

**BYLAWS OF  
HISTORIC HOMESTAKE OPERA HOUSE SOCIETY**

**February, 2022**

**Article I**

**OFFICES**

The principal office of the society shall be 308 Julius Street, Lead, South Dakota. The Board of Directors shall have the power and authority to establish and maintain branch or subordinate offices at any other location within or without the state of South Dakota.

**MEMBERSHIP**

There shall be only one class of members. A member shall be defined as any person, family or business that has paid the annual membership dues. The annual dues shall be set annually by the Board of Directors and reviewed annually at which time any changes deemed necessary or appropriate may be enacted. Honorary lifetime memberships may be bestowed by the Board of Directors as deemed by the Board of Directors to be appropriate. These honorary lifetime memberships shall have full voting rights.

**MEMBERS**

**SECTION 1. ANNUAL MEETING**

The annual meeting of the members shall be held at a place designated by the Board of Directors in the month of June in each year for the purpose of communicating items of interest with the membership. The annual meeting may be part of an event as defined by the Board of Directors.

**SECTION 2. SPECIAL MEETINGS**

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors.

**SECTION 3. PLACE OF MEETING**

The Board of Directors may designate any place, in person or via voice and/or video, either within or without the State of South Dakota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place shall be the principal office of the society in South Dakota.

**SECTION 4. NOTICE OF MEETINGS**

Written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten days before the date of the meeting, either personally or by mail, or electronic mail, by or at the direction of the President to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States

mail addressed to the member's address as it appears on the books of the society, with postage thereon prepaid.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

#### **SECTION 1. GENERAL POWERS**

The affairs of the society shall be managed by its Board of Directors.

#### **SECTION 2. ELECTION OF THE BOARD OF DIRECTORS**

Notice of the number of positions to be filled, solicitation of nominations and deadline for submitting nominations shall be included in the Annual Meeting Notice sent to all current members of record as provided in these bylaws.

Nominations to the Board of Directors may be made by electronic mail sent to the official electronic mailbox of the Society Office, by mail or in person to be received by the deadline for nominations as designated in the Annual Meeting Notice. Findings of the Governance Committee will be reviewed by the Executive Committee prior to the selection of candidates. A listing of selected candidates and qualifications will be provided to the Board by the Executive Committee for a vote to be executed prior to or on the date of expiration of terms being served. Newly seated Board members will be announced to Society membership.

#### **SECTION 3. NUMBER, TENURE AND QUALIFICATIONS**

The number of Directors shall not be more than fifteen (15) nor less than seven (7) as determined by the Board of Directors. Directors must be members of the Society. The terms of the existing Board shall be staggered to provide continuity. The staggered terms of the existing Board shall be determined by the existing Board. Directors shall serve a three (3) year term with option to renew for an additional three (3) year term. Directors who have held a board position for two (2) terms are not eligible for re-elections until after one (1) gap year.

The Board can elect four (4) non-voting emeritus board members. Emeritus Board membership is a life time achievement as long as said person maintains their general HHOH membership and acts according to the standards placed upon the Board within these bylaws and organizational policy.

The Board shall also have one (1) non-voting liaison from the Lead City Council. Other liaison positions may be appointed at the discretion of the Board. These liaisons will be chosen and appointed by their respective governmental body.

#### **SECTION 4. REGULAR MEETINGS**

A regular meeting of the Board of Directors shall be at least 10 times annually without notice to be given. Methods of attendance may be in person or virtual, via voice and/or video. The Board of Directors may provide, by resolution, the time and place either within or without the State of South Dakota for the holding of additional regular meetings without other notice than such resolution.

## SECTION 5. REMOVAL

In addition to any statutory reasons, if a director has more than one (1) unexcused absence from regular meetings in any term year, it is cause for termination as determined by the discretion of the Board following review and recommendations by the Governance Committee. Excused absences include, but are not limited to, family conflict, work related conflicts, circumstances restricting the ability to call into the meeting.

## SECTION 6. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any Director. The person authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of South Dakota, as the place for holding any special meeting of the Board of Directors.

## SECTION 7. NOTICE

Notice of any special meeting shall be given at least 24 hours via voice or electronic communication, the purpose of which need not be specified in the notice of such meeting.

## SECTION 8. QUORUM

A majority of number of directors shall constitute a quorum for the transaction of business.

## SECTION 9. 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 10. ACTION WITHOUT A MEETING

In circumstances in which Board action is essential and time sensitive, by unanimous consent, the Executive Committee may call for Board action to be executed via telephone conference or email by vote of the quorum of the Board of Directors.

## SECTION 11. VACANCIES

Any vacancy occurring on the Board of Directors may be filled by appointment by a majority vote of the Board. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by appointment to the Board of Directors for a term of office continuing only until the next election of Directors.

Pending appointments to fill a Board vacancy or increase the number of Directors will be communicated to the Society membership for the purpose of soliciting potential candidates for appointment to the Board. Newly seated Board members will be announced to Society membership.

