

BYLAWS
of the
DICKINSON STATE UNIVERSITY HERITAGE FOUNDATION

ARTICLE I - OFFICES

The principal office of the corporation shall be located at 291 Campus Drive in Dickinson, North Dakota.

ARTICLE II - MEMBERS

The corporation shall have no members.

ARTICLE III – PURPOSES

The purposes of the corporation shall be to:

- (a) Stimulate and foster support for Dickinson State University;
- (b) Secure, manage and disburse funds to benefit the University and its students;
- (c) Secure, manage and disburse funds to assure the corporation's successful operation;
- (d) To do so in such a way as will maintain a consistent flow of financial support for these purposes; and to
- (e) Use such powers granted to nonprofit corporations generally to engage in any lawful nonprofit activity as the Board of Directors by resolution may provide to achieve these purposes.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Duties of a Director

- (a) The activities of the corporation shall be under the direction of the Board of Directors.
- (b) A director of the corporation shall discharge the duties of office in good faith, in a manner reasonably believed to be in the best interest of the corporation and with the care that an ordinarily prudent person in a like position would exercise in

similar circumstances. None-the-less, a director of the corporation is not a trustee with respect to the corporation or with respect to property held by it.

(c) Unless the director has information that makes reliance unwarranted, a director of the corporation is entitled to rely on information, including opinions, reports or statements, financial statements and other data:

(i) prepared by those the director reasonably believes to be competent and reliable.

(ii) prepared by counsel, accountants or by other persons with reasonably perceived professional expertise and competence in the matter at hand; or

(iii) prepared by the Executive Committee, by a standing committee or by a special committee acting within its authority and whose information the director reasonably believes merits confidence.

Section 2. Voting Directors

(a) The voting directors of the corporation shall consist of no less than fifteen (15) nor more than thirty (30) individuals who shall have attained the age of eighteen (18).

(b) No voting director of the corporation may be a full time or regular part-time employee of the corporation.

(c) Voting directors of the corporation shall be of two types: elected directors and appointed directors.

Section 3. Voting Directors – Elected – Number and Term

(a) There shall be no less than fifteen (15) nor more than thirty (30) elected directors of the corporation.

(b) A full term of office of elected directors shall commence on January 1 of any year and end on December 31 three (3) years hence.

(c) Elected directors may serve for up to three (3) consecutive full terms but a partial term immediately preceding a full term shall not be counted for purposes of this limitation.

(d) An individual who has served three (3) consecutive full terms as an elected director may serve as an appointed director or again as an elected director after a break in service of three (3) years.

Section 4. Election of Directors

- (a) Elected directors shall be elected by the Board of Directors by majority vote.
- (b) Elections may be held at any regular or special meeting of the Board of Directors.
- (c) The specific number of elected directors to be elected in each year shall be determined from time-to-time by the Board of Directors. The Board of Directors will endeavor to provide for staggered terms so that approximately an equal number of directors will be elected each year.
- (d) Any other provision of this Article notwithstanding, the Board of Directors may shorten the initial term of any director by up to two years to facilitate compliance with this Section as near as reasonably possible.
- (e) A vacancy in an elected directorship, whether by resignation, death, removal or increase in number of directors shall be filled by a majority vote of the remaining directors, even though less than a quorum, for the unexpired portion of the term.
- (f) Nominations are accepted by board to review in November of the current year.
- (g) Voted on in January to add new directors in March .

Section 5. Non-voting Directors -- Ex-officio

- (a) The CEO of the corporation shall be an ex-officio, non-voting director of the corporation.
- (b) The Board of Directors may add other ex-officio, non-voting directors of the corporation for such terms and for such purposes as it may by resolution provide.

Section 6. Removal of Directors

A voting director may be removed, at any time, with or without cause, upon majority vote of the remaining directors.

Section 7. Meetings of Directors

(a) Meetings of the Board of Directors may be called at any time and at any location by the president of the corporation, by the CEO of the corporation or at the request of any five (5) voting directors.

(b) Any meeting of the Board of Directors may be held by conference telephone or other means of remote communication that allows the directors physically in attendance at the meeting location to reasonably participate in the meeting with those attending by conference telephone or other means.

