

Bylaws of the Southern Arizona Chapter of the Arizona Historical Society

ARTICLE I – STATEMENT OF PURPOSE

The basic purpose of the Southern Arizona Chapter of the Arizona Historical Society (Chapter) shall be to advance the understanding, appreciation, preservation and restoration of anything of historical value to Arizona and specifically to southern Arizona, the West and Northern Mexico as it pertains to Arizona.

- the discovery, collection, study, preservation, restoration, exhibition and archiving of artifacts and documents related to the founding and continuing evolution of southern Arizona;
- the promotion of and engagement in the preservation and restoration of structures of historic importance;
- the development and presentation of educational and social programs that highlight significant aspects of southern Arizona's history as a center of life, culture and business of the State of Arizona;
- the researching, drafting and publication of historic or new articles, journals, books or newsletters, and the development and production of audio and/or video recordings that document life in southern Arizona; and
- through cooperation with the Arizona Historical Society to collect and preserve materials of statewide significance so that these materials can be made available to students and scholars, and the general public.

ARTICLE II – MEMBERSHIP

Membership in the Chapter shall be open to all interested persons.

ARTICLE III – DUES

The dues charged members of the Chapter shall be determined by the Board of Directors of AHS. All dues for membership may be increased or decreased as determined by the AHS Board of Directors. The Board may, in the future, establish different categories of membership for which fees may be charged.

ARTICLE IV – CHAPTER BOARD OF DIRECTORS

Section 1- Composition: There shall be a Board of Directors consisting of not less than ten (10) and not more than twenty (20) members. All Directors must be members of the Arizona Historical Society. There should be one (1) but not more than two (2) Directors from each of Cochise, Pinal, and Santa Cruz counties. In addition, one director shall be appointed to the Board by Arizona Pathfinders, Inc., and one director shall be appointed to the Board by the Southern Arizona Docent Council, neither of which appointment shall be counted toward the minimum required for each county. All Directors must be members of the Arizona Historical Society and the Chapter. The Board shall from time to time review and adjust the number of directors within the parameters set forth in this section.

Section 2- Nomination of Directors: Nominations presented by Chapter members must be given in written form to the Chapter Nominations Committee, along with biographical information, fifteen (15) days prior to the annual membership meeting. Board members serving as Directors need only indicate to the nomination committee that they are seeking an additional term ten (10) days prior to the annual membership meeting.

Section 3- Terms: Board members elected for the first time shall each serve a term of one (1) year. Thereafter, they may be elected to serve two (2) additional three-year terms.

Section 4- Director Appointment by the Board: The Chapter Board may appoint a Society member to replace a Director who is deceased, who has resigned, or who has been removed by the Board.

Section 5- Appointed Directors: Directors appointed by the Board, by the Arizona Pathfinders, Inc. and the Southern Arizona Docent Council shall serve terms commencing and ending, as the case may be, with the annual meeting of the Chapter held each November.

Section 6- Nomination and Appointment of Members: Members seeking appointment to the Board of Directors must first be referred to the Chapter Nominating Committee. The Nominating Committee must make their recommendation to the full Board ten (10) days prior to the next scheduled Board meeting. A copy of the recommendation shall be sent to the individual seeking appointment at the same time it is delivered to the Board of Directors. Directors appointed by the Board for a first term, and serving less than six (6) months of that term must stand for election for a first-year term at the next annual meeting of the members. Directors appointed and serving more than six (6) months are eligible for election to a three (3) year term in accordance with Section 3.

Section 7- Leave of Absence: The President shall have the power to grant a leave of absence to any member of the Board of Directors subject to confirmation by the Board.

Section 8- Director Review or Replacement: In the event of the demise, resignation, or three consecutive unexcused absences of any member of the Board of Directors, (with the exception of an approved leave of absence), the Board of Directors may appoint a successor in the manner directed by Section 4 of this Article, to serve until the next Annual Meeting election.

Section 9- Emeritus Directors: The Board of Directors shall, at their will and pleasure, elect such Directors as they decide shall be entitled to the honor of the title of Emeritus Director by reason of their tenure or service to the Southern Arizona Chapter of the Arizona Historical Society and shall henceforth be recognized as such. Emeritus Directors shall not be counted as members of the Board for purposes of voting, quorum, absence or number of Directors, but shall be entitled to all other privileges extended to a member of the Board.

ARTICLE V – OFFICERS

Section 1- Officers: The Officers shall consist of a President, a Vice President, Secretary, and Treasurer elected by the Board of Directors from among its members on the day of the annual meeting and shall take office immediately following the meeting. The terms of each office shall be one (1) year, unless re-elected for a new term by the Board of Directors.

