

## **By-Laws of the Museum Alliance of Rapid City, INC.**

**(dba. The Journey Museum and Learning Center)**

### **ARTICLE I: PRINCIPLE OFFICE AND CORPORATE SEAL**

**Section 1: Principle Office:** The principle office and place of business of the Museum Alliance of Rapid City, Inc., dba. The Journey Museum & Learning Center (hereinafter referred to as JMLC) shall be at 222 New York Street, Rapid City, Pennington County, South Dakota, 57701. Other offices and places of business may be established from time to time by resolution of the Board of Directors.

**Section 2: Corporate Seal:** The seal of the corporation shall be inscribed with “Museum Alliance of Rapid City, Inc.,” the year of incorporation, “South Dakota” and “seal” and shall be in a form approved by the Board of Directors, which may alter the same at its discretion.

### **ARTICLE II: PURPOSE/MISSION STATEMENT**

**Section 1: Purpose:** The JMLC shall be operated exclusively for charitable, scientific, literary, and educational purposes, all as contemplated and permitted by Section 170(c)(3) and 501(c)(3) of the Internal Revenue Code of 1986 as amended. Such purposes shall include, but not be limited to, educational and charitable purposes consistent with the development and operation of a combined museum facility in Rapid City, South Dakota, known as the JMLC.

**Section 2: Mission Statement:** Preserve, educate and explore our heritage, culture and environment of the Black Hills region to understand our past, enrich our present and sustain our future.

### **ARTICLE III: BOARD OF DIRECTORS**

**Section 1: Qualifications, Election, Appointment, and Tenure:** The corporate powers, business and property of the JMLC shall be exercised, conducted and controlled by a Board of Directors.

The Board of Directors shall have responsibility for the general management and control of all the business and affairs of the JMLC. The Board of Directors may exercise all of the power that the JMLC has except as may be otherwise provided and limited by the Articles of Incorporation, these by-laws, and applicable law.

The Board of Directors shall consist of not more than fifteen (15) and not less than seven (7) directors. Five directors shall be appointed by the Mayor of Rapid City (hereinafter referred to as

the “Mayor”), one of whom shall be a member of the Rapid City Common Council. The remaining directors shall be elected by the Board of Directors. To ensure that the JMLC’s stakeholders are represented on the Board of Directors, directors shall be nominated for membership on the Board with reference to the selection guidelines for new Board members adopted from time to time by the Board of Directors.

Directors shall be appointed by the Mayor or elected by the Board of Directors as provided by these by-laws for up to a three (3) year term of office. Directors may not be appointed or elected to more than three (3) consecutive full three (3) year terms. After three (3) consecutive full terms of office followed by one (1) year off the Board of Directors, a director may be elected to serve up to an additional three (3) consecutive three (3) year terms. The term of the Common Council member of the Board of Directors shall be limited to his/her tenure in office. The immediate past chairperson of the Board of Directors shall be invited to remain on the Board for one (1) additional year to assist in maintaining Board continuity.

**Section 2: Board Vacancies:** Any vacancy occurring on the Board of Directors shall be filled by appointment by the Mayor or by election by the Board of Directors, in conformity with Article III, Section 1, of these By-Laws. A director appointed or elected to fill a Board vacancy after the Annual Meeting for that year shall serve to December 31 of the appointment or election year and thereafter may be appointed or elected to up to three (3) consecutive three (3) year terms. Annually, sixty (60) days prior to each Annual Meeting of the Board of Directors, a list shall be provided to the Mayor’s office of directors previously appointed by the Mayor whose terms are scheduled to expire on or before the date of the Annual Meeting.

**Section 3: Removal of a Director from the Board:** Any member of the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the directors when, in their judgement, removal would serve the best interest of the JMLC. Attendance at monthly board meetings is essential; any director failing to notify the Board of three (3) unexcused absences in a calendar year may be removed from the Board. The Mayor will be informed of any such removal of a mayoral appointee within thirty (30) days of such removal.

**Section 4: Officers:** The officers of the Board shall consist of a Chairperson (hereinafter referred to as “Chair”), Vice-Chairperson (hereinafter referred to as “Vice-Chair”), a Secretary and a Treasurer, each of whom shall be nominated and elected by a majority vote of the Board of Directors at each annual meeting. A candidate for office must be a member of the Board of Directors. Officers so elected shall take office at the following regularly scheduled meeting of the Board.

The Board of Directors shall fill a vacancy in any office for the remainder of its current term at a duly convened meeting.

The Executive Committee of the Board of Directors shall consist of the elected officers of the Board of Directors and such other persons as may be appointed by the Chair.

**Section 5: Duties of the Officers:** The Chair shall preside at all meetings of the Board. The Chair shall appoint a member of the Board to serve as Board liaison to each standing committee and shall be a member of all committees.

The Vice-Chair will assume the duties of the Chair in the Chair's absence or in the event of the Chair's inability or refusal to carry out such duties.

The Secretary will write and distribute minutes of the Board of Directors meetings and of the Executive Committee meetings and maintain files of official Board documents.

The Treasurer, with the assistance of the Executive Director, shall keep an accurate record of all monies received and disbursed by the JMLC. Such records shall be kept on file at the principle office of the JMLC. The Treasurer shall ensure all monies received are deposited in one or more of the banks and/or savings and loan institutions located in the City of Rapid City, to the credit of the JMLC and shall make investments in such assets as are approved by the Board. All such deposits and investments shall be in the name of the JMLC or the JMLC Foundation. Within sixty (60) days following the end of each fiscal year, the Treasurer shall submit a written report for the fiscal year just ended.

