

DANISH AMERICAN HERITAGE SOCIETY

BY-LAWS (May 2-3, 2015)

Article I

BOARD OF DIRECTORS

SECTION 1. The officers of the organization shall be a President, Vice President, Secretary, and Treasurer elected by the Board of Directors. These officers and the editors shall be elected for terms of three years.

SECTION 2. The Board shall select the editors.

SECTION 3. The Board shall make rules for its own governance.

SECTION 4. The Board shall meet at least once a year.

SECTION 5. The Board of Directors of the Danish American Heritage Society (DAHS) shall consist of twelve members. The President of Grand View University, the President of the Board of Directors of the Museum of Danish America and the President of the Board of Directors of the Danish American Archive and Library shall each appoint one member and may appoint a second member to the Board of Director. Should they not desire to appoint a second member, the DAHS Board of Directors shall appoint an at-large member for that term. The remaining at-large members shall be appointed by the Board of Directors. Terms shall be for three years with eligibility for reappointment for an additional three year term. After a second three-year term, there shall be at least one year of ineligibility. The DAHS Board of Directors and the participating institutions, respectively, shall continue to be the appointing authorities. The institutions will replace their nominees when they leave the Board.

SECTION 6. Board members shall attend at least 50% of all board meetings unless excused by the President.

SECTION 7. Two-thirds of the current listed Board members shall constitute a quorum for the conduct of business. Unless otherwise determined in individual instances, votes shall be cast by voice; however voting for officers and new board members shall be by written ballot, and written proxy votes shall be accepted if such votes are received by the time of the meeting; proxy votes may be submitted by e-mail. For time-sensitive issues, electronic voting is permitted.

Article II

DUTIES OF THE OFFICERS

SECTION 1. PRESIDENT The President shall:

- a. Be the chief executive officer of the organization.
- b. Preside at all meetings of the organization and the Board of Directors.
- c. Appoint the membership and chairpersons of all committees authorized by the Board of Directors.
- d. Sign, on behalf of the organizations, all checks, deeds, mortgages, bonds, and promissory notes which the Board has authorized to be executed.

SECTION 2. VICE PRESIDENT. The Vice President shall perform the duties and have the powers of the President when the President is unable to perform his or her duties.

SECTION 3. SECRETARY. The secretary will keep minutes of all meetings and will collect for safekeeping pertinent documents.

SECTION 4. TREASURER. The Treasurer shall:

- a. Sign, on behalf of the organization, all deeds, mortgages, bonds, and promissory notes which the Board has authorized to be executed.
- b. Maintain a complete membership roster of the organization.
- c. Keep accurate and prompt accounts of all receipts and disbursements of corporate funds.
- d. Submit an annual report in writing as to the financial condition of the organization and such other reports as may be directed by the Board of Directors.
- e. Have supervision, custody and management of all bonds, stocks and other securities or funds and property owned or controlled by the organization.
- f. Present all records for audit as directed by the Board of Directors.

Article III

MEMBERSHIP

SECTION 1. The Board of Directors shall determine membership dues and categories.

SECTION 2. All members shall receive the regular publications of the organization.

Article IV

SPECIAL FUND

SECTION 1. The Board of Directors may establish a special fund.

SECTION 2. The Board of Directors shall manage the fund.

SECTION 3. Interest from fund shall be used to support special projects as determined by the Board of Directors.

Article V

BY-LAWS AMENDMENTS

SECTION 1. Changes in the by-laws may be made by a majority vote of the Board of Directors.

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CHANGES TO BY-LAWS

Constitution (Articles of Incorporation) adopted April 11, 1977 and filed April 15, 1977

By-Laws adopted May 29, 1978

Constitution and by-laws revised and adopted March 17, 1989. Quorum of Board present

Constitution and by-laws revised and adopted January 22, 1994. Quorum of Board present

Constitution and by-laws revised and adopted June 27, 1998. Quorum of Board present

Set up structure for moving DAHS to the Midwest. By-laws amended October, 17, 1999.
Quorum of Board present

6 year terms for Board members. 3 year terms for officers, editors. By-laws amended October 14, 2000. Quorum of Board present

Assignment of board members to terms. By-laws amended, October 17, 2004. Quorum of Board present

Voting for officers and board members shall be by written ballot. By-laws amended October 2010. Quorum of Board present

Exchanged Danish American Archive and Library for Dana College. Changed Grand View College to Grand View University. By-laws amended November 1, 2014. Quorum of Board present

Article I, section 5 changed to require institutions to appoint one member to the Board with the possibility of appointing a second member. By-laws amended November 1, 2014. Quorum of Board present

Article I, section 5 revised to limit terms of service on the Board of Directors to three years with the possibility of reappointment to a second term after which a board member is ineligible to serve on the Board of Directors for at least one year. By-Laws amended on May 2, 2015.
Quorum of Board present

Article I, section 7 revised to permit electronic voting. By-Laws amended on May 2, 2015.
Quorum of Board present.