

BYLAWS OF THE SLATER AREA HISTORICAL ASSOCIATION

ARTICLE I. GOVERNING PRINCIPLES

The Articles of Incorporation of the Slater Area Historical Association, Slater, Iowa, and Chapter 504A, Code of Iowa, shall be controlling when a conflict may exist between those Articles of Incorporation, Iowa law, and these Bylaws. The purposes of the Slater Area Historical Association (Association) are those stated in the Articles of Incorporation found on file at the Association's office.

ARTICLE II. MEMBERSHIP

Any individual, organization, or business interested in preserving the past and recording the future of the Slater area, who applies for membership in one of the classifications outlined, and pays dues as outlined, shall become a member. Each individual, organization or business shall be entitled to one vote. Membership dues shall be paid in one of the following classifications:

1. **Annual Membership** Annual Membership dues shall be set by the Board of Directors. Dues shall be paid on or before January 1 of each year. Dues paid after January 1 of each year shall not be pro-rated and shall qualify for membership for the balance of that calendar year
2. **Lifetime Membership** Lifetime Membership dues shall be set by the Board of Directors. Contributions in an amount greater than the lifetime membership dues also qualifies for a Lifetime Membership. Lifetime Membership dues shall be a one-time payment. Payment exceptions shall be considered by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. GENERAL POWERS The Board of Directors shall have control over and manage the real and personal property of the Association; shall have charge of its financial and business affairs; and shall set the general policies of the Association.

Section 2. MEMBERS There shall be six or more members of the Board of Directors who shall also be members of the Association.

Section 3. TERM The term of office for a director shall be three years, with the terms staggered so that approximately one-third of the members of the Board of Directors shall be elected each year. A director shall remain in office until a successor has been elected.

Section 4. ELECTION Election to the Board of Directors shall be by the membership of the Association at the annual meeting or any special meeting called for that purpose. Vacancies occurring on the Board of Directors shall be filled by majority vote of the remaining Board of Directors until the next annual or special meeting of the membership.

Section 5. TERMINATION A member of the Board of Directors who fails to attend three Board of Directors meetings without notice shall be relieved of their board duties, and the vacancy will be filled by the election process or by appointment of the President.

Article IV. OFFICERS

Section 1. GENERAL The officers of the Association shall be one and the same as the officers of the Board of Directors and shall consist of President, Vice-President, Secretary, and Treasurer.

Section 2. ELECTION The Board of Directors shall select the officers from their own number to serve during the year until the next election and qualification of officers. Officers shall be elected at the first Board of Directors meeting held after the annual membership meeting of the Association. The term of office shall be one year and an officer may be elected for more than one term.

Section 3. DUTIES OF THE PRESIDENT The President shall have executive supervision over the activities of the Association within the scope provided by the Articles of Incorporation and these Bylaws. The President shall preside at all meetings, shall report annually on the activities of the association, and shall appoint members of committees of the Association.

Section 4. DUTIES OF THE VICE PRESIDENT The Vice--President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President or if designated by the President to do so.

Section 5. DUTIES OF THE SECRETARY The Secretary shall keep the minutes of the meetings of the Association and of the Board of Directors; shall distribute the minutes as directed by the officers of the Board of Directors; and shall render an annual report to the membership at the annual meeting.

Section 6. DUTIES OF THE TREASURER The Treasurer shall be responsible for the safekeeping of funds of the Association and for maintaining adequate financial records. Monies received by the Treasurer shall be immediately deposited with a financial institution, and no monies shall be paid out except by numbered checks. The Treasurer shall be responsible for paying routine bills and for reporting those payments in a

monthly Treasurer's Report. Non-routine bills shall have the approval of the Board of Directors prior to payment and shall also be reported in the monthly Treasurer's Report. The Treasurer shall maintain a list of members and dues paid. The Treasurer shall render an annual report to the membership at the annual meeting.

Article V. MEETINGS

Section 1. MEMBERSHIP MEETINGS The membership of the Association shall meet annually during the first calendar quarter of each year for the purpose of electing directors of the Association and for any other appropriate business to come before the meeting. Special meetings of the membership shall be called by the President of the Association upon receiving a petition for that purpose signed by at least 25 percent of the members of the Association. Ten members present at an annual meeting or at special meetings shall constitute a quorum.

Section 2. BOARD OF DIRECTORS MEETINGS The Board of Directors shall hold regular periodic meetings throughout the year with the time and place to be designated by the President. Special meetings of the Board of Directors may be called by the President or any three members of the Board of Directors. A majority of the duly elected directors shall constitute a quorum.

Section 3. NOTICE Notice to members for all meetings shall be as prescribed by the Board of Directors.

Section 4. RULES OF ORDER The conduct of all meetings shall be according to the most current edition of Robert's Rules of Order.

Section 5. OPEN MEETINGS It is the policy of the Association that all meetings of the Board of Directors and the membership shall be open to the public except in those instances when it is necessary to close any meeting in order to prevent irreparable and needless injury to the reputation of an individual; or to prevent premature disclosure of information on real estate proposed to be purchased or sold; or for some other exceptional reason so compelling as to override the general policy of the Association in favor of public meetings. An affirmative vote of a majority of the members present shall be required to close the meeting for the above purposes. Meeting notices to the public shall be posted on the Association website one week in advance of the meeting date.

Article VI. COMMITTEES

Section 1. EXECUTIVE COMMITTEE The Executive Committee of the Association shall consist of all of the officers of the Association, and it shall have the power to act for the full Board of Directors when empowered to do so or as deemed necessary in an emergency situation by the members of the committee.

Section 2. AD HOC There may be one or more ad hoc committees designated by the Board of Directors for such purpose and such duration as the Board of Directors may determine. A nominating committee shall be an ad hoc committee appointed each year in November to seek new Directors to the Board of Directors of the Association.

Section 3. APPOINTMENT TO COMMITTEES The President of the Association, with the advice and consent of the Board of Directors, shall appoint members to each of the committees of the Association, with the exception of the Executive Committee.

Membership of committees need not be restricted to members of the Board of Directors, but may include any member of the Association, who shall report to a member of the

Board of Directors on all plans and activities.

Article VII. FISCAL YEAR

The fiscal and business year of the Association shall run from January 1 through December 31 of each year.

Article VIII. AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended, or repealed by the Board of Directors at any regular or special meeting where advance notice of the proposed change in the Bylaws has been provided in writing to all members of the Board of Directors one week in advance of the date of said meeting. A majority vote of all of the current members of the Board of Directors shall be necessary for a change to these Bylaws.

ORIGINAL BY LAWS REVIEWED and ADOPTED April 15, 1999

REVISED BY LAWS REVIEWED and ADOPTED August 10, 2010