

THEODORE ROOSEVELT PRESIDENTIAL LIBRARY FOUNDATION

BYLAWS February 6, 2020

ARTICLE I Powers

The corporation shall have all powers as are now or may hereinafter be granted by the North Dakota Nonprofit Corporation Act, North Dakota Century Code Chapter 10-33.

ARTICLE II Purpose

The purpose of the corporation is to establish and maintain a national library for documents and artifacts associated with Theodore Roosevelt.

ARTICLE III Offices

The registered office of the corporation and its principal office shall be determined by the Board of Trustees.

ARTICLE IV Board of Trustees

SECTION 1. GENERAL POWERS. The Board of Trustees shall manage the affairs of the corporation. Except as provided in section 3 of this article, each member of the Board shall have one vote on issues coming before the Board.

SECTION 2. NUMBER. The number of voting Trustees shall be not less than five nor more than twenty-one members.

SECTION 3. NOMINATION AND ELECTION. The Board Governance Committee will nominate a number of persons equal to the number of Trustees whose terms are expiring. In order to obtain appropriately diverse representation on the Board of Trustees, the committee shall consider a wide-range of diverse national interests. The committee shall submit its nominations to the Board of Trustees at least twenty days prior to the Board's last regular meeting of the calendar year.

The Board Governance Committee may, at any time, submit nominations to the Board of Trustees to expand the Board. The Board of Trustees may act on a nomination at any

board meeting.

The Board Governance Committee may, at any time, submit nominations to the Board of Trustees for nonvoting honorary board members. The term of each appointment shall be ten years, unless a shorter term is requested by the honorary board member. The Board of Trustees may act on a nomination at any board meeting.

The president of Dickinson State University and the president of the DSU Heritage Foundation, or their designees, shall be ex officio nonvoting members of the Board of Trustees.

The Board of Trustees, at its last regular meeting of the calendar year, shall elect Trustees to fill the Board's existing and projected vacancies. The newly elected members of the Board of Trustees shall take their seats on the Board effective the following January 1.

SECTION 4. TERM. Trustees shall serve three-year terms and shall not serve more than two consecutive full terms. However, when expanding the Board, the Board of Trustees may elect a new board member to an initial term of one, two, or three years (not counting a partial year) so that the terms of approximately one-third of the board members shall expire at the end of every calendar year. Election to an unexpired or new term shall count as a full term only if it is for a period of two years or more.

SECTION 5. REGULAR MEETINGS. The Board of Trustees shall meet at least semi-annually.

SECTION 6. SPECIAL MEETINGS. The Chair may call a special meeting at any time and shall call a special meeting at the request of one-third of the Trustees.

SECTION 7. NOTICE. Notice of any meeting of the Board of Trustees shall be given at least 15 days previous thereto by written notice delivered personally, by mail, or electronic communication to each director at the address shown on the records of the corporation. If sent electronically, such notice shall be deemed to be delivered when it is sent.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

SECTION 8. QUORUM. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Trustees with voting rights is present at a meeting, a majority of the

Trustees present may adjourn the meeting from time to time without further notice.

SECTION 9. MANNER OF ACTING. The act of a majority of the Trustees with voting rights present at a meeting at which a quorum is present shall be the act of the Board of Trustees except where otherwise provided by law or by these bylaws.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Trustees or any Trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by the Board of Trustees. A director appointed to fill a vacancy shall serve the unexpired term of the predecessor in office.

SECTION 11. COMPENSATION. Trustees shall not receive any compensation for serving on the Board of Trustees. Trustees may be reimbursed for reasonable expenses actually incurred.

SECTION 12. PROXY VOTING. A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition must be counted as the vote of a director present at the meeting in favor of or against the proposal and must be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

SECTION 13. ADVISORS. Upon recommendation of the Board Governance Committee, the Board may appoint and re-appoint non-voting advisors for one-year terms.

ARTICLE V **Officers**

SECTION 1. OFFICERS. The officers of the corporation shall be the Chair, Vice Chair, Immediate Past Chair, Secretary, Treasurer, and Chief Executive Officer.

SECTION 2. ELECTION AND TERM OF OFFICE. The Board Governance Committee shall submit its nominations to the Board of Trustees at least twenty days prior to the Board's last regular meeting of the calendar year.

The Board of Trustees, at its last regular meeting of the calendar year, shall elect officers for a one-year term beginning the following January 1.

Newly elected Trustees shall not be elected corporate officers during the first year of their respective terms on the Board unless elected by a two-thirds majority of all voting trustees.

SECTION 3. REMOVAL. Two-thirds of the Board of Trustees may remove an officer at any time with or without cause.

SECTION 4. VACANCIES. The Board of Trustees shall fill a vacancy in any office for the unexpired portion of the term.

SECTION 5. CHAIR. The Chair shall:

- a. preside at all meetings of the Board of Trustees;
- b. have overall responsibility for the activities of the corporation subject to the control and direction of the Board;
- c. be the primary representative of the corporation to the public, the media and other organizations;
- d. appoint all committee members and committee chairs; and
- e. perform any other duties essential to the office.

SECTION 6. VICE CHAIR. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or the Board of Trustees.

SECTION 7. IMMEDIATE PAST CHAIR. The Immediate Past Chair shall:

- a. advise the Chair as requested; and
- b. assume other duties as determined by the Chair or the Board of Trustees.

