

# THEODORE ROOSEVELT PRESIDENTIAL LIBRARY FOUNDATION

## AMENDED AND RESTATED BYLAWS

Effective: September 19, 2024

### ARTICLE 1

#### OFFICES

**Section 1.1 Registered Office.** The registered office of Theodore Roosevelt Presidential Library Foundation (the “**Foundation**”) in the State of North Dakota shall be as stated in the Articles of Incorporation of the Foundation (the “**Articles**”), or such other place within the State as the Board of Trustees may designate from time to time.

**Section 1.2 Principal Executive Office.** The principal executive office of the Foundation shall be at 350 Third Avenue, Medora, ND 58645, or at such other place as the Board of Trustees shall designate from time to time. The business of the Foundation shall be transacted from the principal executive office, and the records of the Foundation shall be kept there.

**Section 1.3 Other Offices.** The Foundation may have such other offices within and without the State of North Dakota as the Board of Trustees may determine.

### ARTICLE 2

#### BOARD OF TRUSTEES

**Section 2.1 General Powers.** The business and affairs of the Foundation shall be managed by or under the direction of a Board of Trustees. In addition to the powers conferred upon the Board of Trustees by these Bylaws, the Board of Trustees may exercise all powers of the Foundation and perform all acts which are not prohibited to it by law, by the Articles, or by these Bylaws, all as may be amended.

**Section 2.2 Number.** The Board of Trustees of the Foundation shall be composed of not fewer than five (5) nor more than twenty-one (21) members with voting rights, as determined from time to time by the Board of Trustees of the Foundation. No decrease in the number of Trustees pursuant to this section shall effect the removal of any Trustee then in office.

**Section 2.3 Qualifications.** Trustees must be individuals. Each Trustee shall demonstrate willingness to accept responsibility for governance and availability to participate actively in governance activities. Trustees shall be selected to bring a diversity of interests, perspectives, backgrounds and expertise to the Foundation.

**Section 2.4 Nomination and Election.** Trustees shall be elected by the Board of Trustees from a slate of nominees prepared by the Governance Committee. The Governance Committee may, at any time, submit nominations to the Board of Trustees to fill vacancies

on the Board or to increase the number of Trustees serving on the Board, and the Board of Trustees may act on a nomination at any Board meeting.

**Section 2.5 Term of Office.** Trustees shall serve three-year terms. However, the Board of Trustees may elect a new Board member to an initial term of one, two, or three years (not counting a partial year) so that the terms of approximately one-third of the Trustees shall expire each year. A Trustee's term shall expire on December 31 of the year in which the Trustee's term expires. Each Trustee shall serve until the expiration of his or her term of office, and thereafter until a successor has been elected and qualified, or until the earlier death, resignation, removal or disqualification of the Trustee.

**Section 2.6 Term Limits.** An individual shall not serve more than three consecutive three-year terms as Trustee. If a Trustee is elected to a term of less than three years, such term shall be disregarded for the purposes of the foregoing sentence.

**Section 2.7 Vacancy.** If the office of any Trustee becomes vacant for any reason, the Board of Trustees may choose a successor by the election of a Trustee by the remaining Trustees of the Foundation following nomination by the Governance Committee, or the Board of Trustees may leave such position vacant so long as the number of Trustees does not fall below the minimum number of Trustees set forth in Section 2.2. The initial term of a Trustee filling a vacancy shall be the unexpired portion of the predecessor Trustee's term.

**Section 2.8 Resignation.** Any Trustee may resign at any time by giving written or email notice of such resignation to the Secretary of the Foundation. Such resignation shall be effective upon confirmed receipt by the Secretary of the Foundation, unless a later date is specified in the notice.

**Section 2.9 Removal of Trustees.** A Trustee may be removed at any time, with or without cause, upon the affirmative vote of a majority of all Trustees then in office, not including the Trustee proposed for removal.

**Section 2.10 Compensation.** Trustees shall not receive compensation from the Foundation for services as a Trustee. Notwithstanding the foregoing, Trustees may receive reasonable compensation for services rendered to the Foundation in any other capacity. No part of the compensation of an employee of the Foundation or an affiliate of the Foundation who also is a Trustee of the Foundation shall be compensation for services as a Trustee. The Foundation shall be entitled to purchase directors and officers liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

**Section 2.11 Nonvoting Trustees and Advisors.** The Chief Executive Officer shall be an *ex officio* member, without voting rights, of the Board of Trustees. In addition, the Board of Trustees may establish one or more categories of nonvoting honorary Trustees and non-Trustee advisors, with such rights and obligations as determined by the Board. Such individuals shall be appointed by the Board after nomination by the Governance Committee.

