

By-laws

For the Friends of Welk Homestead

Article I

Name

The name of the organization shall be the Friends of Welk Homestead.

Article II

Purpose

The mission of the Friends of the Welk Homestead is to support the State Historical Society of North Dakota in the fulfillment of the site's mission.

The Friends of the Welk Homestead's vision is to become an exemplary historic site that anchors heritage tourism in German Russian country.

The goals of the Friends of the Welk Homestead are to 1) support a rich program of interpretive activities, 2) to encourage robust public recognition and support of the importance of the site, and 3) to enhance the preservation and development of an effective infrastructure of the site.

Article III

Membership

Section 1: Membership in the Friends of Welk Homestead will be available to all. General membership dues for the organization will be established at the Annual Meeting.

Section 2: Each membership in good standing shall be entitled to one vote.

Section 3: Membership shall be for the fiscal year of the corporation. Fiscal year shall run from January 1 to December 31.

Article IV

Officers

Section 1: The officers of this organization shall be a president, a vice president, a treasurer, a secretary, and a historian. Officers must be current members of the organization.

Section 2: Officers of this organization shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors.

Section 3: Any Board Member who is absent from three consecutive meetings without due cause shall be removed from office. Due cause shall be as determined by the Board of Directors.

Section 4: A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5: The officers and Board Members shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.

President: The president of the organization shall have executive supervision over the activities and conduct of the alliance within the scope of these bylaws. The president shall preside at all meetings, shall have the responsibility for individual and committee appointments subject to Board approval, and shall name the chairperson of each committee. The president shall report annually the activities of the organization membership. The President shall be chairperson of the Executive Committee. By virtue of the office, he/she shall be an ex-officio member of all committees except a Nominating Committee.

Vice-President. The Vice-President shall assume the duties of the president in his/her absence. The Vice-President may be assigned specific duties to be performed as authorized by the president, and will be a member of the Executive Committee.

Secretary. The Secretary shall be charged with the responsibility of accurately recording minutes of all general membership and executive board meetings and shall be responsible for their permanent safekeeping. In the absence of the secretary, the person presiding over the meeting shall designate any person to record the proceedings.

The Secretary shall:

- a. Make reports and send correspondence, notices, etc., as required by the organization membership and these bylaws.
- b. Send copies of the minutes of all organization meetings to each member.
- c. File a copy of the minutes as part of the organization's permanent record.
- d. Be a member of the Executive Committee.
- e. Keep track of the term dates of Board Members.

Treasurer. The Treasurer shall be responsible for the safekeeping of the organization funds and for maintaining adequate financial records. The treasurer shall keep the funds in a reputable financial institution as designated by the Executive Board and shall make investments and pay out funds as authorized by the Board of Directors.

The Treasurer shall:

- a. Sign all checks as directed by the Board of Directors. The Treasurer may also designate, in writing, a representative that shall be approved by the Board of Directors
- b. Prepare a financial report for each membership and Board of Directors meeting.
- c. At the discretion of the organization, be authorized to pay the bills. At the organization's discretion, shall list all bills paid during the period between meetings for the Board's review and list the unpaid bills that require Board of Director's approval, including any expense vouchers.
- d. Prepare a preliminary budget should one be necessary for projects the organization may take on.
- e. Be bonded as designated by a vote of the Board of Directors.
- f. Be a member of the Executive Committee.
- g. File all state and federal reports and the returns, if necessary.
- h. Be accountable to the Executive Board.
- i. Complete an end-of-the-year financial report to present at the Annual Meeting in _(TBD)_

Historian. The historian will be responsible for keeping a record of media information, documentation in print, copies of mailings, and other items of historical significance relating to the Friends of the Welk Homestead.

Article V

Meeting and Quorums

Section 1: The annual meeting of the membership for the election of directors, and transaction of such other business as may come before the meeting shall be held during the month of _(TBD)_ at such time and place as the Board of Directors shall designate. Regular meetings shall be held at least three times per year at times and places elected by the Board of Directors.

Section 2: Each voting member shall be notified of the time and place of the annual meeting of the membership at least ten days prior to the holding of such meeting.

