

By-Laws of The History Club
Revision June 14, 2011

ARTICLE I Name

The name of this organization shall be The History Club.

ARTICLE II Objectives and Purposes

1. To provide an opportunity for philanthropy, restoration of an historic building, health, social and well being of Sioux Falls and the greater Sioux Empire area.
2. To assist in the promotion of the History Club and to contribute to its support.

ARTICLE III Membership

Membership in The History Club shall be open to every individual interested in supporting the activities, objectives and purposes of The History Club.

BYLAWS

Section 1 General Meetings

1. The History Club general meetings shall be held as so designated by the Board of Directors.
2. The annual meeting of The History Club shall be held in January of each year.
3. Special meetings of the membership may be called by the President or by any three members of the Board of Directors by giving reasonable notice to the membership. No business shall be conducted except as stated in the call.
4. Notice of Meetings – Notice of the annual meeting or any special meeting shall be given by a written or electronic notice to each member.
5. Voting - Voting requires a quorum which consists of 2/3 of the membership present at the time of the vote.

Section II Officers

1. Officers shall be elected every year at the annual meeting by the membership.
2. The officers of The History Club shall be President, Vice-President, Secretary, Treasurer, and Corresponding Secretary. The elected officers shall serve for a term of one year or until their successors are elected and qualify. Terms shall be from annual meeting to annual meeting.
3. Duties of Officers - The officers shall perform the duties usually pertaining to their respective offices.

1. The President

- a. Shall preside at the meetings of the Executive Board, Board of Directors, general and annual meetings of The History Club;
- b. Shall assist with the arrangements for the programs and other member meetings;
- c. Shall, with the approval of the Executive Board, appoint all committees;

- d. Shall serve as an ex-officio member of the Board of Directors during the year following the term as President;
- e. Shall serve as chair of the Nominating Committee during the year following the term as President.

2. The Vice-President

- a. Shall assist the President in planning the activities of the organization;
- b. Shall assume the office of President the following year;
- c. Shall assume the duties of the President in his/her absence.
- d. Shall assist in promoting The History Club;
- e. Shall assume the duties of chairing the constitution and bylaws committee and will submit an Annual Report on any changes adopted throughout the year.

3. The Secretary

- a. Shall be responsible for the minutes and records of The History Club, Board of Directors and Executive Board meetings, as well as the general correspondence of the Board of Directors;
- b. Shall assist with mailings as needed;
- c. Shall act as historian;

4. The Treasurer

- a. Shall collect and deposit the funds of The History Club;
- b. Shall render periodic financial reports to the Executive Board and Board of Directors;
- c. Shall coordinate an annual in-house audit of The History Club books.

Vacancies: If any office is vacated during a term, the President shall appoint a member to fill the unexpired term with the consent of the Board of directors.

Section III Executive Board

The President, Vice President, Secretary, the Corresponding Secretary and Treasurer shall constitute the Executive board. This board shall manage the routine affairs of the club including implementing programs and policies authorized by the Board of Directors and conduct normal affairs.

Section IV Board of Directors

1. The Board of Directors shall consist of up to 9 members, including the Executive Board, Past President, the Building Manager and 2 members at large. All terms are for one year.
1. The Building Manager shall be responsible for the day-to-day operations required for maintaining the property at 758 S. Phillips Avenue and planning future restoration projects.
1. Meetings – The Board of Directors shall meet a minimum 4 times per year and shall advise and transact such business as is required by the President. Previous actions by the Executive Board will be ratified at such meetings.

2. Terms – board members shall be elected for one year terms and will be eligible for two additional one-year terms, if nominated by the Nominating Committee. No member of the Board of Directors shall serve more than three consecutive years except in the case of a member who was named to the Board of directors to fill out an unexpired term. After a one year absence from the Board of Directors, the member may be elected to a new one-year term.
3. Responsibilities – each member of the Board of Directors shall be required to be a dues-paying member. Board of Director members are expected to attend all meetings. Active support for all fundraising activities is encouraged.
4. Vacancies – A vacancy shall be deemed to exist by the death or resignation of any Board of Director member. The Executive Board shall appoint a person to fill the unexpired term of said vacancy.
5. Quorum – A quorum shall consist of 5 members of the Board of Directors.
6. Conflict of Interest – any member of the Board of Directors who has a financial, personal or official interest in a conflict or appearance of a conflict with a matter pending before the Board shall notify the President. If such conflict prevents or may prevent that member from acting on the matter in an impartial manner as determined by the member or President, the Board member shall refrain from discussion and voting of said item.

Section V Committees

The following committees and other committees deemed necessary shall be appointed by the President with the consent of the board of directors. These committees shall function in areas of continuing activity in the programs of The History Club. Each committee shall be led by a chairperson. Each committee shall be assigned a liaison from the Board of Directors.

Suggested committees:

1. The **Development Committee** shall be responsible for the coordination of, and the promotion of, fundraising activities of The History Club.
2. The **Membership Committee**
 1. The incoming chairperson, with the assistance of the outgoing committee, shall be responsible for directing the membership drive to begin in the fall to coincide with the annual meeting.
 2. Member solicitation shall be encouraged throughout the year.
 3. The committee shall be responsible for the printing of the membership list which will be distributed at the first fall member meeting and forwarded to the Corresponding Secretary.
1. The **Nominating Committee**, chaired by the immediate past president shall nominate a slate of officers and new members to the Board each year. Having the consent of each nominee to serve, the nominating ballot shall become the elective ballot. In a normal year, the nominating committee is formed in September, the slate is presented in October, to be voted upon in November with installation of new officers and Board at the January annual meeting.
2. The **Program Committee** shall be responsible for the program, in coordination with the President, and the physical arrangements for each meeting of The History Club.
3. The **Public Relations Committee** shall be responsible for the promotion of all History Club activities and fundraising projects.
4. **Special Committees** may be appointed by the President with the approval of the Board of Directors as deemed necessary or desirable.

Section VI Dues

Annual membership dues shall be \$80.

Any member wishing to be a member of the General Federation of Women's Clubs will have a portion of their dues sent to the GFWC. (In 2010 that amount was \$27)

Section VII Fiscal Policies

The fiscal year runs from January to December.

Section VIII Amendments

These Bylaws may be amended by 2/3 vote of members present.