

Dubuque County Historical Society

BYLAWS

Article I. Offices

Section 1. Principal Office. The principal office of the Corporation in the State of Iowa shall be located at National Mississippi River Museum & Aquarium in the City of Dubuque, Iowa. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the state of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. Members

Section 1. Composition of Board. The business and affairs of this Corporation shall be managed by a Board of Directors of no more than twenty-four Board members.

Section 2. Terms and Elections.

1. Directors shall be elected at the first regular meeting of the board each year and shall serve for a period of three (3) years. A Director may be elected for 3 successive terms. A one (1) year absence from the board is required prior to serving another term.
2. At least ten (10) days prior to the first regular meeting of the board each year, the Board Governance and Nominating Committee described in Article IV Section 1 shall submit a slate of candidates lesser to or equal to the number of positions vacant on the Board and for the officers and executive committee of the Corporation.
3. Election of the members of the Board of Directors and officers shall be held at the first regular meeting of the board each year from the nominations thus received. If the number of nominees exceeds the number vacancies, the said vacancies shall be filled by those receiving the most votes. In case of tie or ties, the election shall be declared null and void and a new vote taken until such tie or ties are broken.

Article III. Board of Directors

Section 1. General Powers and Duties. The business and affairs of the Corporation shall be managed by its Board of Directors through its appointed President/CEO, who shall be responsible for operational matters. Its annual meeting shall be held on a date to be determined by the Board of Directors.

Section 2. Confidentiality. The Board of Directors and the committees created by the Board will, from time to time, discuss matters that are sensitive or confidential in nature and should not be disclosed to members or outside parties. Examples include, but are not limited to, personnel matters, legal matters, discussions regarding competitive bidding or negotiations, and information regarding the Corporation's finances. This section shall not be applicable to the extent disclosure of such matters is required by an applicable law, regulation or court order.

Section 3. Conflict of Interest. No member or officer who exercises or has exercised any functions of responsibility with respect to the Corporation shall have any interest, direct or indirect, in any material contract or subcontract or the material proceeds thereof in connection with any contracts awarded by the Corporation for work to be performed or services to be provided to the Corporation at any time during such person's tenure on the Corporation's Board, unless full disclosure is made to the board.

Section 4. Number, Tenure and Qualifications. The number of Directors of the Corporation shall be no more than twenty-four. Each Director shall hold office for the balance of his/her term and until his/her successor shall have been elected and qualified, unless removed at a meeting called expressly for that purpose by a vote of a majority of the members then entitled to vote at an election of Directors.

Section 5. Removal. Any Director of the Board may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Such removal shall be by a majority of the Board as then constituted. However, the director shall have the right to appear before the Board to state his/her case or defend his/her position.

Section 6. Quorum. A majority of the number of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. If there are vacancies created on the Board of Directors

between its annual meetings, whether by reason of death, resignation or removal of a Director or by reason of an increase in the number of directors, then the Board of Directors may appoint an individual to fill such vacancy for the remainder of that member's term.

Section 9. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Conference Telephone and Other Electronic Meetings. Subject to the applicable provisions of Article VIII, any action required by the Iowa Nonprofit Corporation Act at a regular or special meeting of the Board of Directors, or at a regular or special meeting of any committee of the Corporation, may be taken through conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear or communicate with each other. The participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 11. Regular Meetings. The Board of Directors shall hold regular meetings at such time and place as designated by the Board. The Board of Directors may provide, by resolution, the time and place, within the State of Iowa, for the holding of additional regular meetings without other notice except as required by law.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by or at a request of the Board Chair or any six (6) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them, or by phone or email

Section 13. Notice of Special Meetings. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, mailed, emailed, or via phone to each Director at his/her address as designated to the Secretary of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, 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. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. The only business which may be transacted at a special meeting shall be that specified in the notice.

Article IV. Committees

Section 1. The Board of Directors from time to time by Resolution adopted by a majority of the full Board of Directors may appoint from its members a committee or committees, temporary or permanent, and, to the extent permitted by law and these bylaws, may designate the duties, powers and authorities of such committee. All committees shall have a minimum of two (2) board members, one of board members fulfilling the role of Committee Chair, and shall be appointed by the Board Chair for a term not to exceed one year. New standing or ad hoc committees may be appointed during the year. Committees may meet as necessary upon notice or as required by the Board and the Board shall be entitled to reports at the next regular Board Meeting.

1. The Executive Committee shall be composed of the officers of the corporation and three additional board members who shall be elected at the first regular meeting of the board each year. The Executive Committee shall be responsible to conduct urgent business of the corporation in between regularly scheduled meetings of the board and any other duties assigned by the board. It shall also serve as the personnel committee to review the annual performance of the President/CEO and negotiate his/her confidential compensation within the budget parameters established by the board. The Chair, or in his absence the Vice-Chair, Secretary, and Treasurer, in succession, shall preside at all meetings of the Executive Committee. The meetings of the Executive Committee shall be called by the Chair or upon his inability or refusal-to act by the Vice-Chair.
2. The Development Committee shall advise on and actively work towards the development of financial resources. It may conduct fund drives, membership campaigns, planned giving programs and other activities to accomplish its purpose.
3. The Board Governance and Nominating Committee shall develop strategies for board recruitment and training and shall submit in nomination one or more names for each vacancy on the list of officers, executive committee, and board.

4. The Historical Collections Committee shall advise on acquisitions, retention and disposition of collections in accordance with the collections' policy.
5. The Finance Committee shall be responsible for submitting annual budgets and capital expenditures to the board for approval, and providing oversight for annual audits, financial controls, and supervisory authority of investments.
6. The Inclusiveness Committee shall be responsible for reviewing and recommending changes to the corporation's diversity and inclusiveness, overseeing programs such as Everyone's Museum Membership program and other programs.
7. The Animal Collection Biological Research and Use Committee shall advise on animal care protocols, animal collection plans and programs, and research proposals.
8. The Building Committee shall be responsible for providing board oversight of all major building and restoration projects.
9. The Education Committee shall be responsible for providing board oversight regarding DCHS/NMRMA's education programs, partnerships, curriculum, and mission.

