

# By-Laws of Community Research Technology, Inc. (CRT, Inc.)

*This instrument constitutes the Bylaws of Community Research Technology, Inc. adopted for the purpose of regulating and managing the internal affairs of the corporation.*

## **ARTICLE I - NAME AND PURPOSE**

- Section 1  
Name** The name of the corporation shall be Community Research Technology, Inc.  
The address of the corporation office shall be located in New Ulm, Minnesota.
- Section 2  
Purpose** The purpose of this not-for-profit education association is to encourage and assist the procurement of reference, educational and historical materials so these available for a technology-driven access to the general public and to insure the identification, gathering, referencing and retention of such material for access for future generations of the community at any time from any place for educational purposes.
- Section 3  
501(C)(3)** The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501( c)(3) of the Internal Revenue Code.
- Section 4  
Governance** Membership of the corporation shall annually elect a board of NO LESS THAN SEVEN directors who have legal and other obligations. The directors shall elect four officers to serve as the executive committee which shall manage and conduct the affairs of the corporation.
- Section 5** Goals of this association are defined as itemized below. Bold face and underlined areas are statements enumerated in the application for Articles of Incorporation.

### ***Strategic Goals.***

**(A) Develop broad private, public and commercial collaboration with entities and individuals** by creating a formal organization to achieve the purpose and various goals for public participation and education. Such involvement may include, but is not limited to entities such as (1) Existing Historical Societies, (2) Public and private schools with sports activities in the community, (3) Amateur and local professional teams and organizations and (4) Venues hosting events such as community centers, arenas, sports and athletic locations, parks, and recreational activity centers.

**(B) Enlist creative leadership and member participation including young people of the community** thereby fostering interest in historical preservation of New Ulm's athletic history and an interest in the art and joys of researching.

**(C) Secure and implement current and future technology to provide instant access from actualities at any location** to transmit sports and other activity data to publicly available resources which may be accessed 24/7 worldwide and automatically transform this data to create a summary and statistical reporting traditionally used in historical, educational and public information formats.

**(D) Create a sports historical organization to preserve the community's recorded and future athletic history** so that data and images may be readily referenced and preserved for historical uses, focusing such endeavor on the New Ulm community.

**(E) Encourage the establishment of a public research and information center** for the benefit of historians, genealogists and other researchers.

## **ARTICLE II - MEMBERSHIP**

- Section 1*  
**Membership** Membership is open to the public, without reservation, upon application and payment of an annual membership fee payable to the corporation and as established from time to time. Fees shall be determined annually by the board of directors upon recommendation of the executive committee.
- Section 2*  
**Classes** Membership shall be designated in three classifications including:  
- Charter memberships acceptable to the conclusion of the first annual meeting.  
- Individual memberships received post organization of corporation  
- Participating Organization according to terms established by the board of directors and as listed below in Membership By-Law II, Section 5.
- Section 3*  
**Charter Members** The honor of Charter Membership, together with any privileges which may be determined by the executive committee, is bestowed upon all members who joined by paying the initial membership fee prior to or by the conclusion of the first organizational meeting.
- Section 4*  
**Individual** Individual memberships are required in order to be participate in any votes and be eligible for service as an officer or on the Board of Directors.
- Section 5*  
**Participating Organizations** Technology related firms, educational entities, partnerships, businesses, professional, corporations and associations which have been approved by the board of directors for Participating Organization for such membership are entitled to one individual voting membership to the corporation and shall be represented on a standing committee of said Participating Organizations. These representatives are granted rights and privileges as a member of the corporation including the right to vote and hold office and serve on the Board of Directors as they may be elected and may be officially represented by one person and an alternate to represent the member organization at the annual meeting in absence of the official representative.
- Section 6*  
**Annual Dues** Annual dues covering a calendar year are not pro-rated, and are payable on or before November 1 of each year.
- Section 7*  
**Rights** Only those who are currently paid members shall have voting privileges and rights to serve as officers for the ensuing fiscal year.