## ARTICLE 3

### MEETINGS OF THE BOARD OF TRUSTEES

**Section 3.1 Place and Time of Meetings.** The Board of Trustees may hold its annual, regular and special meetings at such places as determined by the Chair of the Board of the Foundation or his or her designee unless the Board of Trustees determines otherwise. The Board of Trustees may determine that one or more meetings of the Board of Trustees shall be held solely by means of remote communication pursuant to Section 3.10 below. Such authorization may be general or confined to specific instances.

**Section 3.2 Open Meetings Law.** Meetings that relate or may foreseeably relate to the Foundation's use of public funds shall be conducted in compliance with North Dakota's open meetings law, North Dakota Century Code §44-04-17.1 and following (the "**Open Meetings Law**") as and when it applies to such meetings, as set forth in these Bylaws, in a separate policy adopted by the Board, or as otherwise determined by the Chair or the Board.

**Section 3.3 Annual Meetings.** The Board of Trustees shall hold an annual meeting. At each annual meeting, the Board of Trustees shall elect Trustees in such numbers as required or permitted by the Articles and these Bylaws, shall elect officers and shall conduct such other business as may properly come before it.

**Section 3.4 Regular Meetings.** In addition to the annual meeting, the Board of Trustees shall hold regular meetings as the Chair of the Board, or his or her designee, shall determine. At each regular meeting, the Board of Trustees shall conduct such business as may properly come before the meeting.

**Section 3.5 Special Meetings.** Special meetings of the Board of Trustees may be called by: (a) the Chair of the Board, (b) the Chief Executive Officer, or (c) upon written request of any three (3) or more Trustees of the Foundation. A person entitled to call a special meeting of the Board of Trustees may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

**Section 3.6 Notice of Meeting.** Not less than ten (10) days' notice of the annual meeting, (5) days' notice of a regular meeting, and three (3) days' notice of a special meeting of the Board of Trustees, excluding the day of the meeting, shall be given to all Trustees. No notice of any meeting need state the purpose of the meeting except as may be specifically required by the Articles, these Bylaws, or otherwise required by law, including without limitation the Open Meetings Law. Notice of a meeting at which an amendment to the Foundation's Articles will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally in writing; sent by email; posted on an electronic network together with a separate notice to the Trustee of the specific posting; mailed, first class, postage prepaid; or provided by such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Foundation.

If a meeting is subject to the Open Meetings Law as described in Section 3.2, the notice must include the topics to be considered if practicable, and as soon as the agenda for the meeting is given to the Trustees, it shall also be posted publicly as set forth below. In addition, if a Special Meeting is subject to the Open Meetings Law, the notice must specify the topics to be considered at the Special Meeting and the topics to be considered at the meeting are limited to those included in the notice.

Notice of a meeting subject to the Open Meetings Law as described in Section 3.2 shall be posted on the Foundation's website, posted in the principal office of the Foundation, and given to anyone requesting such information. Notice of a Special Meeting subject to the Open Meetings Law shall also be sent to any representatives of the new media which have requested notice of Special Meetings, and to the official newspaper in Billings County.

**Section 3.7 Waiver of Notice.** Any Trustee may waive notice of any meeting of the Board of Trustees in writing before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

**Section 3.8 Quorum and Voting.** The presence of at least half of the Trustees with voting rights shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If a quorum is present when a duly called or held meeting is convened, the Trustees present may continue to transact business until adjournment, even though the withdrawal of Trustees originally present leaves less than the proportion or number otherwise required for a quorum, provided that any action taken must be approved by at least a majority of the required quorum for that meeting, or a greater number required by law, the Articles, or these Bylaws. Participation in a meeting by remote communication pursuant to Section 3.11 below constitutes presence at a meeting. At any meeting of the Board of Trustees, except as otherwise provided in the Articles or these Bylaws, each Trustee present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Trustees present at any meeting at which a quorum is established shall be sufficient to transact any business. Proxy voting is not permitted.

