

Northern Plains Heritage Foundation

By-Laws

As of January 18, 2012

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 out its mission. It may also own and/or operate businesses and services either to provide financial support for NPHF or directly in support of its mission.

The NPHF may grant or re-grant funds in support of its 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 2 two years). There is no limit on the number of terms a Member may serve.

Proxy Voting: A member of the Board of Directors may appoint a temporary proxy to act on the member's behalf, including but not limited to the right to vote on issues before the Board of Directors.

- Appointment of a proxy by a member may be by written instrument or by timely notification by email or personal communication by the member to an officer of the Board of Directors or to the administrative offices of the Foundation. Such notification is to indicate the duration of the appointment of the proxy.

New Members may join the Board upon nomination by the President of NPHF agreed to by a 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; the Director of the North Dakota Tourism Division of the North Dakota Department of Commerce; and the Director of the ND Indian Affairs Commission; 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 the 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 other Officers, to deal with issues between regular meetings or in lieu of special meeting 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 regularly 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

Those attending a duly called meeting of the NPHF constitute a quorum.

Conflict of Interest Policy

Purpose: The purpose of the conflict of interest policy is to protect the integrity of the NPHF, its staff, Board of Directors (Board) and supporters from even the appearance of a conflict of interest in its financial transactions, contracts and arrangements. This policy is intended to

supplement but not replace any applicable state or federal laws governing the conflict of interest in non-profit organizations.

Procedures:

1. **Duty to disclose.** Board members involved in decisions, whether of a committee or of the Board, which might have an impact on their own financial situation are required to disclose the existence of the potential conflict of interest as soon as they are aware of the potential conflict. Any staff member faced with a potential conflict of interest in regard to NPHF contracts, arrangements or other financial decisions must alert the President of the Board about the existence of the potential conflict, prior to committing the NPHF to the decision.
2. **Determining if a conflict exists.** After disclosure of potential conflict of interest, the Board shall immediately review the matter and determine by majority vote of the members not facing a conflict of interest, whether or not a conflict does exist which should preclude the disclosing member from voting or otherwise participating in the decision-making which could involve the conflict of interest. In the case of staff having potential conflicts of interest, the President will make the determination, subject to subsequent review by the Board.
3. **Addressing a Conflict of Interest.** If a conflict of interest is determined to exist, the conflicted party must abstain from participation in decisions affecting the conflict.
4. **Violations of the Conflict of Interest Policy.** Failure to disclose conflict of interest is cause for dismissal from Board or from employment with the NPHF.

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 section 501(c) (3) of the Internal Revenue Service code, or to the federal government or government of North Dakota for a public purpose.