

## **BY-LAWS OF CORNVILLE HISTORICAL SOCIETY**

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*Adopted November 17, 2004; Amended March 14, 2006, March 20, 2012, and March 18, 2015*

# **BY-LAWS OF CORNVILLE HISTORICAL SOCIETY**

THE BOARD OF DIRECTORS OF CORNVILLE HISTORICAL SOCIETY, INC. ADOPTS THE FOLLOWING CODE OF RULES FOR THE REGULATION AND MANAGEMENT OF THE CORPORATION.

## **ARTICLE I – CORPORATE PURPOSES AND ACTIVITIES**

These By-Laws shall implement and carry out the non-profit tax exempt purposes of the corporation. Activities shall include Cornville history research; acquisition and display of historical buildings, writings, photographs, artifacts, antiques, and other museum items; and activities in support of a continuing history of Cornville, inhabitants of the community, and surrounding area, which will enrich and elevate the educational and cultural level of members and residents of the community. This corporation shall not, except to an unsubstantial degree, engage in activities which are not in furtherance of the purposes of this corporation.

## **ARTICLE II – ORGANIZATIONAL STRUCTURE**

Members shall have the right of control over this corporation. The affairs of the corporation shall be managed by a Board of Directors elected by the members. A President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors who shall have such authority and perform such duties as provided by these By-Laws and resolutions of the Board of Directors. The Directors may also establish Committees and appoint committee members.

## **ARTICLE III – LIABILITY LIMITATIONS**

The members of this corporation are not liable for the debts, obligations, or liabilities of the corporation.

## **ARTICLE IV – MEMBERSHIP**

1. **MEMBERSHIP RIGHTS** – “Member,” as used in these By-Laws, means an individual, family (*members of one household*) or business whose membership has been approved by the Membership Committee whose dues are not delinquent. All members should have and enjoy the rights of membership equally, which shall include voting and participation in the activities of the corporation.
2. **APPLICATION** – An Application for Membership form shall be completed and accompanied by dues for the current year. The application shall be promptly considered and acted upon by the Membership Committee, with the dues to be promptly returned if the application is not approved. Upon approval, the member’s name and address shall be entered in the membership records of the corporation, and a membership card shall be promptly issued to the member.
3. **DUES** – Annual membership dues shall be paid by January of each year, and shall be delinquent on the 10<sup>th</sup> day of February. Individual dues are \$15.00 per year. Dues for a family membership (*members of one household*) are \$25.00 per year. Dues for a business membership are \$50.00 per year.
4. **VOTING** – Each member shall have one vote for each elective office and on any issue the membership votes upon.
5. **MEETINGS** – Robert’s Rule of Order shall govern business conducted at meetings of members. An annual meeting of members shall be held in the Verde Valley during the month of March. A financial report summarizing income and expenditures for the previous year, and a statement of assets and liabilities shall be distributed to the members at each annual meeting prior to voting for directors. Special meetings of members shall be held as called by the Board of Directors, President, or by ten percent of the members.
6. **MEETING NOTICES** – The Secretary, President or members calling a meeting of the members shall deliver (*by mail or electronically*) to each member, at the address available in the membership records, a notice of the meeting place, date, time, and purpose, not less than ten nor more than thirty days before the meeting.

7. QUORUM – Members present comprising ten percent or more of the total membership shall constitute a quorum at any properly noticed meeting.
8. TERMINATION OF MEMBERSHIP – Any membership shall terminate if dues are not paid before delinquency. If dues are paid within ninety days following delinquency, the membership shall be automatically reinstated without a new application for membership. Membership in the corporation may be terminated by written resignation delivered to the Membership Committee. Any member may be expelled for conduct prejudicial to the best interest of the corporation. Expulsion of a member shall be by majority vote at a special meeting of the Board of Directors, provided that a statement of the charges shall have been delivered or mailed by certified mail to the member under charge at the member’s last reported address, at least twenty days before the meeting. The statement of charges shall be accompanied by notice of the place, date, and time of the special director’s meeting at which the member’s expulsion will be considered. The member being considered for expulsion shall be given the opportunity to present a defense. At the request of the member being considered for expulsion, the director’s meeting to consider the charge against the member may be closed to the public and other members of the corporation.