**Section 3.9 Action without Meeting.** Except for an item of business subject to the Open Meetings Law as described in Section 3.2, an action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Trustees were present. If any written action is taken by less than all of the Trustees entitled to vote, all Trustees entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A

written action is effective when it is signed by all of the Trustees required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Foundation can reasonably conclude that the communication was actually sent by the purported sender.

**Section 3.10 Rules of Procedure.** The Board of Trustees may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or North Dakota law. In the absence of Board action, the Chair of the Board may establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or North Dakota law.

**Section 3.11 Remote Communications for Board Meetings.** One or more Trustees may participate in a meeting of the Board of Trustees by remote communication, in each case through which that Trustee, other Trustees so participating, and all Trustees present at the meeting may participate with each other during the meeting. In addition, any meeting among Trustees may be conducted solely by remote communication through which all of the Trustees may participate in the meeting. For these purposes, “remote communication” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

**Section 3.12 Meetings are Closed.** Except for meetings subject to the Open Meetings Law as described in Section 3.2, meetings of the Board of Trustees are presumed closed to individuals who are not members of the Board of Trustees. The Chair of the Board or the Board may waive this requirement at or prior to a meeting attended by individuals who are not members of the Board of Trustees. Individuals who are not members of the Board of Trustees may be invited by the Chair of the Board or by the Board by resolution to a meeting of the Board. However, the Chair of the Board and the Board reserves the right to call a closed session at any time during a meeting at which individuals who are not members of the Board of Trustees are present.

## **ARTICLE 4**

### **OFFICERS**

**Section 4.1 Number.** The Foundation shall have the following officers: a Chair, a Vice Chair, a Secretary, a Treasurer, and a Chief Executive Officer. Subject to these Bylaws, the Board of Trustees may also elect an Immediate Past Chair and one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Trustees shall fix the powers and duties of all officers.

**Section 4.2 Election and Term of Office.** All officers of the Foundation are elected by the Board of Trustees after nomination by the Governance Committee. The Chair and Vice Chair shall be elected to two-year terms, the Secretary and Treasurer shall be

elected to one-year terms and the Chief Executive Officer shall serve at the pleasure of the Board. Except for the Chief Executive Officer, all officers shall be Trustees of the Foundation. An officer shall hold office until his or her successor has been elected or until his or her prior death, resignation or removal from office. An individual may hold more than one office of the Foundation at the same time except for the office of Chief Executive Officer.

**Section 4.3 Removal and Vacancies.** All officers of the Foundation shall hold office at the discretion of the Board of Trustees and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of two-thirds of Trustees present and entitled to vote at a meeting. Any vacancy in an office of the Foundation shall be filled by the Board of Trustees.

**Section 4.4 Chair.** The Chair shall preside or appoint a designee to preside at meetings of the Board of Trustees; shall, on behalf of the Board, have primary responsibility for overseeing the performance of the Chief Executive Officer; and shall perform such other duties and have such other powers as the Board of Trustees may prescribe. In the event of vacancy in the office of Chief Executive Officer, the Chair shall exercise the duties of the Chief Executive Officer on a temporary basis until such time as the Board of Trustees hires an interim or permanent replacement.

**Section 4.5 Vice Chair.** The Vice Chair shall perform the duties of the Chair in the absence of the Chair or in the event of the Chair's inability or refusal to act. The Vice Chair shall perform such other duties and have such other powers as the Board of Trustees may prescribe.

**Section 4.6 Immediate Past Chair.** The Immediate Past Chair, if any, shall advise the Chair as requested, and shall perform such other duties and have such other powers as the Board of Trustees may prescribe.

**Section 4.7 Secretary.** The Secretary shall ensure that all actions and the minutes of all proceedings of the Board of Trustees are documented and kept, and shall be responsible for all documents and records of the Foundation, except those connected with the office of the Treasurer. The Secretary shall give or cause to be given any required notice of meetings of the Board of Trustees, and shall perform such other duties and have such other powers as the Board of Trustees may prescribe. The Secretary may, but is not required to, serve as the Chair of the Governance Committee.

