

BY-LAWS BOARD OF TRUSTEES HISTORICAL MUSEUM AT FORT MISSOULA

ARTICLE I:

PURPOSE

To keep the history of Missoula County alive.

The Historical Museum at Fort Missoula is dedicated to increasing the knowledge and understanding of the history of the county and city of Missoula, the history of Fort Missoula and the military presence in the area, and the history of forest management and the wood products industry in western Montana. Through an aggressive program of collections, exhibits, educational opportunities and special events, the Museum seeks to stimulate creative thought and enhance the self-esteem of residents of and visitors to Missoula, providing a sense of place, time and space for all.

To that end, insofar as its resources permit, the Museum collects, preserves and interprets objects and informational materials related to the exploration, founding and evolution of the community and county of Missoula, the development of Fort Missoula and the myriad aspects of the military presence in the area, and of the history of forest management and the wood products industry. The Museum collects, preserves and interprets objects from the period of the earliest exploration to the present in order to present a coherent and total picture. These objects and informational materials are made available for study and enjoyment of all, in a pleasant, secure, safe and accessible setting.

ARTICLE II:

GENERAL POWERS AND DUTIES

Section 1: The Missoula County Board of Trustees for the Historical Museum at Fort Missoula is responsible for the daily operations of the Historical Museum at Fort Missoula, except for those fiscal and personnel, statutory and administrative authorities reserved by Missoula County. Specifically, the Board of Trustees is responsible for:

- A. Making all program and policy decisions affecting the delivery of services, with exception of such fiscal and personnel decisions that are reserved by Missoula County.
- B. Approving the annual budget to be submitted to the Board of County Commissioners.
- C. Approving hiring and dismissal of the Historical Museum at Fort Missoula's Executive Director.
- D. Co-operating with the Friends of the Historical Museum at Fort Missoula, a private, 501(c)(3) support organization, in maintaining the physical, professional, aesthetic, and fiscal health of the Historical Museum.

ARTICLE III:

MEMBERSHIP

Section 1: Board Formation. The Board will be formed in accordance with Missoula County Resolution No. 87-093, dated September 21, 1987 (Book 267, Pages 0531-0532); and Resolution No. 95-001, dated January 10, 1995 (Book 432, Page 1828).

Section 2: Board Membership. The Board will consist of three voting members, and two non-voting alternates, appointed by the Missoula Board of County Commissioners.

Section 3: Conflicts of Interest. Each member of the Board is required to fully disclose any business or professional activity which could form or have the appearance of forming the basis for a conflict of interest to their position on the Board. The Board shall consider such disclosures and take appropriate actions, as required. Failure to fully disclose as required by this Article may be grounds for removal for cause.

Section 4: Terms of Office. Members of the Board shall serve three-year terms with one-third of the membership up for re-appointment every year. Alternates will serve three-year terms at the timing chosen by the Board of County Commissioners. All terms begin on January 1. Terms are not limited.

Section 5: Vacancies. Vacancies will be filled by appointment by the Board of County Commissioners.

Section 6: Status of Alternates. In the absence of a quorum of voting members of the Board of Trustees at a meeting, the necessary number of alternates will serve as voting members for that meeting. At the discretion of the Trustee Chair, alternates may have voting privileges at any meeting.

Section 7: Ex-Officio Members. The Board may have Ex-Officio members who will have all the privileges and responsibilities of membership except for voting privileges. The Executive Director of the Historical Museum and the President of the Friends of the Historical Museum (or his designate) shall be ex-officio members.

Section 8: Compensation. Members shall serve without compensation, except for that reasonable expenses shall be paid when travel or other activities occur as a result of board activities.

ARTICLE IV:

MEETINGS

Section 1: Regular Meetings. Regular meetings of the Board shall be held monthly, at a time and place designated by the Board and publicized in the *Missoulian*.

Section 2: Special Meetings: Special meetings may be called by the Chair or by a majority of the Board giving two (2) days written or oral notice, or without notice if notice is waived in writing by all the members.

Section 3: Quorum: A quorum shall be two (2), which may include alternates acting as voting members according to Article III, Section 6.

Section 4: Voting. All questions at meetings of the Board shall be decided by majority vote of those entitled to vote and present at the meeting. Each member is entitled to one (1) vote.

Section 5: Termination. Membership on the Board may be terminated by a member's resignation, by the member ceasing to reside in Missoula County, or by the board of county commissioners acting in the best interests of the Museum upon the recommendation of the board. The board may recommend termination of a member if the member has missed three (3) consecutive regular meetings. The chair will contact any member who has missed two (2) consecutive and advise them that a third consecutive miss may result in a recommendation for their termination.

Section 6: Open Meeting Law. All meetings shall be conducted in accordance with Montana state open meeting law.

Section 7: Minutes. All meetings will be documented with minutes.

ARTICLE V:

OFFICERS

Section 1: Officers. The officers of the Board shall consist of the Chair and such other officers as may be determined by the Board.

Section 2: Chair. The Chair shall be selected from the Board and shall preside over all meetings of the Board. The Chair shall be kept advised of the general affairs of the Historical Museum at Fort Missoula and ensure that all orders, resolutions, and policies of the Board are implemented. The Chair shall have the usual powers and duties customarily vested in the office of Chair of the Board and shall perform other duties as may be assigned to the chair by the Board. In the absence of the Chair at any meeting, the most senior Board members present shall act in that capacity.

Section 3: Secretary. The Executive Director of the Historical Museum shall act as Secretary and shall ensure an accurate record of all meetings of the Board.

Section 4: Elections. Election of the Chair will be held at the January meeting each year. The Chair will take office immediately upon election.

Section 5: Term of Office. The Chair shall serve for a one-year term, consecutive terms are not limited.

ARTICLE VI

COMMITTEES

Section 1: General. In general, the Board of Trustees will act as a Committee-of-the-Whole in matters of Finance, By-Laws, Nominating, Fund Raising, and Public Relations.

Section 2: Special Committees. The Chair, with Board concurrence, may appoint special or ad hoc committees comprised of Board and non-Board members for such special tasks as shall be needed or desirable for the endeavors of the Historical Museum at Fort Missoula. The Chair shall appoint committee members and committee chair for any committee that the Board shall create. The Chair and all of the members of each committee shall hold office for one (1) year or until their successors are appointed and approved. The Chair of a committee shall have the power to fill any vacancies that occur on the committee for the remainder of the year. All committees of the Board shall meet at such time and place as designated by the Chairperson of the committee and as often as necessary to accomplish their duties. All meetings will be documented with minutes.

ARTICLE VII:

AMENDMENTS

The Board may amend the By-Laws by a majority vote at a regular or special meeting, provided prior written notice of such an amendment has been given 10 days in advance. All By-Law amendments cannot take effect until after approval by the Missoula Board of County Commissioners.

Approved: November 17, 2003

Signed by:

- Bill Carey, County Commissioner
- Jean Curtiss, County Commissioner
- Barbara Evans, County Commissioner
- Michael Sehestedt, County Attorney
- Beverly Kiker, Chair, Board of Trustees
- Ernest Dewey, Board of Trustees
- Vickie M. Zeier, Clerk & Recorder