Section 8. Notice of Meetings

(a) Notice of a meeting shall be given to all directors at least seven (7) days prior to the meeting. Notice may be given by:

- (i) mail to the director's address last known to the corporation;
- (ii) personal delivery; or
- (iii) any electronic means.

(b) All directors are deemed, by virtue of acceptance of the position, to have consented to electronic notice given to the director by a means of delivery chosen by the corporation.

(c) Notice shall be effective when given by one of the means specified in this Section.

(d) A written or electronically transmitted waiver of notice signed or given by a director, whether signed before or after the time of the event for which notice is given, or attendance at the meeting for which notice was given, shall satisfy any requirement of notice.

Section 9. Quorum

Ten (10) voting directors, in person, by conference telephone or by other remote means shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10. Voting

(a) Unless otherwise specifically provided for in these Bylaws or by law, a majority vote of the voting directors present at any meeting shall be sufficient to take action on any issue presented.

(b) A voting director of the corporation present in person, by conference telephone or by other remote means at a meeting of the Board of Directors is presumed to have assented to an action approved by an affirmative vote of a majority of the voting directors present unless the director objects to the transaction of the business at the meeting, votes against the action, or is prohibited by these Bylaws or by law from voting.

(c) Proxy voting is prohibited at any meeting of the Board of Directors. However, a voting director of the corporation giving that any member of the Executive Committee of the corporation advance written or electronic consent or opposition to a proposal to be acted on at a meeting of the Board of Directors shall have the written or electronic vote counted as the vote of a director present at the meeting in favor of or against the proposal 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. The document supporting the vote and the vote must be entered in the minutes or other record of action at the meeting. If the director is not present at the meeting, such consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum.

Section 11. Conflicts of Interest

When the corporation is considering a transaction or arrangement in which a voting, non-voting or ex-officio director, or a member of the family (as defined by law) of such director has a material financial interest, that director must reasonably disclose the material facts related to the interest prior to any action being taken by the Board of Directors. The director's presence at the meeting to consider the transaction or arrangement shall not be

counted in determining a quorum. The director shall abstain from any discussion thereon and shall not vote on any question pertaining to the transaction or arrangement.

Section 12. Rules of Meeting Conduct

Meetings of the Board of Directors are to be conducted by the application of fair rules of procedure, not in conflict with the Articles of Incorporation, the Bylaws or with law, that are set by the officer conducting the meeting. In the event of any conflict with respect to rules of procedure, the Rules of Parliamentary Procedure as provided in such version of Robert's Rules of Order as the Board of Directors shall by resolution choose, will govern if not in conflict with the Articles of Incorporation, the Bylaws or with law.

Section 13. Director Compensation

No voting director of the corporation shall receive direct or indirect compensation for service as a director of the corporation, as an officer of the corporation or as a member of any committee of the Board of Directors.

Section 14. Non-liability of Directors.

No director of the corporation shall be personally liable for the debts or obligations of the corporation.

ARTICLE VI – OFFICERS OF THE CORPORATION

Section 1. Officers – Number

The officers of the corporation shall be a president, a vice president, secretary and treasurer.

Section 2. Officers – Election and Term

(a) The officers of the corporation shall be elected by a majority vote of the Board of Directors from among the elected directors for a term of one year commencing at the end of the Fourth Quarter Meeting of any year and ending at the end of the Fourth Quarter Meeting of the following year.

(b) In case of a vacancy, the Board of Directors shall fill such office for the unexpired term.

(c) Elections of officers of the corporation may be held at any regular or special meeting of the Board of Directors,

(d) Any elected director may be elected to serve consecutive terms for the same office or to hold different offices in sequence.

(e) The expectation is the vice-president will be the president in waiting and will assume the position when the current president's term has completed or they step down from the position.

Section 3. Officers – Removal

An officer of the corporation may be removed, at any time, with or without cause, upon majority vote of the remaining directors.