Section 2. The National Rivers Hall of Fame shall advise on the selection and recognition of inductees and achievement award honorees and engage in educational, preservation and promotional activities related to the rivers of America. The National Rivers Hall of Fame is not a separate organization and does not have any stand alone governing documents. The Dubuque County Historical Society board shall appoint the National Rivers Hall of Fame Chair and approve the composition of its members. Hall of Fame leadership, other than its Chair, shall be appointed by the Hall of Fame.

Section 3. The Local History Committee shall advise on the policies and improvements related to local history including museums, historic preservation, and Historic Preservation awards.

Section 4. Authority:

1. The Board shall:

- A. Ratify the chair and composition of each committee of the board.
 - B. Retain the exclusive right to own property, accept contributions, and enter into contracts and other legal rights.
 - C. Approve policy and speak on issues of public advocacy or controversy.
 - D. Hire the President/CEO who shall designate the appropriate staffing for each committee.
 - E. Approve the process for awards and recognition bestowed upon others by the board or committees. Such awards and recognition shall be bestowed in accordance with a formal board-approved policy describing the nature, timing, and selection process of all awards and recognitions given by the corporation.
2. The committees:
- A. May elect an honorary chair, who shall be approved by the Board Chair.
 - B. May have sub-committees as deemed appropriate which shall report to the committee and, through it, to the Board.
 - C. May appoint non-board members to serve on the committee.

Article V. Officers

Section 1. Number. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, and Treasurer, each of whom shall be elected by Board of Directors. Such other officers and assistant officers-as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office.

1. The officers of the Corporation to be elected by the Board of Directors

shall be elected annually by the Board of Directors at the first regular meeting of the board each year. If the election of officers shall not be held at such meeting, then such election shall be held as soon thereafter as possible. Each officer is elected to a two-year term, and shall hold office until a successor has been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided or shall no longer qualify for membership in the Corporation.

2. The Board Governance and Nominating Committee shall be responsible for submitting a slate of officers. The Provisions of Article II, Sections 3(2), 3(3) and 3(4), shall likewise apply for the election of officers.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Such removal shall be by a majority of the Board as then constituted. The officer or agent shall have the right to appear before the Board to state his/her case or defend his/her position.

Section 4. Vacancies.

1. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
2. The provisions of Article III, Sections 8(1) and 8(2), of these Bylaws likewise shall apply to vacancies of officers.
3. An Officer so elected shall be elected for the unexpired term of his/her predecessor in office or the full term of any newly created office. Vacancies shall be filled within sixty (60) days of the vacancy.

Section 5. The Chair. The Chair shall, when present, preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation there unto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other

officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties to the office of Chair and such other duties as may be prescribed by the Board of Directors front time to time.

Section 6. The Vice-Chair. In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the proceeding of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation, if said Corporation has a seal, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duty authorized; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such sure or sureties as the Board of Directors shall determine. The Treasurer perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 9. Salaries. No officer shall receive any salary for acting as an officer of the Corporation.

Article VI. Contracts, Loans, Checks, Deposits, and Audit

Section 1. Contracts. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority maybe general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences or indebtedness shall be issued in its name unless authorized by a resolution of, the Board of Directors. Such authority shall be confined to specific instances.

Section 3. Disbursements.

1. Upon approval of the budget the President/CEO or his authorized agent(s) shall be authorized to make disbursements for expenses provided for in the budget without an additional approval by the Board of Directors.
2. No material disbursements of funds, as defined by the Board of Directors, except as noted in Section 3(1) above shall be made unless the same have been approved, authorized and ordered by the Board of Directors.
3. All disbursements of funds shall be by such officers, agents and employees as shall be designated by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Annual Audit. The accounts of the Corporation shall be audited annually as of the close of business at the end of its fiscal year by an accredited independent auditor.

Article VII. Fiscal Year

The fiscal year of the Corporation shall be as fixed by the Board of Directors.

Article VIII. Waiver of Notice

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article IX. Parliamentary Procedure

The proceedings of the Board of Directors, and its committees, shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

Article X. Amendment

These Bylaws may be amended, added to or repealed by the Board of Directors. If amended by the Board of Directors, an amendment or change shall require the affirmative vote of a majority of the Board in office at the time the amendment is adopted.

Article XI. Miscellaneous

Any matters not heretofore addressed by these Bylaws, or in the Articles of incorporation, shall be governed by the provisions of the "Iowa Nonprofit Corporation Act" and all amendments thereto.

Article XII. Indemnification

The Corporation shall indemnify each of its directors, officers and employees, whether or not then in office, (and his/her executor; administrator and heirs against all reasonable expenses actually and necessarily incurred by him her, including, but not limited to judgments, fines, costs, and counsel fees, in connection with the defense of any civil, criminal, administrative or investigative actions, suit or proceeding to which he/she may have been made a party because he/she is a director, officer or employee of the Corporation. He/she shall have no right to reimbursement; however, in relation to matters as to which he/she has been adjudged fable to the Corporation for negligence or misconduct in the performance of his/her duty as a director, officer or employee. The right to indemnity for expenses shall also apply, to expenses of suits which are compromised or settled if the Court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to which such director, Officer employees may be entitled, but shall not be contrary to the provisions of Section 504A.4(14), Code of Iowa, as now or hereafter amended.

Revisions approved by Board of Directors January 23, 2019.