Section 3: in the absence of the president or vice president any elected officer may call a special meeting of the corporation at any time.

Section 4: A majority of Board Members in attendance at any meeting shall constitute a quorum. If a quorum is not present at any meeting of the Board Members, the majority of Board Members present may recess the meeting and reconvene with reasonable notice.

Article VI

Board of Directors

Section 1: The organization shall be governed by a Board of Directors elected from the membership. All Board of Directors members must be current members of the organization. The number of Directors of the organization shall be 5 (five) members. The Directors shall have the general management and control of the business and affairs of the corporation and shall exercise all powers that may be exercised and performed by the organization under the Statutes of the State of North Dakota, the Certificate of Incorporation, and these bylaws. The Board may appoint committees as needed to forward the goals and objectives of the organization.

Section 2: The first annual meeting of the organization after adoption of these bylaws shall elect five directors as follows:

2 directors for a three year term

2 directors for a two year term

1 director for a one year term

Thereafter all directors will be elected to a three year term, thus staggering the election of the directors. At each future annual meeting of the organization, one or two members shall be elected to the Board of Directors for a three year term.

Section 3: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor.

Section 4: The Board of Directors shall hold a regular meeting immediately following the adjournment of the annual meeting of the membership to elect officers and to determine a time and place for regular meetings.

Section 5: Regular or special meetings of the Board of Directors shall be called by the president or at the request of any two directors.

Article VII

Finance and Records

Section 1: The Board of Directors shall prescribe and adopt such systems and form for carrying on the business, bookkeeping, accounts, and records, and such other matters of business regulated as may be necessary for the proper conduct of the business of the organization.

Section 2: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness or contracts issued in the name of the organization, shall be signed by the treasurer or the secretary in the absence of the treasurer.

Section 3: All funds of the corporation shall be deposited to the credit of the organization in such bank or other depository as the Board of Directors may select.

Section 4: An annual audit of the books and records of the Friends of the Welk Homestead shall be conducted by a committee appointed by the Board of Directors. Reports of the status and progress of the affairs of the organization shall be made at each annual meeting and at other times upon reasonable request. All books, records and property of the organization shall be open at all times to the inspection and examination of the Board of Directors and every member.

Section 5: The fiscal year of the organization shall begin on the first day of January each year and end at midnight on the 31st of December.

Section 6: The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or device for any purpose of the corporation.

Article VIII

Parliamentary Authority

Robert's Rules of Order shall be the parliamentary authority for this organization.

Article IX

Amendment of By-Laws

Section 1: These Bylaws may be altered, amended, or repealed, and new By-Laws may be adopted by a two-thirds (2/3) majority of the members or Board Members of this organization present at any regular meeting of the membership of the organization, provided written notice of the proposed change has been given each member of the organization ten (10) days in advance of such meeting.

Article X

Conflict of Interest

Section 1: Prohibition Against Sharing in Corporate Earnings

No officer, employee, member of a committee, or person connected with the Friends of the Welk Homestead, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Friends of the Welk Homestead, provided that this shall not prevent the payment to any such person reasonable compensation for services rendered to the Friends of the Welk Homestead in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon such dissolution or winding up of the affairs of the Friends of the Welk Homestead, whether voluntary or involuntary. The assets of the Friends of the Welk Homestead, after all debts have been satisfied shall be distributed, transferred, conveyed, delivered and paid over as the Friends of the Welk Homestead may determine or as may be determined by the court of competent jurisdiction upon application of the Friends of the Welk Homestead.

Section 2: Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 3: Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 4: Procedure for Addressing the Conflict of Interest

A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Article XI

Dissolution Clause

No part of the net earnings of the Friends of Welk Homestead may inure to the benefit of members thereof, and the organization shall be operated as a non-profit organization. In the event of liquidation, dissolution, or winding-up of the organization, whether voluntary, involuntary, or by operation of law, any disposition made of the assets of the organization shall be such as is calculated by the executive board exclusively to carry out the education purposes for which the organization is formed.

Any remaining funds of the organization shall be turned over to the State Historical Society of North Dakota, specifically to the Welk Farmstead Endowment.