## **ARTICLE III – FINANCES**

- Section 1*  
**Funding** The Corporation shall in part be supported by membership dues, donations, grants and fund raising activities in addition to fees charged for various services.
- Section 2*  
**Fiscal Year** The fiscal year of the Corporation shall be November 1 to October 31.
- Section 3*  
**Budget** Budgets for upcoming year shall be prepared annually by the Secretary-Treasurer and the Executive Committee and Executive Director when appropriate and shall be presented for review and approval at the annual meeting of the corporation.
- Section 4*  
**Compensation** *Association Funds shall not be used for salaries or other compensation* of officers and members of the board of directors. Although a member of the executive committee, the executive director is not considered an officer since the position is appointed rather than elected.
- Section 5*  
**Dissolution** In the event of dissolution of the Association, all assets remaining after payment of legitimate expenses, shall be contributed to a not-for-profit organization such as a New Ulm Sports Heritage Society which may be independently organized or be a sub-chapter of the Brown County Historical Society with funds stipulated for the purposes and goals of any Sports Heritage organization so

established. If the NUSHS is non-existent remaining assets shall be shared by New Ulm Public Library and Brown County Historical Society on such basis as may be determined by the Board of Directors of the corporation in dissolution, providing that distributions be limited to non-profit organizations.

## **ARTICLE IV - DUES**

**Section 1**  
**Dues** Annual dues shall established by the Executive Committee and ratified at the annual meeting of the membership.

**Section 2**  
**Classes** Dues shall be established according to the following classes:

- Charter Membership for Individuals
- Individual membership established annually after the charter organization.
- Organizational are considered as any entity which receives benefits from and/or assists in the dissemination of research technology and information.

**Section 3**  
**Initial Rates** Annual dues for charter membership for the initial year shall be as shown and thereafter be established by the board of directors.

- \$25.00 for Charter Membership designation
- \$10.00 for individuals
- \$50.00 for participating organizations

**Section 4**  
**Independent Contributions** Contributions, whether initial or subsequent, are considered independent of any dues.

## **ARTICLE V - MEMBER MEETINGS**

**Section 1**  
**Date** The annual meeting of the members of the corporation shall be held at the second Tuesday of November of each year, or at such day and time as the Board\_of Directors shall determine and shall be held in the city of New Ulm, Minnesota.

**Section 2**  
**Notices** Unless otherwise required by law or the Articles or By-Laws of this corporation, notice of all annual and special meetings of the members must be given at least **SEVEN** days before the meeting to the last known address of the member. The notice must contain the date, time and place of the meeting. Notices not bearing a date and time stamp, shall be deemed to have been given at the date/time according to the postal cancellation stamp on the envelope if made by regular postal mail.

**Media** Posting of such notice to each member by regular U.S. postal service or by electronic distribution and/published notice of the meetings in the New Ulm Journal , all done at least Seven days prior to the meeting shall be deemed sufficient. Electronic notice is the preferred method of communication since this is a technology driven corporation.

**Section 3:**  
**Special Meetings** Special meetings of the members of the corporation may be held at any time and placed at the call of the president or upon the call of the Executive Committee or any **seven** members of the corporation. The call for such a special meeting shall specify the purpose for which is to be held and no other business shall be transacted. Within **seven** days after receipt of the demand, the Board of Directors shall cause a special meeting of the members to be called and held on notice no later than **seven** days after the receipt of the demand.

**Section 4:**  
**Quorum** Unless otherwise provided by law or by the By-Laws, a quorum for a meeting of members is **SEVEN** members whose dues are currently paid.

*Section 5*  
**Majority** Except where a larger portion of members is required by law or by the By-Laws, the members may take action by affirmative vote of a majority of the members present at a duly held meeting.

*Section 6*  
**Proxy** All members shall be entitled to one vote on any matter properly presented to the members. Voting by proxy or by absentee ballots shall not be permitted.

*Section 7*  
**Rules** Roberts Rules of Order, newly revised, unless otherwise specified herein, shall govern all business meetings.

## **ARTICLE VI - BOARD OF DIRECTORS, PARTICIPATING ORGANIZATIONS AND THE EXECUTIVE COMMITTEE**

### **Section 1: Executive Committee and Governance**

*Section 1.1*  
**Election** The business and charitable affairs of this corporation shall be managed by the Executive Committee subject to approval of the board of directors.

*Section 1.2*  
**Authority** The Executive Committee has overall authority for the corporation, making decisions and conducting the business of the Corporation, which extends to any matter not specifically defined in these By-laws. Decisions of the Executive Committee require a simple majority of those present at an Executive Committee meeting.

