

# BOARD OF STATE HISTORY BY-LAWS

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*As approved by the Board on January 28, 1994*

### **ARTICLE I -- NAME**

The name of the organization shall be the Utah Board of State History, herein referred to as the Board.

### **ARTICLE II -- AUTHORITY**

The Utah Board of State History is organized under Utah state law (UCA 9-8-201, 9-8-204, and 9-8-205) for the following purposes:

1. To assist the Division in developing its vision and mission and to support the mission of the Division.
2. To promote an understanding and appreciation of Utah history and prehistory in order to insure the preservation and proper utilization of historic resources for the benefit of Utah citizens, businesses, visitors, and future generations.
3. To provide policy direction to the Division of State History and direct the Division director in carrying out his duties.

### **ARTICLE III -- MEMBERSHIP**

The Board shall consist of 11 members, appointed by the Governor, with the advice and consent of the Senate, to staggering, four year terms during odd numbered years, in accordance with Utah state law (UCA 9-8-204). In accordance with that section and the referenced federal regulation (36 CFR 61.4), at least one member of the Board shall be qualified in each of the following disciplines: archaeology, architectural history, architecture, historic archaeology, and history. In addition, at least half of the Board shall represent these disciplines. The members of the Board shall hold their offices until their successors are duly appointed or until they resign.

The chair, upon the recommendation of the Board, may request that a member resign when the member moves permanently out-of-state or misses four consecutive meetings.

Board members may resign from the Board by orally notifying the Board chair or the Board secretary or by submitting a signed letter to the Governor, the chair, or the secretary.

When a vacancy on the Board is created by the death or resignation of any member, the Board shall notify the Governor and ask him to appoint a replacement to fill the unexpired term.

The Director of the Department of Community and Culture, which has supervisory responsibility for the Division, or his or her designee, shall be an *ex officio*, non-voting member of the Board.

## **ARTICLE IV -- MEETINGS**

The Board shall meet at least quarterly at a time and place determined by the Chair. Additional meetings may be called at any time the Chairman of the Board feels that the same are necessary. At least two meeting each year must be held in Salt Lake City. All meetings shall be called by giving no less than seven (7) days notice to the members of the Board. Meetings shall be open to the public, according to the Open and Public Meetings Act (UCA 52-4). Meetings may be closed when required, in accordance with UCA 52-4-4 and 52-4-5.

Six members of the Board are a quorum for the transaction of business (UCA 9-8-20(5)).

Unless otherwise indicated in these by-laws or required by state or federal law, rule, or regulation, the proceedings and business of the Board shall be governed by the most current available edition of Roberts Rules of Order.

At the request of any Board member, the voting shall be by secret ballot.

## **ARTICLE V -- OFFICERS**

The officers of the Board shall be as follows: Chair, Vice Chair, and Secretary. The Chair and Vice Chair shall be selected by the Governor from the Board members in accordance with state law (UCA 9-8-204(6)). The Chair and Vice Chair shall, after two years of service, request that the Governor review the leadership of the Board and make new appointments or reappointments. The Board shall recommend that the Governor replace the Board's officers no later than at the end of the second two-year term (four years) in order to give others opportunities to serve. The Secretary shall be the Director of the Division of State History.

## **ARTICLE VI -- [DELETED]**

## **ARTICLE VII -- DUTIES OF OFFICERS**

It shall be the duty of the Chair to preside at or preside and conduct meetings of the Board and to perform all duties incident to this office. The Chair shall call meetings of the Board as provided for in Article IV. He or she shall, subject to the approval of the Board, appoint all committees. He or she shall, in consultation with the Vice Chair and Secretary, prepare an agenda for each meeting and commit to the Board such matters and

make suggestions as may promote the work of the Board and the Division, increase the usefulness of the Board, and further the purposes of the Board and the Division. The Chair shall sign all letters and documents emanating from the Board and shall otherwise represent the Board at legislative and other hearings and in other forums.

The Vice Chair shall, upon the request of the Chair, conduct meetings of the Board. The Vice Chair shall act in the absence of the Chair or in the case of the death, resignation, or disability of the Chair, shall fill the remainder of his or her term. In the absence or disability of both the Chair and Vice Chair the Board shall name a person to act temporarily. The Vice Chair, in consultation with the Chair and the Secretary, helps prepare an agenda for each Board meeting. The Vice Chair shall, upon request of the Chair, fulfill all of the duties of the Chair.

