

MANDAN Historical Society
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ORGANIZATIONAL BYLAWS

ARTICLE I: BOARD OF DIRECTORS

The Board of Directors shall contain eleven members, the President, the Vice-President (Programming), the Vice-President (Membership), Treasurer and Secretary shall be the Board's executive committee and six additional members who shall be elected on staggered years each to serve a two-year term. The number of terms a board member may serve is not limited.

Elections shall be held annually during the November general membership meeting. Nominations to fill Board of Director vacancies will be recruited from the general membership by the Nominating Committee as well as solicited from the membership during the meeting. A member may also place their name for consideration by submitting a formal request to the current Nominating Committee at least 21 days prior to the scheduled date of the November general membership meeting.

The Board of Directors shall:

- A. has the power to conduct all affairs of the Society.
- B. decide questions of policy that cannot be acted upon at the annual meeting;
- C. fill any midterm vacancies of board members or officers;
- D. perform other functions assigned to designated in the bylaws; and
- E. arrange for an annual audit of the books.

The adjournment of each November general membership meeting will mark the beginning of applicable terms of newly elected Board members.

ARTICLE II: OFFICERS

To provide continuity, the President and Treasurer shall serve three years initially with subsequent elections on even number years for a two-year term. The Vice-Presidents and Secretary shall serve two years terms with subsequent elections on odd numbered years.

The President, a Board member, shall:

- A. have executive supervision over the activities of the Society within the scope provided by these bylaws;
- B. preside at all meetings;
- C. report annually on activities of the Society to the membership; and
- D. delegate other functions noted in the bylaws.

The Vice-President (Programming), a Board member, shall:

- A. assume the duties of the president in the event of absence, incapacity, or resignation;
- B. be responsible for scheduling program for monthly general membership meeting;
- C. prepare and submit on behalf of the Society the Annual Report to the North Dakota Secretary of State each year;
- D. serve as registered agent in North Dakota for the Society.

The Vice-President (Membership), a Board member, shall:

- A. maintain a list of members;
- B. render an annual account of membership; and
- C. collect dues, which shall be determined by the board on an annual basis

The Treasurer, a Board member, shall:

- A. be responsible for the safekeeping of Society funds and maintaining adequate financial records;
- B. deposit all moneys received with a reliable financial institution in the name of the Mandan Historical Society;
- C. pay by numbered checks signed by the treasurer and either the President or Vice-President (Programming) all Society expenses; and
- D. render an annual report based on the fiscal year

The Secretary, a Board member, shall:

- A. keep the minutes of the Society and of the Board of Directors meetings;
- B. prepare and submit correspondence as directed by the Board in the name of the Mandan Historical Society

ARTICLE III: COMMITTEES:

The President with the consent of the executive committee shall appoint standing and/or special committees as directed by the Board of Directors unless otherwise specified in the Society's Bylaws.

Standing committees may include, but not limited to:

- A. Membership
- B. Buildings and Grounds
- C. Public relations
- D. Donations and Acquisitions
- E. Grants
- F. Nomination

The Nomination Committee is comprised of the three non-officer Directors who will not stand for re-election at the next general membership meeting.

An ad-hoc Ballot Committee shall:

- A. be elected annually at the general membership meeting from among the members in attendance;
- B. serve only during the duration of the general membership meeting;
- C. include at least one member from the current Board of Directors not subject to re-election.
- D. be responsible to count all written ballots and report results submitted during that membership meeting.

ARTICLE IV: MEETINGS

The Board of Directors shall meet once a month and said meetings shall be open to the general membership. A general membership meeting will be held each November, at a date and time selected by the President and announced at least 30 days in advance.

The President shall be authorized to call a special meeting of the board. Six or more Board members or six members of the membership may make a written request to the President or Secretary for a special board meeting. The executive committee shall be authorized to call a special meeting of the entire membership.

ARTICLE V: MEMBERSHIP

Any person, organization, institution or business interested in the preservation of the history of Mandan and the surrounding area shall be eligible for membership in the Mandan Historical Society. Each organization, institution and business shall name one person as its official representative.

Memberships will be administered on a November 1 to October 31 basis. Members must be paid in full to be eligible to participate in the annual November elections. Renewal payments not received by December 31st result in a suspension of all rights and privileges of membership.

Each representative or individual member shall have one vote. A family membership is entitled to two votes, contingent on at least two representatives of the family in attendance at the annual membership meeting.

ARTICLE VI: QUORUM

A majority of the Board of Directors, including at least two members of the executive committee, shall constitute a quorum for the conduct of regular and special meetings.

ARTICLE VII: FISCAL YEAR

The fiscal year for the Society shall be January 1st to December 31st.

Members of the Board of Directors shall have the power to make, amend and repeal any of bylaws of the Society at any regular or special meeting of the board by a majority of seven of the eleven members, said majority to include three members of the executive committee.

ADOPTED February 22, 2004

REVISED April 3, 2006

REVISED September 18, 2006

REVISED January 2, 2007

ARTICLE VIII: BYLAWS

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