### ARTICLE V – BOARD OF DIRECTORS

1. COMPOSITION OF BOARD – The affairs of the corporation shall be managed by a Board of not less than three or more than nine directors who shall be voting members of the corporation when elected and while serving as directors.
2. ELECTION AND TERM – Directors shall be elected at the annual meeting of members. Directors shall be elected for a term of two years, which shall commence immediately upon election. Any director who is absent from three successive meetings of the Board of Directors may be removed by majority vote of the Board of Directors.
3. VACANCIES – Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining directors though less than a quorum. Any director so chosen shall hold office until the next election of directors when a successor is elected and qualified.
4. MEETINGS – The Board of Directors shall immediately following the annual meeting of members elect officers and handle any other organizational matters. The Board of Directors may designate regular meeting times for board meetings, which shall not require notice. Special meetings of the Board of Directors may be called by the President, and shall be held upon written requests of three or more directors. The Secretary, President or directors calling a special meeting shall deliver (*by mail or electronically*) to each director a notice of the meeting place, date, time, and purpose not less than five nor more than fifteen days before the meeting date. A special meeting of the Board of Directors may be held at any time upon written waiver of notice of special meeting signed by all of the directors.
5. QUORUM – A majority of the directors shall constitute a quorum at a regular or properly noticed meeting of the Board of Directors.
6. VOTING – The President shall not vote at meetings of the Board of Directors other than to break a tie vote. Other than the President, each director shall have one vote on all decisions voted by the Board of Directors.
7. ACTION WITHOUT MEETING – Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, electronically, or by telephone, and the writings or conversations are recorded and filed with the minutes of proceedings of the Board.
8. EXECUTIVE COMMITTEE – Upon adoption by the Board of Directors, there may be an executive committee consisting of at least three officers (*i.e. President, Vice-President, Secretary and Treasurer*), who are elected by the Board. The executive committee shall have and may exercise the powers of the

Board of Directors in the management of the business and affairs of the corporation, but shall not possess any authority of the Board that is prohibited by law. Any vacancy shall be filled by the Board of Directors.

#### **ARTICLE VI – OFFICERS**

1. **ELECTION AND TERM** – The officers of the corporation shall consist of a president, vice-president, secretary, and treasurer, each of whom shall be elected by the Board of Directors at the organizational meeting immediately following the annual meeting of members. Any two or more offices may be held by the same person except the offices of president and secretary. Officers may serve for successive one year terms. Officers may be removed by majority vote of the Board of Directors. Officer vacancies may be filled by the Board of Directors.
2. **PRESIDENT** – The president shall preside at meetings of the members and the Board of Directors; shall function as the chief executive officer of the corporation; and shall perform such other duties as are incident to the office of the president, as properly required or restricted by the Board of Directors. Corporate legal documents shall be signed by the President unless otherwise directed by the Board of Directors.
3. **VICE-PRESIDENT** – The vice-president shall perform the duties of the president upon the president’s death, absence, resignation or inability to perform the duties of the office of president.
4. **SECRETARY** – The secretary shall be responsible for giving meeting notices, maintaining corporate minute book, and performing such duties as are incident to the office of secretary, as properly required or restricted by the Board of Directors. The secretary shall sign corporate legal documents unless otherwise directed by the Board Members, and shall be the custodian of corporate books and records required to be kept by Arizona Revised Statutes.
5. **TREASURER** – The treasurer shall have responsibility to see that all funds of the corporation are deposited into the corporation’s bank account(s) in such bank(s) as the Board of Directors may direct; to the extent that funds are available, cause the debts of the corporation to be paid before delinquency; cause records to be made and retained of all financial transactions of the corporation; and perform such other duties as are incident to the office of treasurer, as properly required or restricted by the Board of Directors.

