

**BY-LAWS  
OF THE  
BUFFALO HISTORICAL SOCIETY, INC.  
Buffalo, North Dakota**

**ARTICLE I -- NAME**

The name of this corporation shall be the "Buffalo Historical Society, Inc." Its principal office, place of business and post office address shall be: Buffalo Historical Society, Inc., P.O. Box 14, 204-206, Wilcox Avenue, Buffalo, North Dakota 58011.

**ARTICLE II -- PURPOSE**

The purpose of this society shall be to bring together those people interested in promoting the community of Buffalo and western Cass County, its history and its future, through preservation, education, and cultural programming.

**ARTICLE III -- MEMBERSHIP**

SECTION 1. Any person interested in promoting the community of Buffalo and western Cass County, its history and its future, through preservation, education, and cultural programming who applies for membership, and who tenders the necessary dues shall thereby become a member.

SECTION 2. Annual dues for membership shall be \$10.00.

**ARTICLE IV -- GOVERNMENT**

The administration of the Buffalo Historical Society, Inc., shall be vested in a Board of Directors composed of seven (7) regular members in good standing. Directors shall be elected to three (3) year terms. Initial term length will be determined by the Board of Directors.

**ARTICLE V -- DUTIES OF OFFICERS**

SECTION 1. President: The President of the Buffalo Historical Society, Inc. shall be the presiding officer at all meetings of the members and Board of Directors. The President shall maintain adherence to the principles and policies established by the Board of Directors and execute, do and perform all duties usually associated with, and incident to, the office of the President. All meetings will be governed by Roberts Rules of Order.

SECTION 2. Vice-President: The Vice-President of the corporation shall exercise the functions of the president in the event of the president's absence, or of his disability to act for any cause.

SECTION 3. Secretary: The secretary shall keep an accurate, full and permanent record of all meetings of the members and Board of Directors.

SECTION 4. Treasurer: The treasurer shall perform all duties consistent with functions performed by a corporation's treasurer.

## ARTICLE VI -- MEETINGS OF MEMBERS

SECTION 1. The annual meeting of the members of Buffalo Historical Society, Inc. shall be held the third Tuesday of October each year for the purpose of electing directors, receiving annual reports and for the transaction of any other business that may come before the society.

SECTION 2. Special meetings of the society may be called at any time by the president of the Board of Directors or by the written request of three (3) members in good standing of the society.

SECTION 3. Official notice of any meeting of the Buffalo Historical Society, Inc. shall be posted at the Buffalo Community Center information board and at other convenient locations within the community. Such notices shall be considered as an open invitation for members and other interested persons to attend the meeting.

SECTION 4. No proxy voting. A member must be present to vote at any meeting.

## ARTICLE VII -- MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall hold meetings at the call of the president.

SECTION 2. Special meetings of the Board of Directors may be called at any time by the president, or at the request of any three (3) directors.

SECTION 3. A quorum shall consist of a majority of the board of the seven (7) regular directors in good standing.

SECTION 4. STAGGERING OF TERMS: The board of seven (7) directors elected by the membership of the corporation at its initial annual meeting, shall draw lots for staggering of terms; two (2) to serve for one year, two (2) to serve for two years; and three (3) to serve for three years.

SECTION 5. BOARD VACANCIES: In the event a vacancy shall exist on the Board of Directors, the remaining members or the president shall appoint a replacement from the membership and he/she shall serve until the next regular meeting of the membership at which time the members shall vote on a replacement.

SECTION 6. REMOVAL FROM OFFICE: Any director may be removed from office at any time by a three-fourths (3/4) vote of the membership attending.

SECTION 7. COMPENSATION: Any officer or director of the corporation may be compensated for actual expenses incurred on official business for the corporation as may be authorized by the Board of Directors, except however, that no compensation shall be paid for board meetings or regular functions of the corporation.

## ARTICLE VIII -- AMENDMENTS

The members of the Buffalo Historical Society, Inc., at any annual meeting properly noticed, are authorized and empowered to adopt such by-laws for the management of the affairs of this corporation, to alter, amend, or repeal the same as shall be deemed proper and for the best interests of the corporation. No by-laws shall be adopted, altered, amended or repealed except by a two-thirds (2/3) vote of all members attending a meeting.