*Section 1.3*  
**Election** The Executive Committee is elected annually by affirmative action at the organizational meeting of the Board of Directors to represent the officers of the corporation.

### **Section 2: Participating Organizations**

*Section 2.1*  
**Definition** Participating Organizations make up standing committee of the corporation to provide support and guidance to the Board of Directors and Executive Committee as called upon and acting as representatives of local media, high schools and colleges, city-wide athletic organizations, libraries, historical societies and city and county governments.

*Section 2.2*  
**Status** The board will establish a list of organizations which shall be entitled to one membership to the standing committee. The involved organizations to be identified annually would include but not be limited to, the entities detailed in Section 2.1 above.

*Section 2.2*  
**Terms** Representatives of the Organizations shall be appointed for one year-terms. If elected to the board of directors or as an officer, terms of those positions shall apply. An additional replacement may be appointed by the Participating Organization during the term of office.

### **Section 3: Board of Directors**

*Section 3.1*  
**Responsibility** The board of directors is responsible to assist the Executive Committee in the conduct of the affairs of the corporation. The board shall monitor the activities of the executive committee to ensure that it is in harmony with the adopted purposes and goals of the corporation.

*Section 3.2*  
**Number** The Board of Directors shall consist of no less than **SEVEN** directors including the officers (as identified in Article VII and who comprise the executive committee of the board. All directors shall be elected from the membership and may include those representing the Participating Organizations.

*Section 3.3*  
**Terms** Directors including those serving as officers and those who may represent Participating organizations serve three-year terms. At the initial organizational meeting, the three members receiving the highest voting total shall be elected for three-year terms, three shall be selected for two year terms and the balance for one-year terms.

Directors may serve two consecutive three-year terms or the equivalent thereof. After one year's absence, the director may again be elected and serve an additional term/

**Section 4: Meetings of Board of Directors**

**Section 4.1**  
**Quorum** At all meetings of the Board of Directors, **FIVE** directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

**Section 4.2**  
**Governance** Except where otherwise required by law, the Articles or these By-Laws, the affirmative vote of a majority of the **voting** directors present at a duly held meeting shall be sufficient for any action. Tie votes shall be determined by the president.

**Section 4.3**  
**Frequency** The Board of Directors and Executive Committee shall meet regularly at such places, whether in this community or in any other community or location and times as it shall establish by resolution. An annual meeting of the Board to elect officers shall be held after the annual meeting.

**Section 4.4**  
**Notice Waiver** Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these By-laws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

**Section 4.5**  
**Special Meetings** Special meetings of the Board of Directors may be called at any time upon the request of the President or any two (d) Directors, provided that any such request shall specify the purpose or purposes of the meeting. The President shall set the date for the special meeting within Five (5) working days of making or receiving such a request and shall give not less than three (3) nor more than thirty (30) days' written notice of the time, place and purpose of such meeting. Notice by receipt requested email is considered legal notice in addition to standard postal mail.

**Section 5: Director Termination and Attendance**

**Section 5.1**  
**Resignation** A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

**Section 5.2**  
**Removal** A Director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting provided seven days notice of such meeting that removal of such Director is to be on the agenda for such meeting shall be given to each Director. Lack of attendance may cause removal from the Board. Removal of a director requires a minimum of five votes of the directors present.

**Section 5.3**  
**Attendance** An attendance record shall be recorded for each Board of Director and Executive committee meeting. Consideration for removal may be made by the Board upon the absence by of director for five consecutive unexcused meetings.

**Section 5.4**  
**Unexpired Terms** In the event of death, removal or resignation of a Director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of Directors present at a duly held meeting.

**Section 6 Committees and General**

**Section 6.1**  
**Appointment** The President shall establish, with the approval of the Executive Committee, the chairpersons of standing or special committees and appoint personnel when appropriate.

## **ARTICLE VII - OFFICERS AND DUTIES**

**Section 1**  
**Officers** The officers of the Corporation shall be a President, Vice president, Secretary-Treasurer, Recording Secretary and such other officers as the Board of Directors may, from time to time, appoint. The Executive Director, when established, shall be appointed by the Executive Committee with approval of the board of directors.

