

**INTERNATIONAL FOUNDATION AMERICAN HISTORICAL SOCIETY OF GERMANS FROM RUSSIA  
POLICY AND PROCEDURE MANUAL**

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**Policy Number**

B-4

**Subject**

Bylaws

**Effective Date**

June 19-23, 1974

**Authorized by**

Board of Trustees

**Review Date**

As listed Article XI

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**PREAMBLE TO THE BYLAWS**

The name of this organization shall be International Foundation of American Historical Society of Germans from Russia, hereinafter referred to as the Foundation. The Foundation is incorporated under the laws of the State of Colorado as a non-profit corporation and is subject to the laws of that State, and the terms of its Articles of Incorporation. The Foundation has been designated by the Internal Revenue Service as a 501c3 tax-exempt organization.

The Foundation is organized for historical, literary, educational and research efforts, the publication of works relating to the Germans who migrated to Russia and from Russia to the Americas and such other purposes as are defined in the Articles of Incorporation as amended of the International Foundation of American Historical Society of Germans from Russia.

The Foundation is responsible for exercising financial stewardship to generate, manage and allocate resources, which advance the mission and assist in securing the future of the American Historical Society of Germans from Russia (AHSGR). All funds of the Foundation shall be held for the use and benefit of AHSGR in perpetuity.

**BYLAWS**

**ARTICLE I: MEMBERSHIP**

Any person who is a member of American Historical Society of Germans from Russia (AHSGR) is a member of the Foundation. An individual membership will have one vote. A family membership will have no more than two votes. There will be no proxy voting. Voting by mail ballot shall be allowed only as required by these Bylaws.

**ARTICLE II: FISCAL YEAR**

The fiscal year of the Foundation shall be January 1 through December 31.

**ARTICLE III: ANNUAL MEMBERSHIP MEETING**

Section A. An annual Foundation membership meeting shall be held at the same time and place as the annual membership meeting of AHSGR, if such annual AHSGR membership meeting is held in conjunction with an annual AHSGR convention. If no AHSGR annual convention is held, the Board of Trustees shall call an annual meeting of the membership during the month of July to be held in Lincoln, Nebraska. Written notice of the place, day, and hour of such meeting having been given to the membership no fewer than 45 days, and not more than 60 days prior to the day of the meeting.

Section B. Members attending the annual membership meeting of the Foundation shall constitute a quorum, when the annual meeting is held in conjunction with an AHSGR convention, and there shall be no voting by mail ballot. If there is no AHSGR convention, and the annual meeting of the membership is called by the Board of Trustees at Lincoln, Nebraska, as described in Section A above, the Board of Trustees shall constitute a quorum and the membership shall be provided an opportunity to vote by mail ballot for the purpose of election of Trustees and other business as determined necessary by the Board of Trustees.

#### **ARTICLE IV: BOARD OF TRUSTEES**

Section A. All power of the Foundation shall be vested in the Board of Trustees between annual meetings. The Board may designate committees. Trustees shall serve without remuneration.

Section B. The Board of Trustees shall consist of 15 elected members.

Section C. Five trustees shall be elected, each for a three-year term, by Foundation members at an annual membership meeting. They may be re-elected for additional terms. Prior service on the board shall not disqualify a member from serving another term or terms.

Section D. Each of 13 members of the Board of Trustees shall serve from a Representative District. Two At Large members shall be elected by the membership, except that they should not come from the same District. No Representation District shall have fewer than one nor more than two representatives on the Board of Trustees. In the event that no nominee is found to represent a District, a member from another District may be nominated, other provision of this Section applying in the selection process.

Section E. Representative Districts

District 1	California and Hawaii
District 2	Washington and Alaska
District 3	Nebraska
District 4	Colorado
District 5	Oregon
District 6	Kansas
District 7	Arizona, Nevada, New Mexico, Oklahoma, Texas, and Utah
District 8	Wisconsin and Illinois
District 9	Idaho, Montana, North Dakota, South Dakota, and Wyoming
District 10	Indiana, Michigan, and Ohio
District 11	Iowa, Minnesota, and Missouri
District 12	All States, (East and South), not listed above
District 13	Canada and all other countries outside of the U.S.A.
District 14	At Large
District 15	At Large

Section F. Vacancies on the Board of Trustees occurring between annual membership meetings shall be filled at the regular election of the next annual membership meeting. Serving an unexpired term of two years shall constitute a full term for Article IV, Section C. If a candidate is not available for a vacancy at the election, the Board of Trustees has the right to appoint any member to fill that position until the next annual membership meeting.

Section G. A vacancy on the Executive Committee shall be filled by the Board of Trustees at its next meeting.

Section H. Meetings of the Board of Trustees shall be held at least once between annual membership meetings at a time and place selected by the Trustees. Thirty days' notice shall be given to the Trustees. At least one meeting a year, other than the annual meeting, shall be held at the corporate headquarters in Lincoln, Nebraska.

Section I. The President or two officers and two members may call a special meeting.