**Section 6: Compensation:** A director may not receive compensation for serving on the Board of Directors. All directors are entitled to reimbursement for reasonable expenses incurred in connection with services to the JMLC.

**Section 7: Indemnification:** The JMLC shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person with the JMLC in accordance with, and to the fullest extent provided by, the provisions of any statutes of the State of South Dakota applicable to such indemnification by South Dakota nonprofit corporations, as such statutes may from time to time be amended. The Board of Directors is authorized to and may purchase indemnification protection with respect to directors, officers, employees or agents of the JMLC at its discretion.

#### **ARTICLE IV: EMPLOYEES**

The Board of Directors may hire an Executive Director and additional staff, as necessary, to operate the JMLC. The Executive Director shall be responsible for the administration of the JMLC, as well as all activities taking place at the museum, according to policies established by the Board of Directors. The Executive Director shall report to the Board of Directors and shall be responsible for employing, dismissing, and managing additional staff, at the discretion of the Board. He or she shall prepare monthly fiscal reports and management notes for board meetings, and shall prepare an annual report of activities and fiscal accountability for presentation at the annual meeting of the Board of Directors.

## **ARTICLE V: MEETINGS**

**Section 1: Regular Meetings:** Regular meetings of the Board of Directors shall be held at a time and place agreed upon by the Board of Directors. Notice of the time, place and purpose of every regular meeting shall be given to each director by the Chair at least five (5) days prior to the meeting.

**Section 2: Annual Meeting:** The annual meeting of the Board of Directors shall be held on a date in January scheduled by the Board of Directors. The annual meeting of the Board of Directors shall be for the purpose of nominating directors to fill vacancies on the Board, electing officers for the coming year and the transaction of other business that may come before the Board. Notice of the time and place of every annual meeting shall be given to each director by the Chair at least ten (10) days prior to the day fixed for the meeting. This notice may be given by any written or electronic means. Unless prohibited by law or these by-laws, the business to be transacted at, and the purpose of, any annual meeting shall be specified in the notice of the meeting.

**Section 3: Special Meetings:** Special meetings of the Board of Directors may be called at any time by the Chair or by any six (6) directors. Special meetings shall be held at a time and place designated by the authority calling the meeting. Notice of the time, place and purpose of every special meeting shall be given to each director. The business to be transacted at and the purpose of any special meeting shall be specified in the notice of the meeting. The only business transacted at a special meeting shall be the business specified in the notice of the meeting.

**Section 4: Quorum:** A quorum for all meetings of the Board of Directors shall consist of more than fifty percent (50%) of the total number of directors currently serving on the Board. Unless otherwise specified in the by-laws, the act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 5: Executive Session:** An Executive Session of the Board of Directors may be held at any meeting of the Board of Directors. The Executive Session will be attended only by Directors; however, the Directors may invite individuals who have information relevant to issues being considered to attend the Executive Session.

**Section 6: Participation in Meetings by Telephone or Other Electronic Means:** Any member of the Board of Directors or of a Board committee may participate in a meeting of the Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at a meeting if each participant in the meeting signs the minutes of the meeting. The minutes may be signed in counterparts.

**Section 7: Action Without a Meeting:** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if two-thirds (2/3) of the directors sign written consents that state they approve the action being taken. The written consents may be signed in counterparts.

## **ARTICLE VI: STANDING COMMITTEES**

The Chair shall appoint all standing committee chairs and standing committee members, all of whom must be board members. Standing committee chairs will serve in that capacity for one (1) year or until their successor is appointed. The Chair may, with or without cause, revoke any such appointment and appoint a replacement. The Chair shall be a member of all standing committees.

At all meetings of standing committees, one-third (1/3) of all committee members constitutes a quorum for the transaction of business. The action of the majority of the members present at a committee meeting at which there is a quorum shall be the action of the committee. Actions of all committees shall be presented to the Board of Directors for information.

Standing committees shall include the Executive Committee, the Governance Committee and the Finance Committee. Standing committees may be added or eliminated as deemed appropriate by the Board of Directors.

## **ARTICLE VII: AD HOC COMMITTEES**

The Board of Directors may, at any time, create committees, task forces or other groups to address specific issues. The initial members of such committees shall be appointed by the Chair. The committee shall appoint the chairperson of each such committee and additional committee members. The Chair shall appoint a member of the Board of Directors to serve on each such committee as Board liaison; other committee members need not be directors. The committees will be empowered to act within the parameters of the resolutions by which they are created. Actions of all committees shall be presented to the Board of Directors for information.

## **ARTICLE VIII: AMENDMENT OF BY-LAWS**

The Board of Directors shall have the power to repeal, amend and adopt by-laws; provided, however, that such action is approved by two-thirds (2/3) of all of the Directors.

## **ARTICLE IX: DISSOLUTION**

Upon the adoption of a resolution to dissolve by the vote of two-thirds (2/3) of all the directors, the JMLC shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the JMLC and shall proceed to collect its assets and distribute them to a qualified non-

profit organization or to the City of Rapid City. The Board will take all necessary steps to comply with dissolution requirements of South Dakota law.

Reinstated by-laws adopted by the Museum Alliance of Rapid City (dba The Journey Museum & Learning Center) Board of Directors on February 25, 2016.