**Section 2**  
**Committee** These officers shall comprise the Executive Committee.

**Section 3**  
**Election** The above officers with exception of the Executive Director shall be elected to the respective positions by the Board of Directors.

**Section.4**  
**Compensation** Officers, (with exception of Executive Director, shall not be compensated for their duties as officers.

**Section 5**  
**Resignation** An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

**Section 6**  
**Removal** Any officer may be removed, with or without cause, by the affirmative vote of the majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

**Section 7**  
**President Vacancy** A vacancy in an office of President because of death, resignation or removal shall be filled by appointment of the Board of Directors.

**Section 8**  
**Other Vacancy.** Vacancies other than the presidency occurring between elections shall be filled by appointment by the Board of Directors

## **ARTICLE XIII - DUTIES OF OFFICERS**

**Section 1**  
**President** The President shall direct the general active management of the corporation, preside at all meetings of the Board of Directors, see that orders and resolutions of the corporation are carried into effect, sign and deliver legal documents in the name of the corporation (except in cases in which the authority to sign and deliver is required by law to be another officer or agent of the corporation) maintain records and when necessary, certify proceedings of the Board of Directors, appoint all Committee Chairpersons, shall serve as ex-officio member of all committees except the Nominating Committee and perform such other duties as may be determined from time to time by the Board of Directors as advances the interests of the corporation..

**Section 2**  
**Experience** The president shall be a person with wide community and sports and reference resources knowledge, possess a gift of organization and management, be technology orientated. He shall possess a positive stature of in the community and be visionary regarding the advances in technology for procuring reference information in addition to having good management and financial development skills.

**Section 3**  
**Vice President** The Vice president shall preside in the absence of the President and perform any other duties incumbent upon that office. The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors and shall be vested with all powers of and perform all the duties of the President in the president's absence or inability to act, but only so long as such absence or inability continues. The Vice President shall be asked first to succeed the office of President.

- Section 4  
Treasurer** The Treasurer shall keep accurate financial records for the corporation, manually or electronically, deposit money, drafts and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors; endorse for deposit notes, checks and drafts received by the corporation as ordered by the Board of Directors, making proper accounting for the deposits; disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the Board of Directors, provide accounts of transactions and of the financial condition of the corporation at the direction of the President and/or Board of Directors and perform other duties prescribed by the Board of Directors or by the President.
- Section 5  
Executive Director** The Executive Director is appointed at the discretion and by Executive Committee and any time and with approval of the Board of Directors and subsequent ratification of general membership to supervise and accomplish details required of the Corporation. He will report directly to the Executive Committee and prepare meeting agendas, reports and statements of operation, and prepare and substantiate proposals for recommendation by the executive committee and/or board of directors and shall be responsible for the conduct of all special activities of the corporation.
- Section 6  
Membership** The Executive Director shall not be a nominee for any other office or board membership. He shall, however, be a member of the corporation by virtue of paying annual membership fees in existence during his tenure.
- Section 7  
Tenure** The Executive Committee shall set the tenure of the Executive Director and have the discretion of entering into an employment contract which may include compensation with approval of the Board of Directors.
- Section 8  
Secretary** The Secretary shall be responsible for the recording of the minutes of the membership, Board of Directors and Executive Committee meetings and may delegate such duties to the Recording Secretary. The secretary shall maintain the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

**ARTICLE IX – STANDARD OF CARE AND DEALING WITH  
OTHER CORPORATIONS AND ORGANIZATIONS**

- Section 1  
Responsibility** It is the responsibility of each officer and Director of this corporation to discharge his or her duties as a Director in good faith, in a manner the person reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**ARTICLE X – NON-DISCRIMINATION**

This corporation shall not discriminate on the basis of race, color, creed, national origin or any other characteristic or trait protected by applicable law.

**ARTICLE XI – AMENDMENT OF BY LAWS**

- Section .1** These By-Laws may be amended at an annual meeting when an amendment is submitted in writing to the Executive Committee and published to the membership prior to that meeting. Amendments must be approved by a two-third vote of those members present and voting.