The Secretary shall maintain the records of the Board, including the minutes of its meetings. The Secretary, as the Division Director, may call upon a member or members of his or her staff to keep minutes and perform other tasks devolving on the Secretary. The Secretary shall prepare a quarterly annual report of Division activities for the consideration of the Board. The Secretary, in consultation with the Chair and the Vice Chair, helps prepare an agenda for each Board meeting.

## **ARTICLE VIII -- DUTIES OF THE BOARD**

### **A. The duties of the Board include but are not limited to:**

1. Assisting in developing and ultimately in approving the rules and policies and procedures governing the Division.
2. Assisting the Division, through the Utah State Historical Society, raise money for activities not funded through the legislature or other means.
3. Functioning as the state review board for purposes of the historic preservation program, consistent with 36 CFR 61.4.
4. Approving grants to state agencies, counties, cities, non-profit history and heritage groups, and others, to promote history-related activities.
5. Assisting in the selection of the Division director and to concur in the selection with the Director of the Department of Community and Culture.
6. Approving the formation of Board and advisory committees and either appointing members to these committees or authorizing the Chair to appoint members.
7. Recommending to the Governor the names of potential Board members when vacancies occur or in anticipation of the completion of current Board terms.
8. Reviewing the Division's budget request and making recommendations regarding funding to the Governor and Legislature.

### **B. Board members shall:**

1. Accept committee assignments, including accepting the chair of committees, as delegated by the Chair.
2. Coordinate all Board-related activities through the Chair or appropriate committee chairs.
3. Recuse themselves from actions taken by the Board and by its committees whenever they serve as officers of organizations that benefit from Board actions or when they have a personal, family, or fiduciary interest in the action or otherwise have a

conflict of interest or when failure to do so results in an appearance of a conflict and otherwise abide by the federal conflict of interest requirements when acting as a member of the state review board.

**C. Board members shall not:**

1. Interfere with the duties or performance of any Division employee nor request, except in writing, the removal from, or appointment to, office of any such employee.
2. Unless acting as a member in a properly called meeting, acting as a member of an authorized committee, or otherwise acting in an official capacity, utilize the equipment and resources of the Board or of the Division unless the equipment and resources are used commonly by the general public.

**ARTICLE IX -- IMMUNITY**

Board members, for purposes of the Utah Government Immunity Act, are state employees and are thus protected by that Act, provided they are acting as Board members and that their acts or failures to act are not due to fraud or malice (UCA 63-30).

**ARTICLE X -- COMMITTEES**

The Board may authorize the formation of Board and advisory committees and either appoint members to these committees or authorize the Chair to appoint members.

**A. Board Standing Committees**

The Board may authorize the formation of Standing Committees, made up of members of the Board. Standing Committees are given a specific mission by the Board and are authorized until disbanded by a majority vote of the Board. Members of Standing Committees are appointed by the Chair, with the approval of the Board. All assignments of Board members to Standing Committees shall continue for one year after appointment or until the end of their current Board term, whichever is first, or until they resign their committee appointment or are removed for cause by a majority vote of the Board. Members can be reappointed to committees.

**B. Board Task Committees**

The Board may authorize the formation of *ad hoc* Task Committees, made up of members of the Board. Task Committees are given a specific task to accomplish and a specific time-frame in which to accomplish the task. Task Committees are disbanded at the completion of the task after a report to the Board. Members of Task Committees are appointed by the Chair, with the approval of the Board. All assignments of Board members to Task Committees are until the completion of the task or until the end of their current Board term, whichever is first, or until they resign their committee appointment or are removed for cause by a majority vote of the Board.

**C. Advisory Committees**

Under provisions of UCA 9-8-205(2), the Board may authorize the formation of Advisory Committees, made up of those who are not necessarily members of the Board. Advisory Committees may function like task committees or they may function like standing committees. Members of Advisory Committees are appointed by the Chair. Approval of the Board may be required when so determined by a Board vote. Advisory

Committees ordinarily include among their members at least one member of the Board, who serves as a liaison between the Board and the committee. Members of Advisory Committees may serve until the completion of the task, for a predetermined term, until they resign their committee appointment, until they are removed for cause by a majority vote of the Board, or (if members of the Board) until the end of their current Board term.

## **ARTICLE XI -- AMENDING BY-LAWS**

The By-Laws may be amended or altered at any meeting of the Board by a vote of two-thirds ( $2/3$ ) of the members present, provided notice of the proposed change shall have been mailed by the Secretary to each member not less than ten (10) days prior to such meeting.