Section 4. Duties of Officers

An officer of the corporation shall discharge the duties of office in good faith, in a manner reasonably believed to be in the best interest of the corporation and with the care that an ordinarily prudent person in a like position would exercise in similar circumstances. None-the-less, an officer is not a trustee with respect to the corporation or with respect to property held by it. The principal duties of the officers of the corporation shall be as follows:

(a) The president shall:

(i) preside at all meetings of the Board of Directors and of the Executive Committee;

(ii) see that all orders and resolutions of the Board of Directors are carried into effect;

(iii) report on the affairs of the corporation as conducted by the Executive Committee or by any special committee at each meeting of the Board of Directors;

(iv) sign and deliver all instruments pertaining to the business of the corporation except in cases in which the authority to sign and deliver is

given by law to another individual or is expressly delegated by the Board of Directors;

(v) have custody of the records of the Board of Directors and the corporation; and

(vi) perform such other duties as the Board of Directors may provide;

(vii) After presidential term has completed the past president will remain on the executive committee as an ex-officio, non-voting member, until the newly elected president's term has ended. At which time the former president will become the past president.

(b) The vice president shall:

(i) serve in the absence of the president;

(ii) be assigned responsibility for the duties of a standing committee and preside at all meetings of that committee;

(iii) report to the president of the corporation and the Board of Directors on the affairs of the corporation as attended to by such standing committee; and

(iv) perform such other duties as the Board of Directors may provide.

(c) The treasurer shall:

(i) keep accurate financial records for the corporation;

(ii) endorse and deposit all money, drafts and checks in the name of and to the credit of the corporation in depositories approved by the Board of Directors;

(iii) disburse funds and issue checks and drafts as ordered by the Board of Directors;

(iv) give an account of all transactions and the financial condition of the corporation to the president of the corporation;

(d) The Secretary shall:

(i) record all proceedings of the meetings of the Board of Directors, of the Executive Committee, of the standing committees and of any special committee;

(ii) give all notices of the meetings of the Board of Directors, the Executive Committee, of the standing committees and of any special committee; and

(iii) perform such other duties as the Board of Directors may provide.

Section 5. Delegation of Officer's Duties

Unless prohibited by the Articles of Incorporation or by law, each officer may delegate some or all of the duties of office to other individuals, including to employees of the corporation. If the officer delegates any or all responsibilities of their office, this must be approved by the board and included in the minutes of the corporation. The officer remains subject to the standard of conduct for an officer with respect to the discharge of the duties delegated.

ARTICLE VII – EMPLOYEES

Section 1. CEO

(a) After consulting with the Board of Directors, the President of the University will appoint or contract with an individual who is not a voting member of the Board of Directors to be the chief executive officer (CEO) of the corporation and to be responsible for its day-to-day management.

(b) The Board of Directors may delegate such powers, rights, and duties to the CEO as it shall by resolution provide. In addition, the CEO shall have the exclusive power and obligation to:

- (i) consult with the officers of the corporation;
- (ii) give reports of the operations of the corporation to the Board of Directors, to contributors or to potential contributors to the corporation, to the President of Dickinson State University or to members of his/her cabinet, to government entities, to the university community or to the public;
- (iii) supervise and manage the corporation's business in a prudent manner; and
- (iv) prepare annual budgets for the corporation to be considered and acted upon by the Board of Directors;
- (v) make and undertake all necessary and reasonable expenditures, and to

transfer, sell, encumber or dispose of such assets as are necessary, to implement the requirements of the approved budgets.

(vi) follow guidelines for the operation of the corporation established from time to time by a standing committee, a special committee, the Executive Committee or the Board of Directors;

(vii) make such off budget or other non-budgeted net expenditures in furtherance of the best interests of the corporation in accumulative amount no greater than \$35,000 in each fiscal year.

(c) Except as authorized by Section 1 of this Article, the CEO may not do any of the following without the consent of the Board:

(i) transfer, sell, encumber or dispose of the corporation's assets or funds;

(ii) make, refinance, increase, or extend loans of the corporation; or

(iii) engage the corporation in any business or incur any obligation other than that specified in the extension of authority to the CEO by this Article.