**Section 4.8 Treasurer.** The Treasurer shall ensure accurate financial records for the Foundation are kept; shall ensure that all moneys, drafts, and checks in the name of and to the credit of the Foundation are deposited in such banks and depositories as the Board of Trustees shall designate from time to time; shall oversee the disbursement of corporate funds and checks and drafts in the name of the Foundation as ordered by the Board of Trustees; shall render to the Chair and the Board of Trustees, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Foundation; shall oversee the preparation of a proposed budget for the next fiscal year to be submitted to the Board of Trustees at its annual meeting; and shall perform such other duties

as may be prescribed by the Board of Trustees or the Chief Executive Officer. The Board of Trustees may delegate the responsibilities of the Treasurer to one or more employees of the Foundation, provided, however, that such individual(s) shall be subject to the oversight and control of the Treasurer. The Treasurer may, but is not required to, serve as the Chair of the Finance Committee.

**Section 4.9 Chief Executive Officer.** The Chief Executive Officer shall be hired by the Board of Trustees and shall serve at the discretion of the Board of Trustees; shall have general active management of the business of the Foundation; shall see that all orders, resolutions, and policies of the Board of Trustees are carried into effect; may employ staff and contract for services for the management of the Foundation; shall sign and deliver in the name of the Foundation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Foundation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the Board of Trustees to some other officer or agent of the Foundation; may maintain records of and certify proceedings of the Board of Trustees; and shall perform such other duties as may be prescribed by the Board of Trustees. The Chief Executive Officer shall be an *ex officio* member, without voting rights, of the Board of Trustees.

## ARTICLE 5

### COMMITTEES

**Section 5.1 In General.** The Foundation shall have the following standing committees: (a) Executive Committee; (b) Finance Committee; (c) Governance Committee; (d) Design and Architecture Committee; (e) Program and Partnerships Committee; and (f) Development Committee. The Board of Trustees may establish one or more additional committees as may be specified in resolutions approved by the affirmative vote of a majority of Trustees in office. Each committee shall have the authority of the Board of Trustees in the management of the business of the Foundation to the extent provided in these Bylaws or by resolution of, or charter approved by, the Board of Trustees. Notwithstanding any other provision of these Bylaws or a committee charter, all committees, other than a special litigation committee, shall at all times be subject to the direction and control of the Board of Trustees.

**Section 5.2 Committee Membership.** Trustees must comprise at least a majority of all committees and the chair of each committee must be a Trustee. The Chair of the Board of Trustees and the Chief Executive Officer shall be *ex officio* members, without voting rights, of each committee. Except for the *ex officio* members, all committee members present at a meeting shall be entitled to cast one (1) vote on any question coming before the meeting.

**Section 5.3 Committee Appointments.** Except as otherwise provided in these Bylaws or by resolution of the Board of Trustees, the Board of Trustees shall appoint all committee members (voting and non-voting) and the chairs thereof, after nomination by the Governance Committee. Committee members and chairs may be removed by the Board

Chair or by the Board. Committee chairs shall serve for a term of two years, which may be renewed. Terms of committee membership appointments shall be one year, and may be renewed.

**Section 5.4 Committee Procedures.** The provisions of these Bylaws with respect to notice of meetings, quorum and voting, absent members, rules of procedure, and remote communications shall apply to committees and members thereof to the same extent they apply to the Board of Trustees and Trustees. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees.

**Section 5.5 Executive Committee.** There shall be an Executive Committee consisting of the Chair, Vice Chair, Immediate Past Chair (if any), Secretary, Treasurer, each Committee chair (or their designee as approved by the Board Chair), and such other persons as determined by the Board of Trustees. The Executive Committee shall act only during intervals between meetings of the Board of Trustees and shall at all times be subject to the control and direction of the Board of Trustees. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Trustees in the management of the affairs of the Foundation, subject to such limitations as the Board of Trustees may impose.

**Section 5.6 Finance Committee.** There shall be a Finance Committee which shall oversee the budget, financial activities, investments and annual audit of the Foundation. The Finance Committee shall be responsible for performing such other duties as the Board of Trustees may determine.