## SECTION 12. COMPENSATION

By resolution of the Board of Directors, each Director may be paid their expenses, if any, of attendance at an event approved by the Board of Directors that advances the mission and function of the society.

## SECTION 13. PRESUMPTION OF ASSENT

A director of the society 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 their dissent shall be entered in the minutes of the meeting or unless they shall file their 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 mail to the Secretary of the society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### **ARTICLE III**

#### **OFFICERS AND COMMITTEES**

##### **SECTION 1. NUMBER**

The officers of the society shall be a President, a Vice President, Past President, a Secretary and Treasurer, each of whom, with the exception of Past President, shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The officers of the Board of Directors will comprise the Executive Committee.

##### **SECTION 2. ELECTION AND TERM OF OFFICE**

The officers of the society to be elected by the Board of Directors shall be elected biennially (every two years) by the Board of Directors at the first meeting of the new Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided. Should the officer's term exceed their term as Director, the Board of Directors will designate a replacement in an off year to fill that position, or allow the current officer to serve an additional year.

##### **SECTION 3. REMOVAL**

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the society will be served thereby. Election or appointment of an officer or agent shall not of itself create contract rights.

##### **SECTION 4. VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a member of the Board of Directors for the unexpired portion of the term as approved by the Board of Directors.

##### **SECTION 5. THE PRESIDENT**

The President shall be the principal executive officer of the society and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the society. The President shall, when present, preside at all meetings of the members and of the Board of Directors.

The President may sign, with the Secretary or any other proper officer of the society thereunto authorized by the Board of Directors, 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 society, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. At the expiration of the President's term of office they shall assume the office of "Past President". Should the Past President's term as director be completed, their status on the Board will be that of "Ex-Officio".

#### SECTION 6. THE VICE PRESIDENT

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

#### SECTION 7. THE SECRETARY

The Secretary shall:

- A. Keep the minutes of the proceedings of the members and of the Board of Directors and submit for Board of Directors' approval and submit for archival as routine for meeting minutes.
- B. In general, perform all duties incident to the office and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

#### SECTION 8. THE TREASURER

- A. Chairs finance committee and performs all duties incident to the office and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.
- B. Has oversight for all financial activities and reports in accordance with the provisions of Article IV of these bylaws.

#### SECTION 9. SALARIES

No salaries shall be paid to the officers.

#### SECTION 10. COMMITTEES

- A. Required committees within the function of the society and Board of Directors will be Executive, Finance, Development, Governance and Building and Grounds.
- B. Committee structure and functions will be defined in the "Board Members Guidelines and Committee Responsibilities".
- C. The Board of Directors may determine other committees and associated functions.

### ARTICLE IV

#### CONTRACT, LOANS, CHECKS AND DEPOSITS

## SECTION 1. CONTRACTS

The Board of Directors may authorize any director, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the society, and such authority may be general or confined to specific instances.

## SECTION 2. LOANS

No loans shall be contracted on behalf of the society 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.

No loans shall be made by this society to its Directors. Any Director who assents to or participates in the making of any such loan shall be liable to the society for the amount of such loan until the repayment thereof.

## SECTION 3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the society shall be signed by a designated Director, agent or agents of the society and in such manner as shall be from time to time determined by resolution of the Board of Directors.

## SECTION 4. DEPOSITS

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

## SECTION 5. BOOKS AND RECORDS

The Executive Director will oversee the completion of the Annual Report of a Domestic Nonprofit Corporation, known as the 990, as required by the office of the South Dakota Secretary of State, by the 15<sup>th</sup> day of the 5<sup>th</sup> month following the end of the taxable year.

The society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered office or principal office a record of the names and addresses of its members even though not entitled to vote.

Any Director of this society shall not be liable for any unauthorized distribution of assets if they relied and acted in good faith upon the financial statements of the society represented to them to be correct by a written report by a certified public accountant failing to reflect the financial condition of the society, nor shall a Director be liable if in good faith in determining the amount available for any distribution they considered the assets to be of their book value.

## ARTICLE V

### FISCAL YEAR

The fiscal year of the society shall be the calendar year commencing January 1 of any year and ending on December 31 of the same year.

#### ARTICLE VI

##### DIVIDENDS

The Board of Directors may not declare and the society may not pay dividends under any circumstances.

#### ARTICLE VII

##### WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the society under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, 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 VIII

##### AMENDMENTS AND COMPLIANCE

###### SECTION 1. AMENDMENTS

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting.

###### SECTION 2. COMPLIANCE

Concerns regarding deviations from or infractions of Bylaws may be forwarded to the Governance Committee for review and recommendations.

Signed \_\_\_\_\_  
President

*Linda Wiley*

Date 2/10/2022

Attest \_\_\_\_\_  
Secretary

*Elizabeth Simone*

Date 2/10/2022