upon payment of dues established by the Board of Directors. Members of the Corporation shall not have voting privileges.

2.02 Annual Membership Meeting. The Board of Directors may call an annual meeting of the Members to inform the membership on the activities and financial condition of the corporation.

2.04 This Section Deleted: Special Meetings.

2.05 This Section Deleted: Quorum.

THREE: BOARD OF DIRECTORS

3.02 Number and Appointment. A board shall consist of at least eleven elected directors but not more than fifteen **directors elected by the affirmative vote of a majority of the directors then in office.** In addition, the Executive Director shall serve as an ex officio non-voting director. The members shall elect the directors for a period of three years with the term commencing on January 1. Each director may serve for three **consecutive** terms. After an absence from the board of one full term, that director may be elected to the board again for **up to additional two consecutive** terms. A director shall hold office for the term for which he or she has been appointed and until his or her successor has been appointed, except in cases of resignation and removal. The membership of the board shall be divided into three (3) groups so arranged that one group shall be elected each year. Nominations to the Board of Directors of the Corporation, including vacancies and newly created directorships, shall originate with the Board of Directors of the Corporation.

3.03 Representation and Qualifications. **Each director shall be a dues paying member of the Corporation.**

Approved by BOD on 9/18/2018