



BYLAWS OF
THE SOUTH DAKOTA HISTORICAL SOCIETY FOUNDATION
(Amended 05/17/91, 10/12/00, 12/5/01, 01/01/12)

SECTION 1

Name, Purposes and Membership

Section 1.1 Name, Purposes and Membership: The name of this corporation is "The South Dakota Historical Society Foundation". The purposes for which it was formed and the voting membership are described in the Articles of Incorporation. Hereafter, "The South Dakota Historical Society Foundation" is referred to as the "Foundation".

SECTION 2

Associate Members

Section 2.1 Associate Members: Each contributor to the Foundation is granted a permanent Associate Membership of the Foundation, without voting privileges. Each contribution shall be acknowledged by a receipt or appropriate certificate and Associate Membership shall carry such privileges as may be determined by the Board of Directors from time to time. The Foundation reserves the absolute and unqualified right to reject and return any contribution.

SECTION 3

Offices

Section 3.1 Registered Offices: The registered office of the Foundation required by the South Dakota Non-profit Corporation Act to be maintained in South Dakota may be, but need not be, identical with the principal office in South Dakota. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors.

SECTION 4

Board of Directors

Section 4.1 General Powers: The business and affairs of the Foundation shall be managed by the Board of Directors, which shall consist of not less than three members. The number of directors of the Foundation shall be established by the Board of Directors. The director of the South Dakota State Historical Society shall serve as an ex officio, non-voting member of the Board of Directors. The Board of Directors may elect emeritus directors who shall serve as ex officio, voting members of the Board of Directors.





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Section 4.2 Election and Tenure: Directors shall be elected at the Annual Meeting and shall hold office for a term of three (3) years and until their successors are elected and qualified. To be elected, a director must receive a majority of the votes cast. A director may resign at any time by filing his resignation with the Secretary of the Foundation.

Section 4.3 Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. In the event of a lack of a majority because of a tie, such vacancy shall be filled by lot. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors for a term of office continuing only until the next election of directors.

Section 4.4 Compensation: Directors shall serve without salary or other compensation, but by resolution of the Board may be allowed expenses of attending meetings. Nothing herein contained shall be construed to preclude any director from serving the Foundation in any other capacity as an officer, agent or otherwise, receiving any compensation appropriate therefor.

SECTION 5

Meeting of Members

Section 5.1 Annual Meeting: There shall be an Annual Meeting of the Foundation, which shall occur at such time and place as the Board of Directors may determine from time to time. Written notice of such meeting shall be provided to the members at least- ten days in advance of the meeting.

Section 5.2 Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the time and place as the Board of Directors may provide, by resolution, either within or without the State of South Dakota, for the holding of additional regular meetings, without other notice than such resolution.

Section 5.3 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.



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Section 5.4 Quorum: A majority of the members of the Foundation entitled to vote, represented in person and not by proxy, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the members present and entitled to vote shall be the act of the Foundation. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5.5 Action Without a Meeting: Any action required or permitted by the Foundation's Articles of Incorporation, these by-laws or any provision of law to be taken at a meeting of the directors of the Foundation, or any action which may be taken at a meeting of the directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office, or all of the members of a committee, as the case may be. Such consent shall have the same effect as a unanimous vote. "Consent in Writing" shall mean either one document or the counterparts of one document signed by any of the persons taking the action described. In the latter instance, each counterpart constitutes the action of the persons signing it, and all the counterparts, taken together, constitute one written action of all the persons signing them.

Section 5.6 Meeting by Conference Telephone: Members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5.7 Presumption of Assent: A director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting, before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.8 Committees: The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors may designate an Executive Committee and one or more other committees, each committee to consist of two or more directors elected by the Board of Directors, or appointed by the President when so authorized by action of the Directors.

The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Foundation, except action in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, the sale, lease exchange or other disposition of all or substantially all of the property and assets of the Foundation, otherwise than in the usual and regular course of its business, voluntary dissolution of the corporation or a revocation thereof, or amending these bylaws.



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The other committees, if any, shall have and exercise such powers as may be provided in the resolution of the Board of Directors designating such committee, as such resolution may from time to time be amended and supplemented. The Board of Directors may elect, or the President appoint when so authorized by the Board, one or more of its members as alternate members of such committee who may take the place of any absent member or members at any meeting of such committee upon request of the president or upon request by the chairman of such committee meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

SECTION 6

Officers

Section 6.1 Number: The officers of the Board of Directors shall consist of a Chairman, a Vice- Chairman, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers, assistant officers or agents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 6.2 Election and Term of Office: The officers of the Board of Directors shall be elected by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter stated.

Section 6.3 Removal: Any officer, agent or administrator elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Foundation would 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.

Section 6.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired term or portion of the term.