Section J. Seven members of the Board of Trustees shall constitute a quorum. There will be no proxy voting.

Section K. A Trustee shall attend at least one meeting of the Board of Directors each service year. This requirement may be waived by the Board of Trustees by a majority vote. Requests by a Trustee to be excused from a scheduled meeting of the Board shall be directed to the President in writing and approved by a majority vote of the Board. A Trustee who fails to abide by these requirements is subject to removal from the Board by a two-thirds vote of the Board of Trustees.

Section L. The Board of Trustees in its discretion may, with the permission of the individual and by majority vote of the Board, appoint Honorary Trustees for terms of five years. Such terms may be extended without limitation by majority vote of the Board of Trustees. Such honorary Trustees shall be persons who, by their accomplishments and/or position, bring special recognition to the activities of the Foundation. Honorary Trustees shall serve without remuneration, they may attend meetings and speak, but may not make motions or vote. The term limitation provisions of Article IV, Section C. do not apply to Honorary Trustees.

## **ARTICLE V: OFFICERS**

Section A. Officers of the Foundation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall hold one-year terms of office or until their successors are elected. The officers shall be elected by the Board of Trustees, from among the Trustees, at a Reorganization Board Meeting held within two days following the annual meeting of the membership.

The term of the President shall be one (1) year after which the President may be re-elected for additional terms. Upon retirement the President shall serve for one (1) additional year the duties of immediate Past President. If not an elected Board member, the immediate Past President shall serve as a voting member of the Board of Trustees.

Section B. The **President** shall have executive supervision over the activities of the Foundation within the scope of the Articles of Incorporation and of these Bylaws. The President shall preside at all meetings of the Foundation, the Board of Trustees, and the Executive Committee. The President shall report at the annual membership meeting on the activities of the Foundation; shall appoint the members of all committees, except the Executive Committee and the Nominations Committee; and shall appoint a Professional Registered Parliamentarian or Certified Professional Parliamentarian to serve at the membership meeting and at other times as required by the business of the Board of Trustees.

Section C. The **Vice-President** shall assume the duties of the President in the absence of the President, and shall chair the Strategic Planning Committee.

Section D. The **Secretary** shall record all proceedings of the Foundation, the Board of Trustees, and the Executive Committee. The Secretary shall sign all certified acts of the Foundation, unless otherwise specified by the Bylaws, assure that notices of meetings are sent by staff, maintain a book in which the Bylaws, standing rules of order and minutes are entered and have the current book on hand at each meeting of the Board; and in the absence of the president and vice-president calls the meeting to order and presides until the election of a chairman *pro tem*. The Secretary shall report at the annual Foundation membership meeting.

Section E. The **Treasurer** shall be a member of the Finance Committee and custodian of the Foundation.

1. The Treasurer shall be responsible for:
  - a. Maintaining accurate financial records;
  - b. Receiving and receipting all monies;
  - c. Depositing all monies received in a bank selected by the Board of Trustees;
  - d. Paying all bills as directed by the Board of Trustees;
  - e. Providing the Board of Trustees with a quarterly financial report within 45 days after the end of each quarter, or on request;
  - f. Maintaining a list of all contributors to the Foundation.
2. The Treasurer, under the provisions of Foundation policy, bank resolutions and/or its memorandum of understanding with the Society, may authorize the Office Manager of AHSGR and members of his/her staff to act on behalf of the Treasurer in carrying out all or a part of the duties described in items 1a through 1f of this section.

Section G. The **Executive Committee** shall consist of the officers of the Board of Trustees. Upon two days' notice, or with unanimous agreement of the committee members, the President may call a meeting of the Executive Committee to handle and conduct business of an emergency nature or which otherwise must be conducted expeditiously and cannot wait a scheduled meeting of the full Board of Trustees. A telephone conference call, or other electronic means of communication, shall suffice, if necessary, as a meeting of the Executive Committee. The Executive Committee shall report its action for ratification at the Board of Trustees' next meeting.

## **ARTICLE VI: COMMITTEES**

Section A. The **Fund Raising Committee** shall be responsible for raising monies to meet the needs of AHSGR and the Foundation as directed by the Board of Trustees. The Board of Trustees shall coordinate its fund raising activities with the AHSGR Board of Directors.

Section B. The **Finance Committee** shall:

1. Study market trends and seek the highest returns on the Foundation's investments in accordance with the current approved investment policy.
2. Ensure that professional accounting practices by fund are employed to reflect the financial condition of the Foundation.
3. Submit an annual financial report January 1 through December 31 for prompt publication in the *AHSGR Newsletter*.
4. Be responsible for the preparation of an annual budget, which shall be adopted at the Board of Trustees' meeting prior to the beginning of the fiscal year. This requirement can be satisfied by the adoption of an interim budget at the last meeting of the fiscal year, with adoption of a final budget at the first board meeting of the new fiscal year.