**ARTICLE XII – ADOPTION OF BYLAWS**

*These Bylaws have been declared adopted as approved by the majority vote of the members voting at the meeting of the corporation and attested to by the secretary.*

Date:

Secretary:

**Mr. Mueller feels these paragraphs are not necessary.**

~~Section 9.2 — A contract or other transaction between this corporation and one or more of its  
**Contracts** — Directors, or between this corporation and an organization in or which one or more of  
this corporation's Directors are directors, officers or legal representative or have a  
material financial interest, is not void or voidable because the Director or Directors or  
the other organizations are parties or because the Director or Directors are present at  
the meeting of the Board of Directors or a committee at which the contract or  
transaction is authorized, approved or ratified, 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; or~~

~~B. The material facts as to the contract or transaction and as the Director's  
or Directors' interest are fully disclosed or known to the Board or a committee, and  
the Board or committee authorizes, approves or ratifies the contract or transaction in  
good faith by a majority of the Board or committee, but the Interested Director or  
Directors shall not be counted in determining the presence of a quorum and shall not  
vote.~~

~~(For the purposes of this Section, a Director has a material financial interest in each  
organization in which the Director, or the spouse, parents, children and spouses of  
children, brothers and sisters and spouses of brothers and sisters of the Directors, or  
any combination of them have a material financial interest.)~~

~~Section 9.3 — Unless the facts as to the contract or transaction and as to the member's interest  
**Contracts** are fully disclosed or known to the Executive Committee, and the Executive  
Committee authorizes, approves, or ratifies the contract or transaction in good faith  
by the affirmative vote of a majority of the members (without counting the I  
interested members) at a meeting at which there is a quorum without counting the  
interested member, the Association shall not enter into any contract or transaction  
with (a) one or more members of the Executive Committee, (b) a director or officer  
of a related organization or (c) an organization in or of which a member of the  
Executive Committee is a director, owner, officer, or legal representative or has a  
material financial interest.~~

~~**DUPLICATION IN 9.2 AND 9.3?**~~

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**ARTICLE XI — IDEMNIFICATION**

~~To the full extent permitted by the Minnesota Non profit Corporation Act, as amended from time to time, or  
by other provisions of law, each person who was or is a party or is threatened to be made a party to any  
threatened or pending or completed action, suit or proceeding, wherever and by whomsoever brought (including  
any such proceeding, by or in the right of the corporation) whether civil, criminal, administrative or investigative,  
by reason of the fact that he or she is or was a Director or officer of the corporation, or he or she is or was serving  
at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of  
another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by  
the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors, for  
which notice stating such purpose has been given, against expenses, including attorneys' fees, judgments, fines  
and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action,~~



~~suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.~~

~~Section 12.3 — By Laws shall be reviewed periodically to assure they continue to reflect the purpose and operations of the Association.~~

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## Herb Schaper

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Oct. 22, 2007

Jim Aufderheide  
Don Brand  
Al Mueller  
Carl Wyczawski

Greetings,

The proposed Articles of Incorporation for our references project (now dubbed Community Research Technology, Inc. has been sent to the state along with the \$70 filing fee.

Enclosed is the proposed By-Laws, albeit a little lengthy but I hope comprehensive. It is the consolidation of work Al Mueller and I have done to move this along. After the By-Laws, the paper work begins to obtain the federal non-profit status.

These by-laws cover a lot of future questions but I am not so sure what we are intending to do needs this much detail. However, once it is adopted, a very simple summary could be developed as a reference to the management of the corporation.

Obviously some work is required but I thought you would be able to lend your proof reading and intuitive skills to checking over this material.

The goals on the front page have been re-worded slightly so both the Articles and the By-Laws are generally the same although the by-laws expand the definitions a little.

When the Articles are filed, I'll get a copy to you and the other incorporators.

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I tried to be consistent in things like notices, quorums, etc. but may have missed a few. I really will appreciate your help.

Sincerely,

Herb Schaper

New Ulm Journal  
KNUJ  
New Ulm Public Schools  
Martin Luther College  
Cathedral High School  
Minnesota Valley Lutheran High School  
New Ulm Bowling Council  
Concordia Lanes  
New Ulm Public Library  
Brown County Historical Society  
New Ulm Sports Historical Society  
American Legion Baseball  
New Ulm Baseball, Softball, Basketball and Hockey Associations  
New Ulm Area Foundation  
Brown County Clerk of Court Office  
nomination committee and shall find willing candidates for open positions from  
members of the Association in good standing and publicize such list prior to and for  
election at the annual meeting which will consider elections.

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