

# BOARD OF STATE HISTORY BY-LAWS

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As approved by the Board on July 20, 2023

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

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

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

The board is organized under Utah state law (UCA 9-8-201, 9-8-202, 9-8-204, and 9-8-205) for the following purposes:

1. To assist the Utah Historical Society in developing its vision and mission and to support the mission of the Utah Historical Society.
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 Utah Historical Society and direct the Society director in carrying out duties.

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

The Board shall consist of 11 members, appointed by the Governor with the advice and consent of the Senate, in accordance with Title 63G, Chapter 24, Part 2, Vacancies, who are persons with an interest in the subject matter of the division's responsibilities. Expertise of the board includes but is not limited to the following disciplines: history, archeology, museums, public history, history preservation, and history education. At least half of the Board shall represent these disciplines.

Members of the Board shall be appointed for terms of four years and serve until their successors are appointed and qualified, or until they resign.

Notwithstanding the requirements of Subsection (3)(a), the governor shall, at the time of appointment or reappointment, adjust the length of terms to ensure that the terms of board members are staggered so that approximately half of the Board is appointed every two years.

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 occurs in the membership for any reason, the replacement shall be appointed for the unexpired term with consent of the Senate.

The Director of the Department of Cultural and Community Engagement, which has supervisory responsibility for the Utah Historical Society, or their 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 Chair of the Board feels are necessary. At least two meetings each year must be held in Salt Lake City. 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 52-4-203 and 52-4-205.

A simple majority of the Board constitutes a quorum for conducting board business. (UCA 9-8-204(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 Robert's 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 four 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 the end of their first four-year term in order to give others opportunities to serve. The Secretary shall be the Director of the Utah Historical Society.

## **ARTICLE VI -- 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 Society, increase the usefulness of the Board, and further the purposes of the Board and the Society. 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 their 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 Society Director, may call upon a member or members of their staff to keep minutes and perform other tasks devolving on the Secretary. The Secretary shall prepare at least a quarterly report of Society activities for the Board. The Secretary, in consultation with the Chair and the Vice Chair, help prepare an agenda for each Board meeting.

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

A. The Board shall, with respect to the Society.

1. Make policies to direct the Society Director in carrying out the Director's duties.
2. Approve the Society rules.
3. Assist the Society in development of programs consistent with 9-8-204.
4. Review and approve, if appropriate, matching grants under Subsection 9-8-203(3)(c)(ii).
5. Assist in the selection of the Society director and to concur in the selection with the Director of the Department of Community & Cultural Engagement.
6. Recommend to the Governor the names of potential Board members when vacancies occur or in anticipation of the completion of current Board terms.
7. Review the Society's budget request and make recommendations regarding funding to the Governor and Legislature, when requested by the Director.

B. The board may establish subcommittees to assist the board, the office, and the society in carrying out the responsibilities under chapter 9-8-205.

**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 Society 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 Society unless the equipment and resources are used commonly by the general public.

**ARTICLE VII -- 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 63G-7.

**ARTICLE IX -- COMMITTEES**

The Board may establish subcommittees to assist the board, the office, and the society in carrying out the responsibilities under chapter 9-8-205.

**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 X-- 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.