**Section 5.7 Governance Committee.** There shall be a Governance Committee which shall establish, communicate, and maintain the processes and policies that ensure that the Board of Trustees, its committees, and its members function effectively, joyfully, and with deep and capable commitment to the Foundation's mission. The Governance Committee shall nominate to the Board of Trustees annually the following: (1) at least one candidate for election to the Board of Trustees to fill each position to be filled by the Board of Trustees, whether by an expiring term, vacancy or newly created Trusteeship, (2) candidates for membership on and the Chair of each committee of the Board of Trustees of the Foundation, (3) candidates for the officer positions to be filled by the Board of Trustees, and (4) such other positions as the Board of Trustees may request. The Governance Committee shall also perform such other duties as the Board of Trustees may determine.

**Section 5.8 Design and Architecture Committee.** There shall be a Design and Architecture Committee which shall provide governance oversight over the development of the designs and architecture plans for the buildings and lands of the Presidential Library in Medora, North Dakota, and such other duties as the Board of Trustees may determine.

**Section 5.9 Program and Partnerships Committee.** There shall be a Program and Partnerships Committee which shall provide governance oversight over the development and implementation of the Foundation's programming and its partnerships with external



agencies, organizations and individuals related to the Foundation's programming, and such other duties as the Board of Trustees may determine.

**Section 5.10 Development Committee.** There shall be a Development Committee which shall be responsible for the overall governance of the development functions of the Foundation, oversee the broader scope of development to include general fundraising, campaign plans, related marketing, events and membership, and such other duties as the Board of Trustees may determine.

## **ARTICLE 6**

### **FISCAL AND OTHER MATTERS**

**Section 6.1 Accounting Year.** The accounting year of the Foundation shall be the calendar year.

**Section 6.2 Contracts.** In addition to the officers authorized in these Bylaws, the Board of Trustees may authorize such 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 Foundation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the Chief Executive Officer or, in the absence of the Chief Executive Officer or pursuant to a delegation by the Chief Executive Officer, by such officer designated to act in the place of or in the absence of the Chief Executive Officer, without specific Board of Trustees authorization.

**Section 6.3 Loans.** Unless authorized by the Board of Trustees, no loans or other evidence of indebtedness shall be contracted on behalf of the Foundation, other than checks, drafts or other orders for payment of money issued in the ordinary course of business as provided in Section 6.4, below. Such authorization and approval of the Board of Trustees may be general or confined to specific instances.

**Section 6.4 Checks, Drafts, Et cetera.** All checks, drafts or other orders for the payment of money issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall be determined by resolution of the Board of Trustees, or by the Chief Executive Officer, Chief Financial Officer, or Treasurer upon delegation by the Board of Trustees.

**Section 6.5 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 Trustees, or the Chief Executive Officer, Chief Financial Officer, or Treasurer upon delegation by the Board of Trustees, may select.

**Section 6.6 Maintenance of Records; Audit.** The Foundation shall keep at its principal executive office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of the Board of Trustees and committees having any of the authority of the Board of Trustees for the last six (6) years. All

such records shall be open to inspection by any Trustee during normal business hours. The Board of Trustees shall cause the books and records of account of the Foundation to be audited by certified public accountants, to be selected by the Board of Trustees, at such times as are required by law or as the Board may deem necessary or appropriate.

**Section 6.7 Indemnification** The Foundation shall indemnify its officers, Trustees, committee members, and employees made or threatened to be made a party to a proceeding by reason of the former or present official capacity of such persons against judgments, penalties, fines including excise taxes assessed against such persons with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney's fees and disbursements, incurred by such persons in connection with the proceeding to the fullest extent provided by, and under the conditions stated in, North Dakota Century Code § 10-33-84.

## **ARTICLE 7**

### **CONFLICTS OF INTEREST**

When a Trustee has an actual or potential conflict of interest in any matter before the Board of Trustees, the Trustee must disclose the conflict to the Chair. The Board of Trustees shall determine if a conflict exists, and if so, the conflicted Trustee may make a presentation to the Board on the matter, but must then abstain from participating in the Board's deliberation and voting on the matter and shall not be counted in determining the quorum or vote on the matter. The Chair may require the conflicted Trustee to leave the meeting during such deliberation and voting. The Board of Trustees may adopt a separate conflicts policy that further defines conflicts of interest, provides additional procedures for disclosing and managing them and such other items as approved by the Board. Trustees shall annually disclose potential conflicts of interest and acknowledge reviewing the Foundation's conflicts of interest policy.

## **ARTICLE 8**

### **AMENDMENTS**

These Bylaws may be altered, amended or restated upon the affirmative vote of a majority of all Trustees.