

BYLAWS
OF THE
CHESTERFIELD FOUNDATION, INC.
As amended June 16, 2014

ARTICLE I

NAME

The name of this organization shall be the Chesterfield Foundation, Incorporated, hereinafter referred to as the Foundation.

The Chesterfield Foundation, Incorporated is a non-profit, tax exempt 501(c)(3) corporation registered in the state of Idaho.

ARTICLE II

MISSION STATEMENT

The mission of the Chesterfield Foundation is to protect and preserve the history of the old Chesterfield Townsite, a Mormon settlement on the Oregon Trail. This shall be accomplished by the restoration, maintenance and display of the buildings and artifacts of the Chesterfield Townsite which represent the family life, livelihoods, education, religion, culture and community activities of the residents from the period prior to 1920.

PURPOSES

The purposes of this corporation are exclusively charitable and educational; including, but not limited to:

The preservation and perpetuation of the historic, patriotic, and cultural values associated with the pioneer settlement of Chesterfield, Idaho;

The acquisition, maintenance, management and development of the real and personal property in the vicinity of and associated with Chesterfield;

The research, documentation, and publication of the history of Chesterfield; of the events and personalities associated with its origins and development;

The preservation and restoration, and reconstruction of the buildings and landscape features of Chesterfield;

The conservation of the vistas and rural environment of the Chesterfield area;

The making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Revenue Law):

The pursuit of any other activity which shall be of value, directly or indirectly, in preserving or enhancing the cultural heritage of Chesterfield

GOALS

1. Help visitors to the Chesterfield Townsite to experience a sample of life as it was lived prior to 1920.
2. Provide historical information about groups which touched Chesterfield's past including:
Native Americans
Explorers
Trappers and Mountain Men
Oregon Trail Immigrants
Early Settlers and Homesteaders
Mormon Pioneers
Ranchers, farmers and army remount stations
3. Welcome visitors including tourists, youth groups, family groups, descendents of the early settlers and church groups.
4. Provide a pioneer experience and educate visitors about the joys and hardships of life on and along the Oregon Trail.
5. Provide an opportunity for service work on buildings and premises.
6. Provide an interactive experience for visitors allowing them to experience hands on education about pioneer transportation, settlement patterns and daily life.
7. Provide a venue which offers an opportunity for education, research, sightseeing, picnicking, family reunions, and special events.
8. Preserve, restore and maintain the rare and architecturally significant buildings and present the part each one played in the history of Chesterfield.
9. Enhance the endowment which has been started to help fund the efforts of the Chesterfield Foundation.

ARTICLE III

FISCAL YEAR

The fiscal year of the Foundation shall be the calendar year.

ARTICLE IV

MEMBERSHIP

1. Membership in the Foundation shall be open to individuals, families, institutions and organizations interested in the objectives of the Foundation.
2. A member in good standing is one who has paid annual dues.
3. The name and address of the individual representing each institutional or organizational member shall be registered by the Foundation Treasurer at the time payment of dues is made.
4. Membership in the Foundation is non-transferable.
5. Annual dues shall become due on the first day of January of each year.
6. Categories of membership and dues structure shall be established by the Board of Trustees.
7. Individual qualified members only shall be eligible to serve as a Trustee.
8. Each paid member shall be sent the Chesterfield Foundation Newsletter, published at least once annually.
9. Each paid member shall be entitled to one (1) vote at meetings of members.
10. Absentee and proxy voting shall not be permitted at any general membership meeting of the Foundation

ARTICLE V

BOARD OF TRUSTEES

1. Powers: The Board of Trustees is hereby vested with the management and control of the property, business and affairs of the Foundation and shall fix the salaries and compensation of all employees and shall have all the powers possessed by the Foundation itself insofar as this delegation of authority is not inconsistent with the laws of the state.
2. Number: The Board of Trustees shall consist of not less than twelve (12) and not more than sixteen (16) members.
3. Nomination and Election: Individuals may be nominated to the Board of Trustees by any member of the Foundation in good standing. Trustees will be elected, in the presence of a quorum, by the current Board of Trustees. The vote will be by secret ballot.
4. Terms of Office:
Trustees shall serve a three (3) year term which term shall commence upon election and continue until the third annual meeting thereafter. Trustees shall be divided in to three (3) classes. One third of the terms will expire each year. Re-election to subsequent terms is permitted.
5. Resignation: Resignation of any Board member is effective upon receipt of written or email notification to the President of the Foundation.
6. Vacancies: Should the number of Directors during any year fall below twelve (12), the vacancy must be filled. Vacancies for the unexpired term of any Trustee shall be filled by a majority vote of the Board.

