

Northern Plains Heritage Foundation

By-Laws

Approved December 22, 2004

Mission: The mission of the Northern Plains Heritage Foundation (NPHF) is to preserve, promote and develop the cultural, natural, and scenic resources of the Northern Plains region of central North Dakota along the Missouri River.

Methods of Operation: The NPHF is organized as a non-profit corporation licensed in the State of North Dakota. The NPHF shall conduct fund raising solicitations and seek to marshal support from federal, state, county, and municipal governments to secure financial resources with which to carry it's mission. It may also own and/or operate businesses and services either to provide financial support for NPHF or directly in support of it's mission.

The NPHF may grant or re-grant funds in support of it's mission to other non-profit organizations.

Board of Directors: The Board of Directors (Board) is the governing board of the NPHF and may consist of between seven and twenty-one voting Members of the Board (Member). Terms on the Board are for three years (though in the initial organization of the Board, some terms will be for one or two years). There is no limit on the number of terms a Member may serve.

New Members may join the Board upon nomination by the President of NPHF, agreed to by majority vote of Members present at a regular or special meeting of the Board. Members may be removed from the Board during a term of service by resignation, or by a vote of Members requiring a two-thirds majority of Members present at a regular or special meeting of the Board.

Initial organization of the Board is the responsibility of the six incorporators who will elect officers on December 22, 2004.

Ex-officio Members of the Board (ex-officio) are non-voting positions. The Mayors of Bismarck, Mandan, and Washburn; the Superintendent of the Knife River Indian Villages National Historic Site; the Director of the State Historical Society of North Dakota; the Director of the North Dakota Parks and Recreation Department and the Director of the North Dakota Tourism Division of the North Dakota Department of Commerce or their representatives are Ex-Officio Members.

The Board shall meet quarterly in regular meetings. Special meetings may be called by the President of the Board or three other Officers.

The Board shall approve, at its Winter Quarter meeting, an annual budget for revenue and expense for NPHF, employ and supervise an Executive Director, approve accounting and auditing procedures and establish general corporate policies.

Officers: The Members shall elect annually from their numbers, at the Winter Quarter meeting, a President, Vice-President, Secretary, and Treasurer. The immediate past president of NPHF is also an officer and voting Member of the Board of Directors.

Executive Committee: The Executive Committee is made up of the Officers of NPHF. The Executive Committee may be called into meeting by the president or any three officers, to deal with issues between regular meetings or in lieu of special meetings of the Board.

Executive Director: The Board shall employ an Executive Director who will be responsible to the Board for implementing the mission of the NPHF and the policies of the Board. The Executive Director may employ other staff as required.

By-Laws: By-laws, with one exception, may be amended by a two-thirds vote of the Members attending a regular scheduled quarterly meeting of the Board. A vote on an amendment to the By-Laws may take place only after the amendment has been submitted, discussed, and approved for submission for final passage at a previous regular meeting of the Board. Under no circumstance may the Dissolution section of these By-Laws be amended.

Quorum: A quorum of Members at a meeting is necessary for any official action to be taken. A quorum is declared when at least half the Members (not including Ex-Officio) are present.

Dissolution: Should the NPHF dissolve or for any reason cease to exist as an organization, all assets must be distributed for an exempt purpose recognized under this section 501(c) (3) of the Internal Revenue Service Code, or to the federal government or government of North Dakota for a public purpose.

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Proposed Amendments 1-19-07**

Nominations for new Board Members (voting):

Rose Laning, Knife River Heritage Foundation President, ND Cowboy Hall of Fame
Designated Representative- Missouri River Adjacent Landowners Assn. (extend invite)
Designated Representative- United Tribes Technical College (extend invite)

Additional Ex-Officio Members (non voting members)
Director, North Dakota Game & Fish
Director, North Dakota Indian Affairs Commission
Designated Representative, North Dakota State Water Commission

Separate and describe the processes for adding and removing members from the Board.

Submitted by,

NPHF Executive Director
1/19/07