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Section 6.5 Chairman: The Chairman shall be the chief executive officer of the Foundation and, subject to the control of the Board of Directors, shall have general charge and management of all the business and affairs of the Foundation. He shall, when present, preside at all meetings of the Board of Directors. He shall have the authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Foundation as he shall deem necessary, to prescribe their powers, duties and compensation and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Chairman. He shall have authority to sign, execute and acknowledge, on behalf-of the Foundation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Foundation's regular business, or which shall be authorized by resolution of the Board of Directors, 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 Foundation, or shall be required by law to be otherwise signed or executed. Except as otherwise provided by law or the Board of Directors, he may authorize the Vice- Chairman or other officer or agent of the Foundation to sign, execute and acknowledge such documents or instruments in his place and stead. In general, he shall make reports to the Board of Directors and shall perform all duties incident to the office of Chairman of the Foundation, as may be properly required of him by the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.6 Vice-Chairman: In the absence of the Chairman or in the event of his death, inability to perform or refusal to act, the Vice- Chairman shall perform the duties of the Chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice- Chairman shall perform such other duties from time to time as may be assigned to him by the Chairman or the Board of Directors.

Section 6.7 Secretary: The Secretary shall: (a) keep minutes of the Board of Directors' meetings; (b) insure that all notices are given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and the corporate seal and see that the seal is affixed to all documents as appropriate, the execution of which on behalf of the Foundation under its seal is hereby authorized; (d) keep a register of the post office addresses of all members of the Foundation, which shall be furnished to the Secretary by the members; (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 by the Chairman or the Board of Directors. In case of absence of the Secretary, the Directors shall select a person to act in place of the absent Secretary.

Section 6.8 Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties, in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Foundation; (b) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as



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shall be selected in accordance with the provisions of Section 8.4 of these bylaws, and (c) in general 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 by the Chairman or by the Board of Directors.

SECTION 7

Indemnification

Section 7.1 Liability of Directors and Officers: Except as otherwise provided in any provision of law, no person shall be liable to the Foundation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Foundation, or of any other corporation which he serves as a director or officer at the request of the Foundation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon the advice of counsel for the Foundation or upon statements made or information furnished by officers or employees of the corporation or its counsel, which he had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.

Section 7.2 Indemnity of Officers and Directors: Unless provided otherwise by law, every director and officer and every former director and officer of the Foundation, or of any other corporation in which it owns shares of capital stock or of which it is a creditor, shall be indemnified by the Foundation against all costs, damages and expenses asserted against, occurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding, whether threatened, pending or completed, including criminal proceedings, to which he may be a party by reason of his being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him by reason of his having been finally adjudged in such action, suit or proceeding to have been guilty of fraud, willful negligence or willful misconduct in the performance of his duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgement whether based on a plea of guilty or nolo contendere or its-equivalent, or after trial) shall not be deemed an adjudication that such director or officer is liable for such negligence or misconduct or is guilty of fraud in the performance of his duties, if such director or officer was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors, employees or agents may be entitled as a matter of law.



SECTION 8

Contracts, Loans, Checks and Deposits

Section 8.1 Contracts: The board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

Section 8.2 Loans: No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3 Checks, Drafts: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officers or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Deposits: All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.5 Voting Stock in Other Corporations: Stock held by this corporation in any other corporation shall be voted by the Chairman unless -the Board of Directors shall, by resolution, direct how such stock shall be voted. The Chairman or other designated officer shall vote such stock in his discretion in the best interests of the Foundation.

SECTION 9

Fiscal Year

Section 9.1 Fiscal Year: The fiscal year for the Foundation shall begin on the first day of January and end on the thirty-first day in December of each year.



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SECTION 10

Notice

Section 10.1 Notice: Notwithstanding anything herein to the contrary and not in limitation thereof, notice shall be deemed to have been given to a person when mailed to the person at the last known address of the person, when communicated to the person orally, when handed to the person, when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office, or if the office is closed or if the person to be notified has no office, or when left at the dwelling house or usual place of abode of the person with some person of suitable age or discretion then residing therein. Notice is given to a corporation when mailed or delivered to it at its registered office.

Notice by mail is given when deposited in the United States mail, first class, with sufficient postage affixed.

SECTION 11

Seal

Section 11.1 Corporate Seal: The Board of Directors shall provide a corporate seal which shall be circular in form and have inscribed thereupon the name of the Foundation and the words 'Corporate Seal, South Dakota'.

SECTION 12

Amendments

Section 12.1 Amendments: These By-laws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, provided that the substance of the proposed alteration, amendment or action shall have been stated in the notice of the meeting at which such possible actions are anticipated.

SECTION 13

Gender

Section 13.1 Gender: The words and pronouns of these bylaws shall be interchangeable with respect to gender, and singular or plural, as the context or application requires.