

**BYLAWS  
OF  
BEAR BUTTE CREEK HISTORIC PRESERVATION COUNCIL  
(a non-profit Corporation)**

**ARTICLE I.  
FISCAL YEAR, NAME AND PLACE OF BUSINESS**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end December 31.

**Section 2. Name.** The name of the Corporation shall be Bear Butte Creek Historic Preservation Council.

**Section 3. Place of Business.** The Corporation may have offices at places within the State of South Dakota as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II:  
PURPOSES AND POWERS**

**Section 1. Purpose and Objectives.** The purpose of the Council is to bring together persons interested in preserving, protecting and promoting the history of the Bear Butte historical area, Sturgis, and Meade County. The Council will cooperate with the South Dakota State Historical Society, Fort Meade Museum and Historic Research Association, Meade 46-1 School District, the Bureau of Land Management and other appropriate organizations to promote research, and to collect and preserve materials of significance so that they can be made available to students, scholars and the public.

**Section 2. Powers.** For the furtherance of the above purposes, the Council shall have such powers and authorities as vested in it by resolution of the Directors including, but not limited to the power and authority:

- A. To enter into contracts, to sue and be sued, to take by gift, purchase, devise or bequest real and personal property, and to dispose of, manage and administer the same to achieve the purposes and objectives of the organization.

- B. To borrow money and give notes or other obligations therefore, and to secure payment thereof by pledging or mortgaging any property it may own.
  - C. To receive donations, gifts, bequests and assignments, including rights, licenses and interests, of intellectual property, both domestic and foreign, and to accept the property subject to such conditions or trusts as may be attached thereto
- B).To conduct other business and enter into other transactions as permitted by law, consistent with the purposes, objectives and powers of the Council.

**ARTICLE III.**  
**STRUCTURE**

The Council shall be a non-profit organization without capital stock. No part of its net earnings shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose and objectives. Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV.**  
**MEMBERS**

There are no members.

**ARTICLE V.**  
**BOARD OF DIRECTORS**

**Section 1. Management of the Corporation.** The business and affairs of the Council shall be managed by the Board of Directors.

**Section 2. Appointment of Directors.** Directors shall initially be elected by the Incorporator at the organizational meeting.

- A. The number of Directors shall not be less than five and not more than fifteen. Additional Directors may be elected by a majority vote of the Directors under terms and conditions specified by the Board. Each Director shall serve for a term of three (3) years; provided, however, that the initial Directors shall be elected to staggered terms.
- B. Any Director may be removed by an affirmative vote of two-thirds (2/3) of the Directors, at a meeting called for that purpose, whenever in their judgment the best interests of the Council would be served thereby.
- C. Vacancies may occur by resignation, death, disability, or other circumstance, which renders a Director ineligible or incapable of performing his or her duties. The Board of Directors shall have the power to declare that a vacancy exists for any such reason and to fill the vacancy by a majority vote of the remaining Directors until the next annual meeting, at which time the new director shall be subject to election or rejection by the Directors.

**Section 3. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time as shall from time to time be determined by the Board, at least quarterly, and in any manner, including by conference telephone or similar communications equipment as provided in Section 7 of Article V of these Bylaws, and as permitted under the SDCL § 47-23-21.

**Section 4. Notice of Regular Meetings.** Notice of regular meetings of the Directors shall be given not less than ten (10) days previous thereto by written notice delivered personally or sent by mail, fax, or email to each Director at the address as shown by the records of the Council. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a 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 meeting of the Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by these bylaws.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President, or by any three or more of the Directors. The place shall be designated in the notice, as described in Section 6 of this Article V.

**Section 6. Notice of Special Meetings.** Written notice of each special meeting of the Board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed to each Director addressed to the Director at his or her residence or usual place of business at least seven (7) days before the day on which the meeting is to be held, or shall be sent to the Director by facsimile, e-mail, or delivered personally, at least three (3) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the Director at his or her residence or usual place of business. If sent by facsimile or e-mail, such notice shall be deemed delivered when sent. The notice may be given by any officer or by the directors who called the meeting. The attendance of a Director at a special meeting shall constitute a waiver of notice of such special meeting, except where a Director attends a special meeting for the express purpose of objecting to the transaction of any business because the special meeting is not lawfully called or convened.

**Section 7. Meetings by Conference Telephone or Similar Communications Equipment.** The Board of Directors, and any committee designated by the Board, may participate in a meeting of the Board or committee by conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, pursuant to SDCL § 47-23-21, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

**Section 8. Voting Directors' List.** The officer, or any person designated by the Council, who has charge of the director records shall prepare, at least seven (7) days before every meeting of Directors, a list of the Directors entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Director. Such list shall be open to the examination of any Director, for any purpose germane to the meeting, during ordinary business hours, for a period of at least seven (7) days prior to the meeting, at the principal office of the Council. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, for inspection by any Director.

**Section 9. Quorum.** At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 10. Action by Directors in Lieu of a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, without prior notice and without a vote, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee.

**Section 11. Voting.** Only Directors may vote at the meetings.

**Section 12. Inspection of Council Records.** The books of account and minutes of proceedings of the Board of Directors and of committees of the Board of Directors shall be open to inspection upon the written request of any Director within five (5) days of such request during ordinary business hours if for a purpose reasonably related to his or her interests as a Director.