SECTION 8. SECRETARY. The Secretary shall:

- a. ensure that accurate minutes of board meetings are prepared and archived;
- b. perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board of Trustees.

SECTION 9. TREASURER. The Treasurer shall:

- a. serve as chair of the Finance and Audit Committee;
- b. submit, at the annual meeting, a proposed budget for the following fiscal year; and
- c. perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Chair or the Board of Trustees.

SECTION 10. CHIEF EXECUTIVE OFFICER. The Board of Trustees may employ or contract with a Chief Executive Officer.

The Chief Executive Officer shall:

- a. be the principal executive officer of the corporation;
- b. report to the Board of Trustees through the Chair;
- c. conduct the business of the corporation as directed by the Board of Trustees;

- d. implement policies adopted by the Board of Trustees and employ staff or contract for services to manage and operate the organization;
- e. execute instruments as directed by the Board of Trustees; and
- f. be a non-voting officer and trustee of the corporation.

SECTION 11. DELEGATION OF RESPONSIBILITIES. The Board of Trustees may, except as otherwise limited by law, delegate the responsibilities and authority for, and the regular or routine administration of, an officer's duties to employees, agents, or contractors of the corporation.

ARTICLE VI **Executive Committee**

SECTION 1. EXECUTIVE COMMITTEE. An Executive Committee of the Board of Trustees shall consist of the officers of the corporation.

SECTION 2. EXECUTIVE COMMITTEE DUTIES. The Executive Committee shall:

- a. oversee the implementation of the goals and objectives set by the Board in fulfilling the corporation's mission and will periodically report to the Board on its activities;
- b. be responsible for the long-range planning function of the corporation's programming;
- c. identify sources of funding for the corporation; and
- d. select the Chief Executive Officer of the corporation, subject to Board approval, and shall determine the appropriate compensation and benefits of the Chief Executive Officer.

SECTION 3. QUORUM. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. If less than a quorum of the members is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 4. MANNER OF ACTING. The act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee except where otherwise provided by law or by these bylaws.

ARTICLE VII **Committees**

SECTION 1. COMMITTEES. Standing committees of the Board are:

- Governance Committee
- Finance and Audit Committee
- Design and Architecture Committee
- Development Committee

- Communications Committee

The Board of Trustees may authorize other committees.

The Board of Trustees shall establish the responsibilities of each committee.

SECTION 2. MEMBERS. The Chair may appoint individuals with voting rights to committees who are not members of the Board of Trustees. The term of committee members shall be one year, which may be renewed for five consecutive years.

SECTION 3. REMOVAL. The Chair may remove a committee member at any time with or without cause.

SECTION 4. VACANCIES. Vacancies on a committee may be filled in the same manner as are original appointments.

SECTION 5. QUORUM. Unless otherwise provided in the resolution of the Board of Trustees when establishing a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII **Miscellaneous**

SECTION 1. CONTRACTS. The Board of Trustees may authorize any officer or agent, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. MONETARY. All checks, drafts or other orders for the payment of money shall be signed by officers or agents in such manner as shall from time to time be determined by resolution of the Board of Trustees. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Trustees may select.

SECTION 3. GIFTS. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

SECTION 4. BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees. All books and records of the corporation may be inspected by any director at any reasonable time in the business office of the corporation during normal business hours.

SECTION 5. FISCAL YEAR. The fiscal year of the corporation shall be the calendar year.

SECTION 6. WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of the North Dakota Nonprofit Corporation Act, the Articles of Incorporation, or the Bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX **Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the Trustees present at any regular meeting or at any special meeting, provided that at least ten days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

History:

February 7, 2015 – adopted

March 22, 2016 – amended by adding article IV, section 12

November 11, 2016 – amendments to article IV, sections 1, 3, 4, 6, 8 and 9; article V, sections 2, 7, and 8; and article VII, sections 1 and 2; and also add a new article IV, section 13.

July 17, 2017 – changed “Board of Directors” to “Board of Trustees,” merged the Finance and Audit Committees, and established separate officer positions for the Secretary and Treasurer.

September 20, 2018 – amended article V, section 2, by adding “unless elected by a two-thirds majority of all voting trustees.” On September 17, 2018, the Board of Trustees authorized an email vote; the proposed amendment was unanimously approved by email vote by September 20, 2018.

November 26, 2018 – amended three articles:

- Amended article IV, section 11, by adding “but the Board may contract with, and compensate, a Trustee for professional services in accordance with N.D.C.C. § 10-33-46.”
- Amended article VI, section 2, by deleting “be responsible for the day-to-day operations of the corporation.”
- Amended article VII, section 1, by renaming two committee and establishing an “External Relations Committee.”

October 1, 2019 – amended article V, section 10, by deleting “Such person’s employment or contract is “at will,” which can be terminated with or without cause and with or without notice at any time, at the option of either the Board of Trustees or the employee.”

February 6, 2020 – amended article IV, section 11 by deleting “, but the Board may

contract with, and compensate, a Trustee for professional services in accordance with N.D.C.C. § 10-33-46; amended article VI, section 1, by deleting “and the chairs of the standing committees”; and amended article VII, section 1, by renaming two committees (“Design and Construction Committee to “Design and Architect Committee” and “External Relations Committee” to “Communications Committee”).

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