Section 2- Duties of Officers: The President shall preside at all meetings of the members and of the Board of Directors. The President may appoint special committees from the membership to carry out the duties assigned to them and to receive their reports. The President shall serve as chairman of the Executive Committee. The Vice President shall, at the request of the President or in the President's absence, assume the duties and shall possess and exercise the powers of the President. The Secretary shall attend, record, and publish the minutes of all meetings of the Board of Trustees. The Treasurer shall have access to all funds of the Chapter. This does not include those funds belonging to the Arizona Historical Society. The Treasurer shall disburse them as required by the Board of Directors. The Treasurer shall maintain records and shall cause to be prepared such financial reports and as are required by law. The Treasurer shall also serve as chairperson of the Budget and Finance Committee.

Section 3- Leave of Absence: The President shall have the power to grant a leave of absence to any officer or member of the Board of Directors and to appoint a suitable person to perform the duties of such officer during his/her absence.

Section 4- Unexcused Absences: In the event of the demise, resignation, or three (3) consecutive unexcused absences of any officer of the Board (with the exception of an approved

leave of absence), the President may appoint, with the approval of the Board, a successor to complete the unexpired term. Between Board meetings, the President, with the approval of the Executive Committee, may act on behalf of the Board of Directors as set forth herein. In the event of the incapacity, demise, or resignation of the President, the Vice President shall assume the duties of the President without further action.

Section 5- Arizona Historical Society Representative: The Board of Directors shall select those individuals who shall represent the Chapter on the Board of Directors of the Arizona Historical Society.

ARTICLE VI – COMMITTEES

Section 1- Executive Committee: The Board shall have an Executive Committee consisting of the officers and two additional members selected by the members of the Board of Directors. The Executive Committee shall have full authority to act as the Board between its regular meetings except that the Executive Committee shall not fill vacancies in their own membership or amend or repeal any section of these Bylaws. A majority of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall be reported to the Board at the next full Board meeting. The Executive Committee shall not reverse, modify, or vacate actions taken by the full Board of Directors.

Section 2- Standing Committees: The Board shall establish the following standing committees. There shall be an Executive Committee as set forth above, a Membership Committee, a Finance Committee, a Nominations Committee, a Building and Grounds Committee, a Governance Committee, and the Riordan Action Network Committee (R.A.N.). In addition, the Board shall establish such other standing committees as might be necessary to fulfill the Board's responsibilities and/or goals. The Board shall adopt the necessary procedures and guidelines governing each committee. There shall be such other special committees as needed and appointed by the Board. All committees shall meet on a regular basis (at least once a year) and shall submit either a written or oral report as requested by the Board. Unless otherwise proscribed by the Board, committee members shall serve until they resign or are otherwise replaced. There shall be at least one member of the Board or one staff member appointed by the Board on each committee. Staff members shall be non-voting members of the committee.

ARTICLE VII – MEETINGS

Section 1- Regular Meetings: The Board of Directors shall hold at least ten (10) regular meetings each year and shall have the authority to designate a meeting place anywhere within

Pima County for the purpose of holding meetings. Fifty (50) percent of the Board shall constitute a quorum. Any Director or guest who is an obstructionist or who interferes with the conduct of the meeting may be removed from the Board, the gallery and the premises by the President of the Board.

Section 2- Annual Meeting: The annual meeting of the Board shall be held in November for the purpose of electing Directors to the Board. Notification to the members of the Annual Meeting must be given no less than five (5) days prior to the meeting.

Section 3- Conduct of Meetings: The open meeting laws of the State of Arizona shall be observed for all meetings including committee meetings.

ARTICLE VIII – ACQUISITIONS STATEMENT

On approval of the Board of Directors, the museum may from time to time acquire, for its permanent collection, documents or objects having historical value. All accessions and de-accessions shall be in compliance with the Arizona Historical Society Collections Policy.

ARTICLE IX – SALE OF GOODS; DONATIONS; PROCEEDS FROM MUSEUM PROGRAMS

The proceeds from the sale of books, crafts, merchandise or other programs and activities conducted by the membership shall be deposited into an account to be used ONLY by and on behalf of the Chapter to advance the purposes and directives as set by the Board.

ARTICLE X – AMENDMENT OF BYLAWS

The Board may amend these Bylaws. Proposed amendments must be mailed to all Directors or announced at the meeting previous to their consideration. The Bylaws may be amended by a majority vote of the Board present at any regularly noticed meeting and must be approved by AHS.

ARTICLE XI – SUSPENSION OF BYLAWS

These Bylaws may be suspended by a two-thirds (2/3) vote of the Board of Directors.

APPROVED at a Regular Meeting of the Board of Directors of the Southern Arizona Chapter of the Arizona Historical Society.

_____ President, Board of Directors Southern Arizona Chapter of the Arizona Historical Society	_____ Date
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APPROVED by the Arizona Historical Society

_____ President, Board of Directors	_____ Date
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