

SPIRIT MOUND TRUST  
BY-LAWS

Revised and approved by the Spirit Mound Trust Board of Directors  
March 24, 2020

ARTICLE I. MISSION STATEMENT

Our mission is to serve the public interest in preserving Spirit Mound and its immediate environs in Clay County, South Dakota, as it relates to the Lewis and Clark Expedition and to Native American Culture and the contributions of both to American history; to restore Spirit Mound and its environs to their natural ecological condition and to maintain that condition; to stimulate interest in early American life and environment; to establish a public park dedicated to this cause; to acquire and hold real property; and to raise funds incidental to this cause.

ARTICLE II. OPERATING TITLE

During the thirty-four years since incorporation, the Trust has joined with others to transfer ownership of the Mound to the public and to restore it to its natural state. We now recognize that a more appropriate operating name for our organization is the Spirit Mound Trust.

ARTICLE III. MEMBERS

Any individual, corporation or institution can become a member of Spirit Mound Trust by paying the annual membership dues of \$10.00.

ARTICLE IV. MEMBERSHIP MEETINGS

The Board of Directors shall set the date, time and location of the meetings.

A. Special meetings of the general membership may be called by the President or any three members of the Board of Directors at any time by giving twenty-one days' notice of the date, time and location of the meeting.

B. Only those members whose dues are paid at the time of the meeting are entitled to vote.

C. At membership meetings, a quorum shall consist of a majority of those who are present.

D. The Secretary or Treasurer of the Board of Directors shall keep at all times an accurate list of all members entitled to vote at membership meetings.

#### ARTICLE V. DIRECTORS AND DIRECTOR MEETINGS

The business and property of the Trust shall be managed and controlled by a Board of Directors that shall have full power to administer, direct, manage, and conduct the affairs of the Trust. The Board of Directors may by resolution delegate to committees of the Trust such powers as it deems appropriate. The number of Directors shall not exceed fifteen.

A. There shall be a minimum of two Board of Director meetings per year, upon the call of the President or any two Directors.

B. Directors may be appointed by a majority vote of the Board of Directors at any meeting.

C. A majority of the Board of Directors shall constitute a quorum.

#### ARTICLE VI. OFFICERS

A. The officers of the Trust shall consist of a President, Vice-President, Secretary and Treasurer. When a vacancy occurs, the board of Directors shall elect a new officer to fill it.

B. The President shall preside at membership and Board of Directors meetings and shall appoint all committees.

C. The Vice-President shall preside in absence of the President.

D. The Secretary shall keep minutes of all general membership meetings and all Board of Directors meetings, and maintain records of the Trust.

E. The Treasurer shall receive the money, keep accounts, and make disbursements approved by the Board of Directors, and shall maintain a general membership list.

#### ARTICLE VII. AUTHORIZED SIGNATURES

All contracts or agreements authorized by the Board of Directors and all orders for the payment of money must be signed by two of these three officers: President, Vice President, and Treasurer.

#### ARTICLE VIII. AMENDMENTS

These By-Laws may be amended by a majority vote of the Spirit Mound Trust Board of Directors, and amendments will be promptly posted on the Spirit Mound Trust website.

#### ARTICLE IX. PARLIAMENTARY PROCEDURE

The latest Roberts Rules of Order shall be used to determine questions of parliamentary procedure.