7. Meetings:

a. Regular Meetings: The Board of Trustees shall meet as necessary, usually on a monthly basis. No notice of regular meeting shall be required for its validity.

b. Annual Meeting: The Board of Trustees shall call an annual meeting of the general membership of the Foundation to be held at the Chesterfield Townsite the third Monday of September. No notice of the meeting other than this bylaw shall be required. The President shall determine the agenda of the meeting, which shall include the annual report of the President and the annual report of the Treasurer. A majority of the Trustees then in office shall constitute a quorum at the annual meeting of the general membership.

c. Special Meetings: Special meetings of the Board may be called by the written request of five (5) members of the Board of Trustees. Notice of special meetings of the Board of Trustees shall be given, not less than fifteen (15) days in advance, orally, in writing, or by email by the officer calling the meeting. Notice of the time and place of any meeting of the Trustees may be waived either before or after the meeting by the written assent of every Trustee on the Board.

d. Proxy: A member of the Board may designate in writing another member of the Board to cast his/her vote by proxy in any action taken at any Board meeting at which he/she is not present.

e. Quorum: A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Trustees present at that meeting at which a quorum is present shall be the act of the Board. Proxy votes do not count towards the quorum.

f. Voting by Mail or Email: In unusual circumstances the President may present matters for approval to the members of the Board by mail and/or email. Only those actions approved by mail or email by a majority of the Board shall constitute a duly adopted action of the Board of Trustees.

g. Compensation: No Trustee shall receive, directly or indirectly, any compensation for his or her services as Trustee. The Board may authorize reimbursement of reasonable expenses incurred by Board members.

ARTICLE VI

OFFICERS

1. Officers: The officers of the Foundation shall consist of the President, Vice President, Secretary and Treasurer. The Board of Trustees may appoint such other assistant officers as it may, from time to time, determine and may define their powers and duties.

2. Election: The officers of the Foundation shall be elected annually by secret ballot at the annual meeting of the Foundation. The President, or in his absence the Vice President, shall appoint a member of the Board to fill a vacated office, which term shall extend until the next annual meeting of the Foundation.

3. Duties

- a. President: The President shall be the Chief Executive Officer of the Foundation and shall:
 - i. Preside at all meetings of the Board of Trustees and the general membership.
 - ii. Shall present an annual report at the annual meeting of the Foundation.
 - iii. Sign all contracts and obligations and perform such other duties as may be assigned by vote of the Board of Trustees.
 - iv. Shall appoint chairmen of standing committees.
 - v. Shall create ad hoc committees as necessary and appoint chairmen of said committees.
 - vi. Shall be an ex officio member of all committees.
 - vii. May sign or endorse checks, drafts and notes.
 - viii. Shall report all expenditures of corporate funds to the Board of Trustees and shall secure specific approval of the Board of Trustees for any expenditures exceeding \$5,000.00.

- b. Vice President: The Vice President shall:
 - i. in the absence, disability, resignation or death of the President, possess all the powers and perform all of the duties of that office until the close of the next annual meeting of the membership, or until a successor is selected by the Board of Trustees.
 - ii. Maintain a record of election and terms of office of all officers and serving Board members.
 - iii. Perform such other duties as the President of the Board of Trustees may designate.

- c. Secretary: The Secretary shall serve as the recording and corresponding Secretary of the Foundation and of the Board of Trustees.

- d. Treasurer: The Treasurer shall act as the Chief Financial Officer of the Foundation and shall:
 - i. Keep full and accurate accounts of all receipts and disbursements.
 - ii. Deposit all monies in a bank or banks designated by the Board of Trustees.
 - iii. Present an annual financial report to the Board of Trustees.
 - iv. Maintain a membership list in conjunction with the Secretary.
 - v. Perform such other duties as the President or the Board of Trustees may designate.
 - vi. May sign or endorse checks, drafts and notes.
 - vii. May sign contracts and obligations

ARTICLE VII

STANDING COMMITTEES

Committee Chairs will be appointed (or reappointed) yearly by the President of the Foundation. Committee members are nominated by the Chair and must be approved by the President of the Foundation.

- 1. Strategic Planning Committee
Guides the long range planning of the Foundation

- 2. Building Committee
Guides the restoration efforts

3. Finance Committee

Provides financial and investment oversight and pursues fundraising and grant writing. The Finance Committee shall be responsible for the preparation of an annual budget and shall advise and assist the Treasurer and the Board in regard to general fiscal policy of the Corporation.

4. Special Events Committee

Coordinates special events, educational and fundraising events

5. Promotion and Publications Committee

Oversees publication of brochures, books and other promotional materials

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended by the Board of Trustees at any regular meeting of the Board of Trustees, by a two-thirds (2/3) majority vote of those present, provided there is a quorum. Failure of the Board to act on any proposed amendment shall cause failure of the amendment. Initiation of proposed amendment may be made by the Board of Trustees by its own motion or by any Foundation member in good standing provided it is submitted in writing to the President of the Foundation at least ten (10) days prior to a regular meeting. Any initiation properly submitted shall be placed on the agenda of the next Board meeting and shall be read and discussed by the Board.

ARTICLE IX

LIABILITY AND INDEMNIFICATION

The Officers, Trustees, Employees and Members of this corporation shall not be liable, either jointly or individually, for any obligations, indebtedness or charge against the corporation.

ARTICLE X

DISSOLUTION

Under dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, in such manner, or to such organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Revised Bylaws adopted by vote of the Board of Trustees, June 16, 2014