

**BYLAWS
OF
THE CLAY COUNTY HISTORICAL SOCIETY, INC.
A SOUTH DAKOTA NON-PROFIT CORPORATION
April 28, 2016**

ARTICLE I

Offices

The principal office of the corporation in the State of South Dakota shall be located in the City of Vermillion, County of Clay. The corporation shall have and continuously maintain in the State of South Dakota a registered office and a registered agent whose office is identical with such registered office and a registered agent whose office is identical with such registered office, as required by all revisions to SDCL sec. 47-22 et seq. (2016). The registered office may be, but need not be, identical with the principal office in the State of South Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2

Membership and Dues

Section 1: Eligibility. Any person or group interested in the history of Clay County who applies for membership in any classification of membership and who tenders the necessary dues shall thereby become a member of the Society.

Section 2: Level of Membership. The Society shall have five levels of members.

Level 1: Individual.

Level 2: Family.

Level 3: Institutional.

Level 4: Life. Paid in one payment. Life members shall be individuals only.

Level 5: Honorary membership shall be conferred at the discretion of the Board of Directors. A majority vote of the Board shall determine eligibility.

Section 3: Payment of Dues. Annual dues shall be due and payable during the month of April.

Section 4: Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Each family or institutional member shall designate an individual to cast that member's vote.

ARTICLE 3

Meeting of General Membership

Section 1: Annual Meeting. The annual meeting of the general membership shall be held during the month of April at a time and place specifically fixed by the Board of Directors.

Section 2: Special Meetings. Special meetings may be called by the President or any two members of the Board of Directors; or by written request of five percent (5%) of the members.

Section 3: Place of Meeting. The Board of Directors may designate any place within Clay County, South Dakota as the place of meeting.

Section 4: Notice of Meetings. General membership will be notified of any meeting not less than ten days prior to the meeting by mail, electronic media, or personal service.

Section 5: Quorum. The general membership present at a properly called meeting will be considered a quorum.

Section 6: Proxies. At any meeting of general membership, a member entitled to vote may vote by proxy executed in writing.

Section 7: Voting by Mail or Electronic Media. A vote may be conducted by mail or electronic media in such manner as the Board of Directors shall determine.

Section 8: Rules of Order. General membership meetings shall be conducted according to the newly revised Robert's Rules of Order.

ARTICLE 4

Board of Directors

Section 1: General Powers. The affairs of the Society shall be managed by its Board of Directors provided, however, that the power to sell, purchase or mortgage real property shall remain vested in the general membership and be exercised by and through a resolution adopted by the members at the annual meeting or special meeting called for that purpose.

Section 2: Number and Qualifications. The number of elected board members shall be seven to twelve: The officers of the Society, as set forth in Article 5, and up to six other Directors elected by the members shall constitute the Board of Directors of the Society. All Directors shall be members of the Society.

Section 3: Meetings. Regular meetings of the Board of Directors shall be monthly at a location determined by the President. Special meetings may be called by the President or any two members of the Board of Directors.

Section 4: Notice. Notice of any meeting of the Board of Directors shall be given at least three days prior notice.

Section 5: Quorum. Five directors present at a properly called meeting will be considered a quorum.

Section 6: Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7: Compensation. Members of the Board of Directors shall receive no salary or compensation for their services.

ARTICLE 5

Officers and Directors

Section 1: Officers. The officers of the Society shall be a President, Past President, Vice President, Recording Secretary, Membership Secretary, and Treasurer. No person may hold two or more offices.

Section 2: Election and Nomination. All officers and directors shall be elected by a plurality of votes cast by written ballot at the annual meeting of the Society. Nominations may also be made by any member of the Society at the annual meeting as long as nominee is in agreement and is a member of the Society.

Section 3: Term of Office. All officers shall be elected for a term of one year. The Past President is not elected, but serves until replaced by the current President at the conclusion of the President's term. Life Time Directors shall be appointed by the Board for a life term, serving until their death or resignation.

Section 4: Vacancies. In the event of resignation or incapacity of any director or officer the vacancy shall be filled by a vote of the Board of Directors for the unexpired term of office.

Section 5: President. The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. President shall preside at all meetings of the members and of the Board of Directors. President may sign any deeds, mortgages, bonds, contracts or other instruments authorized by these bylaws. President shall appoint members and chairmen of committees; president shall report annually on the activities of the Society; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Past President. The Past President will hold a voting position on the Board and will serve as advisor to the officers as needed to maintain continuity and society operations. The Past President will assume a position on the Board as he/she leaves the office of President, unless he/she assumes another Board position. In that case, the current Past President will maintain this office until the new President concludes his/her term or the Board elects a substitute Past President. The Past President will chair the nominating committee and may serve on any or all committees or projects.