Section C. The **Nominations Committee** shall:

1. Consist of three members elected by plurality vote from the general Foundation membership at the annual membership meeting. If there are more than three candidates, election shall be by ballot vote. If the annual membership meeting is held in accordance with Article 3, Section B., the Nominations Committee may be appointed by the Board of Trustees. Members of the Nominations Committee shall serve for one year or until their successors are elected. Written consent of candidates for the Nominations Committee shall have been obtained prior to their nominations. No person shall serve two consecutive terms on the committee. The Board of Trustees shall fill vacancies in the

committee. Immediately following the meeting at which it is elected, the committee shall elect one of its members to serve as chairman. The Secretary of the Board of Trustees shall serve as Chair *pro tem* during the meeting at which the Chairman is elected. The Board of Trustees may also appoint a chairman, when the Committee is appointed by the Board.

2. Submit a list of five members to serve on the Board of Trustees for three-year terms, plus an additional member for each vacant unexpired term, adhering to the provisions of Article IV, Sections C-F. Obtain written consent of Board of Trustees candidates prior to nomination.
3. Publish a list of Board of Trustees candidates in the *AHSGR Newsletter*, or notify the membership by other appropriate means, at least 50 days before the annual membership meeting.
4. Not be disqualified for nomination to the Board of Trustees.

Section D. The **Grants Committee** shall receive all requests for grants for review, evaluation and recommendation to the Board of Trustees.

Section E. The **Bylaws and Procedures Committee** shall:

1. Review the Bylaws on a regular schedule to assure the Board of Trustees that the Bylaws meet the contemporary needs of the Foundation.
2. Develop, as necessary, amendments to the Bylaws for consideration by the Board of Trustees.
3. Review the Policy and Procedures Manual on a regular schedule to assure the Board of Trustees that it meets the contemporary needs of the Board.
4. Develop amendments to the Policy and Procedures Manual for consideration by the Board of Trustees. Arrange for the Printing and distribution of the Bylaws and manual, and amendments thereto.
5. Be responsible for providing a copy of the Policy and Procedures Manual to newly elected Trustees no later than 30 days before a Trustee's first full Board Meeting.

Section F. The **Strategic Planning Committee** shall:

1. Prepare a Strategic Plan on a regular schedule for consideration and approval by the Board of Trustees.
2. Periodically review the Strategic Plan to measure progress against established goals, and recommend courses of action for consideration and approval by the Board of Trustees.
3. Coordinate its planning activities with the Board of Directors of AHSGR.

## ARTICLE VII: FOUNDATION FUNDS

Section A. **Operations:** Support the day-to-day operations of the Foundation.

Section B. **Special:** Established by the Board of Trustees and funded by donor directed gifts or from unrestricted funds.

Section C. **Endowment:** Established by the membership "to perpetuate the goals of the American Historical Society of Germans from Russia" and funded by donor gifts. The corpus of the Endowment Fund shall remain intact.

Section D. Distribution of monies will be based upon an annual application by the AHSGR Board of Directors, supported by the AHSGR budget for that year. Distributions outside of the original application and budget may be approved by a majority vote of the Board of Trustees. Multiple requests must be priorities.

## **ARTICLE VIII: GIFTS**

A donor of a gift to the Foundation may give written directions at the time of giving, subject to the limitations and restrictions in the Articles of Incorporation of the Foundation and of these Bylaws. If the donor does not expressly direct in the instrument making the gift, grant, or devise, the Foundation shall have absolute discretion as to the use or sale of the gift. If restrictions are placed with the gift, grant, or devise which the Foundation is incapable of fulfilling, the Board of Trustees shall decide upon the disposition of the gift by two-thirds vote. The Board of Trustees shall have the authority to decline acceptance of a gift.

## **ARTICLE IX: POLICY AND PROCEDURES**

Section A. The Foundation Policy and Procedures Manual shall describe in detail officer and committee responsibilities, in addition to the organization's purpose and objectives; the relationship to AHSGR; the Office Manager and Staff of AHSGR; and the Foundation's financial responsibilities. The manual shall be referred to by Trustees in the performance of their duties. The Manual shall be maintained by the Board of Trustees, with changes approved by a majority vote of the Trustees in a regular meeting, and shall not contradict nor supersede any portion of the Bylaws or Articles of Incorporation.

Section B. The terms of the Working Agreement, as adopted by both the Board of Trustees of the Foundation and the Board of Directors of AHSGR, and signed by both Presidents, on February 7, 1998, may only be amended upon the affirmative concurring vote of two-thirds of the entire membership of the respective Boards of each corporation.

## **ARTICLE X: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

## **ARTICLE XI: AMENDMENT OF BYLAWS**

These Bylaws may be amended or revised by the membership of the Foundation at an annual membership meeting, upon recommendation of the Board of Trustees and upon at least 50 days' written notice to all members.

**Initially Drafted and Adopted June 19-23, 1974**

**Amended April 3, 1986**

**Amended November 3, 1989**

**Amended October 26, 1990**

**Amended June 21, 1993**

**Amended July 28, 1995**

**Amended June 13, 1996**

**Amended July 8, 1999**

**Amended June 9, 2001**

**Amended August 17, 2006**

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