(d) The Board of Directors may authorize other employees or independent contractors to be hired or engaged, as it deems necessary for the operation and management of the corporation. If so authorized, such employees or independent contractors shall be hired or engaged by the CEO for the corporation. Unless otherwise provided by contract or policy, such employees or independent contractors shall serve at the pleasure of the CEO.

ARTICLE VIII – BOARD COMMITTEES

Section 1. Executive Committees -- Membership

(a) An Executive Committee consisting of the president, the vice president, the secretary-treasurer, the President of DSU serves as an ex-officio non-voting member and any chairperson of the corporation who serve as the chairpersons of the corporation's standing committees shall direct the activities of the corporation between meetings of the Board of Directors. When doing so, the Executive Committee is empowered to act as the Board of Directors is empowered. Executive Committee actions must be presented to the full board for ratification within two weeks of the action of the Executive Committee.

Section 2. Standing Committees – Creation, Duration and Membership

(a) The Board of Directors shall have power to create, from time-to-time, standing committees for such purposes as it may by resolution provide. A standing committee may not delegate its duties nor create a subcommittee.

(b) Standing committees shall remain in existence until terminated by the Board of Directors.

(c) The president of the corporation shall annually appoint voting directors of the corporation to serve on one or more standing committees. The membership of a standing committee may also consist of individuals who are not directors of the corporation as long as such individuals shall not be a sufficient in number to be a quorum.

Section 3. Other Committees -- Creation and Duration and membership

(a) The Board of Directors or the Executive Committee shall have power to create special committees.

(b) A special committee shall be established only for a particular purpose and for a particular duration specified in the resolution creating it. A special committee may not delegate its duties nor create a subcommittee.

(c) Members of a special committee shall be individuals appointed by the resolution creating the special committee or, in absence thereof, by the president of the corporation.

(d) The membership of a special committee may consist, in whole or in part, of individuals who are not directors of the corporation.

Section 4. Committee Meetings

(a) Meetings of the Executive Committee may be called by the president of the corporation, by the CEO of the corporation or by any two (2) other members of the Executive Committee.

(b) Meetings of each standing committee and special committee may be called by the president of the corporation, by the CEO of the corporation and by the vice president in charge of such committee or by its chair if not a vice president.

Section 5. Notice

(a) Notice of a meeting of the Executive Committee, of a standing committee or of a special committee shall be given to all committee members at least two (2) days prior to the meeting. Notice may be given by:

- (i) mail to the committee member's address last known to the corporation;
- (ii) personal delivery; or
- (iii) any electronic means.

(b) All committee members are deemed, by virtue of acceptance of the position, to have consented to electronic notice given to the member by a means of delivery chosen by the corporation.

(c) Notice shall be effective when given by one of the means specified in this Section.

(d) A written or electronically transmitted waiver of notice signed or given by a member of a committee, whether signed before or after the time of the event for which notice is given, or attendance at the meeting for which notice was given, shall satisfy any requirement of notice.

(e) Meeting Minutes to be submitted to the full Board of Directors within two week of the Executive Committee meeting.

Section 6. Application of Other Rules to Committees

The provisions of Article IV, Sections 12-16 shall apply to the meetings of the Executive Committee, a standing committee or a special committee and to its members as if such committee was the Board of Directors and whether or not the committee includes individual members not directors of the corporation.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the corporation may be fixed by resolution of the Board of Directors.

Section 2. Amendments

These Bylaws may be amended, altered, or repealed in whole or in part, and new bylaws may be adopted by affirmative vote of two thirds (2/3) of the directors present at any regular or special meeting of the Board of Directors, provided that notice of the meeting at which any proposed amendment, alteration or repeal, or of any proposed bylaws is to be considered shall include a full transcript of any proposed amendment, alteration, repeal or proposed bylaw.

APPROVAL OF BYLAWS

The Bylaws of Dickinson State University Heritage Foundation were duly approved by action of the Board of Directors of the Dickinson State University Heritage Foundation at its meeting held on the 30th day of October, 2015 and amended on the dates hereafter shown.

ATTEST:

President of DSU Heritage Foundation

Updated on 10-17-17

Updated on 1-16-19