**Section 13. Inspection of Bylaws.** The Council shall keep in its principal office the original and a copy of these Bylaws, and amendments to these Bylaws, certified by the Secretary, which shall be open to inspection by the Directors at all reasonable times during ordinary business hours.

**Section 14. Compensation of Directors.** Directors shall serve without pay, although out-of-pocket expenses incurred by the Directors in the performance of their duties may be reimbursed. The provisions of this Section shall not preclude any Director from serving the Council in any other capacity and receiving compensation therefore. Members of special or standing committees may be paid compensation for attending committee meetings. Any compensation for an existing position or creation of a compensated position will be approved by the Directors as set forth in the Conflict of Interest Policy.

## **ARTICLE VI.** **SELECTION AND DUTIES OF OFFICERS**

The Directors at the annual meeting shall elect Officers from the Directors. Officers shall serve a term of one (1) year and may be elected to succeed themselves so long as they are otherwise qualified to be a Director. The Directors may remove any Officer whenever in their judgment the best interests of the Corporation would be served. Any vacancy shall be filled in the manner prescribed in these Bylaws at any regular or special meeting of the Board of Directors. The Officers shall be as follows:

1. President: The President shall preside over the meetings of the Directors and the activities of the Executive Committee. The President shall perform such other duties as may be delegated by the Directors.
2. Vice-President: The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President.
3. Secretary: The Secretary shall be responsible for taking minutes of meetings of the Directors. The Secretary shall maintain minutes of all meetings. The Secretary shall give notice of meetings and shall perform such other duties as may be delegated by the Directors or by the Executive Committee.
4. Treasurer: The Treasurer shall have responsibility for funds and securities, shall ensure that the financial records accurately reflect all disbursements and receipts, and shall maintain, or supervise the maintenance of, the financial books of the Council. The Treasurer shall disburse the funds of the Council as may be ordered by the Directors, shall maintain proper vouchers for disbursements, and shall render reports, accountings, and statements of financial condition to the President and Directors at meetings of the Directors, and whenever requested by the President and the Directors. If required by the Directors, and at the expense of the Council, the Treasurer shall deliver to the President a bond, in such form, amount and surety that is satisfactory to the Directors.

#### **ARTICLE VII.** **COMMITTEES**

The Directors may create committees to transact business or take action on behalf of the Board. The Chair of a committee shall be a Director, however, other members of committees need not be Directors. The Council shall have the following standing committees:

1. Executive Committee: The Executive Committee shall include the Chair, Vice-Chair, Secretary and Treasurer. The Executive Committee shall have such powers and duties as directed by resolution of the Directors.
2. Budget and Fundraising: The Budget and Fundraising Committee shall prepare and present budgets as authorized by the Directors. The Treasurer shall assist the Chair of the Committee and may be a member of said committee.

3. Marketing and Public Relations
4. Programs

Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors at least annually or when otherwise requested.

## **ARTICLE VIII.** **MISCELLANEOUS**

**Section 1. Use of Roberts Rules of Order.** The most current version of Roberts Rules of Order shall be used for the conduct of all Board meetings.

**Section 2. Indemnification of Directors and Officers.** When a person is sued, either alone or with others, because that person is or was a Director or officer of the Council, or of another corporation serving at the request of this Council, in any proceeding arising out of the Director's or officer's alleged misfeasance or nonfeasance in the performance of the Director's or officer's duties or out of any alleged wrongful act against the Council or by the Council, the Director or officer shall be indemnified for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding.

The amount of such indemnity which may be assessed against the Council, or its trustee, by the court in the same or in a separate proceeding shall be the amount of damages awarded against a Director for his or her involvement as a Director in carrying out the purposes of the Council as set forth in these Bylaws and the expense, including attorneys fees incurred in the defense of the proceedings, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued, or by the attorney, or other person rendering services to the person, in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although the person is not a party to the proceeding. Notice of the application for such indemnification shall be served upon the Council. The court may order notice to be given also to the Directors in the manner provided in Article V, Section. 4, for giving notice of Directors' meetings, in such form as the court directs.

**Section 3. Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Council, shall be signed or endorsed by such person or persons and in such manner as determined by resolution of the Board of Directors.

**Section 4. Annual Report.** An annual report shall be prepared as soon as feasible following the end of each fiscal year.

**Section 5. Contracts, Deeds, Etc. How Executed.** The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount. Contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the Council by the President, or by any other officer, agent or attorney so authorized by resolution of the Board of Directors.

#### **ARTICLE IX.** **DISSOLUTION**

Dissolution of the Council shall be governed by the laws of the State of South Dakota, and assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE X.** **AMENDMENT OF BYLAWS**

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by a majority vote of the Directors following a recommendation from the Board of Directors at any regular or special meeting thereof.

#### **CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

- (1) That I am the duly appointed and acting Secretary of the Bear Butte Creek Historic Preservation Council, a South Dakota nonprofit corporation; and
- (2) That the foregoing Bylaws constitute the Bylaws of said Council, as duly approved by consent of the Board of Directors.



IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this 15th day of October, 2020.

A handwritten signature in cursive script that reads "Tom Hermann".

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Secretary