#### **ARTICLE VII – COMMITTEES**

1. **PERMANENT AND SPECIAL COMMITTEES** – The Board of Directors shall appoint members to a Membership Committee, Audit Committee, and Nominating Committee; and may from time to time establish and appoint members to such other Committees as will in the judgment of the Board of Directors be helpful in carrying out the purposes and activities of the corporation. At least one director shall serve on each committee.
2. **MEMBERSHIP COMMITTEE** – Soon after the annual meeting, the Board of Directors shall appoint a Membership Committee of not less than three members. This committee shall have responsibility to encourage community residents to join and participate in the activities of the organization, promptly act upon applications for membership, and in co-operation with the secretary and treasurer, maintain membership and dues records, and in general handle the corporation’s membership matters.
3. **AUDIT COMMITTEE** – Each year, the Board of Directors shall appoint a three member Audit Committee. The Audit Committee shall check the books and records following their appointment, and shall submit an Audit Committee Report at the annual meeting of members. The Board of Directors may also employ an accounting professional to check the accounting system and audit the books and records, with any audit report to be presented to the membership.
4. **NOMINATING COMMITTEE** – Each year, the Board of Directors shall appoint a Nominating Committee of not less than three members. At least thirty days before the annual meeting of members, the Nominating Committee shall submit to the Board of Directors a list of nominees for the Director positions to be voted upon by the members at the annual membership meeting. Nominations may also be made from the floor at the annual membership meeting. No person shall be nominated who does not consent to serve.

**ARTICLE VIII – BOOKS AND RECORDS**

The directors and officers shall comply with, Arizona Revised Statutes, which requires that nonprofit Corporation keep correct and complete books and records of account, minutes of the proceeding of its members and Board of Directors and a record of the names and addresses of its members entitled to vote. Each member entitled to vote, upon written request stating the purpose of the examination, may examine, in person at any reasonable time for any proper purposes the corporation's relevant books and records of account, minute and record of members, and may make copies of or extracts from the books, records, or minutes.

**ARTICLE IX – MISCELLANEOUS**

1. **SEAL** – The seal of the corporation shall be circular with the name of the corporation thereon, and with INCORPORATED 2004 ARIZONA in the center.
2. **FISCAL YEAR** – For accounting and report purposes, the corporation's fiscal year shall be a calendar year.
3. **EXPENDITURE/DEBT LIMITATION** – No officer, director, committee member, or member shall obtain goods or services or incur any indebtedness in behalf of the corporation in any amount exceeding One Hundred Dollars (\$100.00) without express authorization by vote of the Board of Directors, and no person shall expend any funds of the corporation or incur any indebtedness without general authorization by vote of the Board of Directors.
4. **BANK ACCOUNT(S)** – The Board of Directors shall designate at least two officers who shall be signatories on the corporation's bank account(s), one of whom shall be the treasurer. Check Book(s) and bank statements shall be maintained by the treasurer. Within 90 days following the end of each calendar year, financial records for the prior year shall be placed in the custody of the Secretary for safekeeping and storage for such period of time as required by governmental agencies the corporation is subject to.
5. **EXPENSE REIMBURSEMENT** – Directors, Officers, Committee Members, or Members of the corporation may be reimbursed for actual expenses incurred in behalf of the corporation, and may be paid for goods or services only authorized by resolution of the Board of Directors.
6. **INDEMNIFICATION** – The corporation shall indemnify any person who incurs any legal expense or liability by reason of the fact he or she is or was an officer, director, committee member, member, employee, or agent of the corporation in all circumstances in which such indemnification is permitted by law and approved by the Board of Directors.
7. **COMPLIANCE WITH TAX EXEMPT NONPROFIT CORPORATION STATUTES AND REGULATIONS** – The directors, officers, and committee members of this corporation shall operate this corporation as a tax exempt nonprofit corporation in compliance with the statutes and regulations of government agencies governing tax exempt nonprofit corporation purposes and activities. The secretary shall promptly deliver to each newly elected/appointed director a copy of the corporation's Articles of Incorporation, By-Laws, and Arizona Revised Statutes Title 10 statutes governing the organization and operation of Arizona nonprofit tax exempt corporations.

**ARTICLE X – AMENDMENT**

The power to alter, amend, or repeal the By-Laws of this corporation or adopt new By-Laws is vested in the Board of Directors of this corporation, EXCEPT THAT the members of this corporation, by a vote of two thirds or more, may amend or repeal the By-Laws of the corporation or adopt new By-Laws, and any member By-Laws amendment, repeal, or adoption action shall not be changed by action of the Board of Directors.

*Adopted November 17, 2004; Amended March 14, 2006, March 20, 2012, and March 18, 2015*