

**BYLAWS OF THE  
EASTERN ARIZONA CHAPTER OF THE ARIZONA HISTORICAL SOCIETY  
As adopted April 12, 2013**

**ARTICLE I  
NAME AND PURPOSE**

*Section 1.* Name. The Chapter shall be known as the Eastern Arizona Chapter of the Arizona Historical Society.

*Section 2.* Mission. The Chapter shall carry out the functions prescribed by the Arizona Historical Society (the "Society") in the Charter of the Chapter, and such other directives as might be provided to the Chapter by the Board of Directors of the Arizona Historical Society. The Chapter shall at all times strive to further the mission of the Arizona Historical Society: to collect, preserve, interpret and disseminate the history of Arizona and the West.

**ARTICLE II  
MEMBERSHIP**

All members of the Arizona Historical Society, including individual and affiliate members residing in Gila, Graham, Greenlee, Apache and Navajo Counties shall be members of the Chapter. Members residing in areas outside of the Chapter boundaries with historic ties to the Chapter area may elect, by notice to the membership secretary of the Society, elect to be members of the Eastern Chapter.

**ARTICLE III  
DUES**

*Section 1.* General. In addition to the any dues that may be authorized and that may not be precluded by the Society, the Board of Directors of the Chapter may require that an additional sum be paid as dues for membership in this Chapter.

*Section 2.* Categories. The Board of Directors of the Chapter may establish different categories of membership for which different membership fees may be charged.

*Section 3.* Distribution. All sums distributed by the Society to the Chapter shall be received and disbursed by the Chapter in accordance with Arizona law for such purposes as may be designated by the Board of Directors of the Chapter and the Society.

**ARTICLE IV  
DIRECTORS**

*Section 1.* Composition. There shall be a Board of Directors of not less than five (5) or more than ten (10) members, but not less than one (1) member or more than two (2) members from each county. All directors must either be individual members of the Society or the designee of an affiliate member.

*Section 2.* Terms. Directors representing counties shall serve a term of one (1) year, but shall be eligible for re-election for a period of service not to exceed six (6) years; provided, however, if a member is no longer eligible for re-election, such member shall be eligible for election after a period of one (1) year off the Board.

*Section 3.* Nomination and Election of Directors. The Nominating Committee shall recommend individuals to serve as directors of the Chapter. The directors shall be elected annually by the membership of the Chapter at the annual meeting held each October.

*Section 4.* Replacement Directors. If a Director dies or resigns prior to the expiration of his or her term, the Board of Directors shall appoint a successor to complete the unexpired term of such Director. If a Director has three unexcused absences at a regularly scheduled meeting of the Board, the Board may declare the position vacant and appoint a replacement Director.

*Section 5.* Ethics. Directors shall adhere to the applicable portions of the Code of Ethics of the Society including specifically the adherence to avoidance of conflicts of interest.

## ARTICLE V OFFICERS

*Section 1.* Officers. The officers of the Chapter shall consist of a President, a Vice President, Secretary and Treasurer. Nothing shall prevent the same individual from holding more than one office. Officers shall be elected by the Board of Directors from among its members on the day of the annual meeting of the Chapter and shall take office immediately following the annual meeting.

*Section 2.* Nomination of Officers. The nominating committee shall recommend individuals to serve as officers. Officers shall be eligible for re-election.

*Section 3.* Replacement Officers. If the Director serving as an officer is replaced in accordance with Section 4 of Article IV, the President may appoint, with the approval of the Board of Directors, a successor to complete the unexpired term. If the officer to be replaced has been elected as the President, the Vice President shall assume the duties of the President without further action. If the President and Vice President are unable to fulfill the duties herein, the Board of Directors shall appoint a successor to complete the unexpired term of any Officer.

*Section 4.* President. The President shall be the Chairperson of the Board of Directors. The President shall preside at the Annual Meeting of the Chapter and at all meetings of the Directors and Executive Committee. The President may sign and execute all authorized bonds, mortgages, contracts, checks, notes or other obligations in the name and on behalf of the Chapter, except in cases where signing and execution thereof shall be expressly delegated by the Directors or these Bylaws to some other officer or agent of the Chapter. The President shall, with the advice of the Vice President, appoint the Chair and members of all committees, except the Executive Committee.

*Section 5.* Vice President. The Vice President shall succeed to the office of the President of the Chapter at such time as the office of the President shall become vacant. The Vice President shall perform any and all duties that may be delegated to him or her by the President or the Board of

Directors. If the President is unable to perform the duties of the President, the Vice President shall perform such duties of the President during any period of disability.

*Section 6.* Secretary. The Secretary shall have charge of the records and papers of the Chapter. He or she shall attend and keep the minutes of all the meetings of the Board of Directors, shall provide notice of meetings, and shall keep a membership list of the Chapter showing the names of the members and their places of residence. He or she shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

*Section 7.* Treasurer. The Treasurer shall oversee preparation of an annual budget and oversee all funds, properties and securities of the Chapter subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, he or she may endorse, on behalf of the Chapter, checks, notes and other obligations. He or she shall make such payments as may be necessary or proper to be made on behalf of the Chapter and shall enter regularly on the books of the Chapter full and accurate account of all monies and accounts of the Chapter and shall exhibit such books at all reasonable times to any Director or Chapter member on application at the offices of the Chapter. He or she shall, in general, perform the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

## ARTICLE VI COMMITTEES

*Section 1.* Executive Committee. The Board of Directors shall establish an Executive committee of comprised by the officers and a member of the Board who shall have full authority to act as the Board of Directors between its regular meetings and a majority shall constitute a quorum. A majority vote of the members present shall be necessary to carry out any business of the Executive Committee.

*Section 2.* Nominating Committee. The Chapter President shall appoint a Chapter Nominating Committee and Chairman thereof. The Nominating Committee shall consist of the Chapter President, the immediate Past-President when available, and another directors. The Nominating Committee shall recommend individuals to serve as directors and officers of the Chapter. In addition, the Nominating Committee shall recommend individuals to serve as members of the Society's state Board of Directors from those counties included in the Eastern Arizona Chapter subject to final approval by the Board of Directors.

*Section 3.* Other Committees. The Chapter President may establish such other committees as might be necessary to fulfill the responsibilities of the Board of Directors.

## ARTICLE VII MEETINGS

*Section 1.* Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings during each year and shall have the authority to designate a meeting place for the purpose of holding such meeting.

*Section 2.* Annual Meeting. The annual meeting of the Chapter shall be held in October on such date as may be directed by the Board of Directors.

*Section 3.* Quorum. A quorum shall be constituted for any meeting of the Board of Directors upon the presence of a majority of the elected Directors then constituting the Board. A majority vote of Directors present at a meeting shall be necessary to carry out any business of the Board of Directors.

*Section 4.* Notice. Notice of any meetings of the Chapter or its committees shall be provided on a website of the Chapter not less than one month before the annual meeting, one week before any regular or special meeting of the Board of Directors or two days before a committee meeting.

*Section 5.* Teleconference Authorized. Meetings of the Board of Directors may be conducted by teleconference. The annual meeting shall be conducted at the place designated by the Board of Directors, provided, however, not more than two remote locations may be noticed for a teleconference.

*Section 6.* Rules. All meetings shall be conducted in accordance with the then current edition of *Roberts Rules of Order*.

#### **ARTICLE VIII AMENDMENTS**

These bylaws may be amended by a majority vote of the Directors. Proposed amendments must be presented to the Board of Directors at a meeting prior to their consideration for adoption.