Section 7: Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Vice President shall act as the Chairman of the Projects and Program Committee.

Section 8: Treasurer The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society and maintain financial records. Treasurer shall receive and deposit all moneys due and payable to the Society; deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 8 of these bylaws. Treasurer shall render a monthly and annual report; in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be a member of the Finance Committee. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9: Recording Secretary. The Recording Secretary shall supervise and keep a record of all correspondence of the board of directors; shall be the custodian of the books and records of the Society and shall keep the minutes of meetings of the Society and of the Board of Directors in one or more books provided for that purpose; and in general shall perform all the duties incident to the office of the Recording Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 10: Membership Secretary. The Membership Secretary shall maintain a register of members of the Society, along with all contact information; shall notify members of expiration of membership; shall prepare an annual list of all levels of current members; shall see that all notices are duly given in accordance with the provision of these bylaws and as required by law; and in general shall perform all the duties incident to the office of Membership Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Membership Secretary shall be chairperson of the Membership Committee.

Article 6

Staff

Section 1: The Board of Directors is authorized to employ such staff as they determine appropriate.

ARTICLE 7

Committees

Section 1: Standing Committees. The Society shall have the following standing committees, which shall become active as deemed necessary by the Board:

- A. Finance Committee.** Responsible for soliciting contributions of money and property; preparing and applying for grants and planning the acquisition and financing of property; procuring support of governmental units and private foundations and manage the Society's Endowment Trust. The committee shall consist of the Treasurer and two other members and meet at least quarterly.
- B. Library / Museum Committee.** Along with the paid staff; responsible for collecting, cataloging, and arrangement of books, manuscripts, newspapers, and storage of historic objects, written and oral source material; also, for arranging museum exhibits, and the upkeep of museum quarters. The committee shall meet at least quarterly.
- C. Publications / Publicity Committee.** Responsible for finding ways and means for publishing joint or individual research studies; for keeping the public informed of activities of the Society and of items of historical interest through media coverage, web page, Facebook and other media; for publicizing special activities of the Society, a regular newsletter to members, a bulletin, or books, and for advertising. The committee shall meet at least monthly.
- D. Historic Sites / Homes Committee.** Advocate for preserving historic sites; for establishing the historic validity for sites, for marking historic sites; for arranging historical tours; for maintaining sites under the jurisdiction of the Society. The committee shall meet at least quarterly.
- E. Projects and Program Committee.** Responsible for arranging suitable programs and special projects of the Society. Vice President will chair and the committee should meet at least quarterly.
- F. Membership Committee.** Responsible for an annual membership drive and soliciting new candidates for membership. The Membership Secretary will chair and the committee shall meet at least quarterly.
- G. Nominating Committee.** Responsible for making nominations for officers and members of the Board of Directors, in accordance with these bylaws. Past President will chair.
- H. Property Committee.** Responsible for the general planning, study, oversight and management of projects inside and outside of the house, which includes the log school house and yard.

Section 2: Other Committees. The President may appoint other committees as the need arises.

ARTICLE 8

Checks, Deposits, and Funds

Section 1: Checks, Drafts, etc. All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, as designated by the board.

Section 2: Deposits. All funds of the Society shall be deposited in a timely manner to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3: Gifts. The Board of Directors may accept on behalf of the Society contributions, gifts, bequests or devises for the general purposes or for any special purpose of the Society.

ARTICLE 9

Books and Records

The Society shall keep correct and complete books and records of financial account and shall also keep minutes of the proceedings of its members, Board of Directors and Committees and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 10

Fiscal Year

The fiscal year of the Society shall begin on the first day of April and end on the last day of March in each year.

ARTICLE 11

Distribution Upon Dissolution

Upon termination or dissolution of the Clay County Historical Society, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501©(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute). Any such organization or organizations shall have a charitable purpose which, at least generally, includes a purpose similar to the Clay County Historical Society, Inc. The organization to receive the assets of the Clay County Historical Society, Inc., hereunder shall be the W.H. Over Museum, the Clay County Historic Preservation Commission, and/or the Friends of the Edith Siegrist Vermillion Public Library.

ARTICLE 12

Non-Discrimination

The officers, directors, committee members, employees, and person served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, race, religion, national origin, and sexual orientation. It is the policy of the Clay County Historical Society, Inc., not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, religion or national origin.

Article 13

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least ten days' written or electronic notice is given of intention to alter, amend, repeal or to adopt new bylaws at such a meeting.

Amended and Approved _____
Date

Board of Directors President

Board of Directors Recording Secretary

As accepted on 4/28/16.