

**BY-LAWS
OF
ARIZONA HISTORICAL SOCIETY, INC.**

**ARTICLE I
PREMISE, MEMBERSHIP**

Section 1. *Premise.* The first Legislative Assembly of the Territory of Arizona incorporated the "Arizona Historical Society" on November 7, 1864, as a corporation with perpetual succession. Later, the "Society of Arizona Pioneers" was organized on February 9, 1884, for the same purpose and incorporated by Chapter 53, Section 1 of the Laws of the 1897, as the trustee of the Territory for the present and future collections and property of the Territory. The "Arizona Historical Society," as its name was changed in 1971, has continued to exist as a corporate entity (the "Corporation" herein) although its Executive Director and staff are employees of the State of Arizona and the Society maintains many attributes of an agency of the State of Arizona (the "Society"). The separate re-incorporation of this Corporation and adoption of these by-laws are intended to clarify the corporate status of the Corporation and provide the distinction between the private, non-profit and tax-exempt corporation apart and distinct from the Society. The goal of the Corporation shall be to provide a conduit for financial donations, fundraising and financial management for the benefit of the Society, as the agency of the State of Arizona having custody of the historical artifacts, papers and physical assets owned by the State of Arizona.

Section 2. *Membership.* The Corporation shall not have members. The members of the Society shall not be members of the Corporation and shall have no rights of membership as described in the Arizona Revised Statutes.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. *Powers.* The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. *Composition.* The Board of Directors of the Corporation shall be comprised of the elected and ex-officio members of the Executive Committee of the Society, the Executive Director of the Society and up to two additional members appointed by the Board of Directors of the Corporation whose appointment shall be subject to ratification by the Board of Directors of the Society. The function of the appointed members of the Board of Directors of the Corporation shall be to provide the Corporation with expertise as may be deemed appropriate by the Executive

Committee that may, but need not be, members of the Board of Directors of the Society but shall be members of the Society. The appointed members may be removed at any time, with or without cause, by a majority vote of the Board of Directors of the Corporation.

Section 3. *Vacancies.* Any vacancy in the appointed members of the Board of Directors shall be filled in the same fashion as an original appointment. Any vacancy caused by a vacancy from the Society's Executive Committee or the Society's Executive Director shall be the successor or interim designee of the Society.

Section 4. *Board Decisions.* The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by the Articles, these By-Laws, or if a greater number is required by law.

Section 5. *Compensation.* Directors shall not receive any compensation for service as a Director. Nothing herein shall prevent any Director from serving the Corporation in some other capacity and receiving reasonable compensation therefore provided, however, that such service is approved by the Board of Directors; and provided, further that reasonable out-of-pocket expenses may be reimbursed under such policies as may be established in writing by the Board of Directors. Any compensation or reimbursement not approved by the Internal Revenue Service shall be reimbursed to the Corporation by the Director receiving such compensation or reimbursement.

Section 6. *Term.* Except as provided herein, the terms of the members of the Board of Directors shall be limited in accordance with term limitations of service on the Board of Directors or the Society. For those members appointed to the Board of Directors, such Directors shall serve a term of three years but shall be subject to reappointment for additional terms of three years and shall not be subject to any term limitation.

Section 7. *Reports.* The Directors shall make an annual written report to the membership of the Society of the activities undertaken by the Corporation during the preceding year. Such report shall be made available to the membership of the Society at the annual membership meeting of the Society.

ARTICLE III MEETINGS

Section 1. *Annual and Regular Meetings.* A regular annual meeting of the Board of Directors shall be held immediately after the adjournment of each annual meeting of the membership of the Society at the place at which such membership

meeting was held. Regular meetings, other than the annual meeting, shall be held at regular intervals at such places and at such times as the Board of Directors of the Corporation may from time to time by resolution provide.

Section 2. *Special Meetings.* Special meetings of the Board of Directors of the Corporation shall be held whenever called by the President or by a majority of the Board of Directors.

Section 3. *Notice.* Notice of all meetings of the Board of Directors shall be provided in writing by the President or Secretary at least three (3) days before the date of any meeting. The notice shall set forth the time, place, day, and general purpose of the meeting, to be delivered personally, by electronic or facsimile transmission (so long as delivery is verified), or deposited in the mail, with postage prepaid, addressed to each Director at the address as provided to the Secretary from time to time. Emergency meetings may be held upon not less than 24 hours notice.

Section 4. *Quorum.* A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Board of Directors. Appearance at the meeting may be through electronic communication so long as both parties can hear the transaction of business being conducted.

ARTICLE IV OFFICERS

Section 1. *Designation and Powers.* The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect. Any two (2) offices may be consolidated and may be held by one and the same person where the duties of such offices are not inconsistent, except for the offices of President and Secretary. All officers shall have authority to perform such duties as may be prescribed from time to time by the Board of Directors or by the President.

Section 2. *Election.* The officers shall be elected by the Board of Directors at their annual meeting or at a subsequent meeting of the Board of Directors noticed for such purpose and need not parallel the officers of the Society. An officer shall hold office for the calendar year next following election, or until a successor is elected.

Section 3. *Removal.* All officers and agents shall be subject to removal at any time by the affirmative vote of the majority of the entire membership of the Board of Directors.

Section 4. *President.* The President shall perform the functions of the chief executive officer, and shall exercise general supervision over the Corporation's property and affairs. The President shall sign on behalf of the Corporation all agreements and contracts of material importance to the Corporation's business, and shall do and perform all acts and things which the Board of Directors may require.

Section 5. *Vice President.* If the President is absent or unable to act, the Vice President shall have the powers of the President. The Vice President shall perform such other duties as the Board of Directors or the President may require.

Section 6. *Secretary.* The Secretary shall keep (a) the minutes of the Corporation, (b) a record giving the names and addresses of the Directors, and (c) such other books and records as these By-Laws or any resolution of the Directors may require or as required by law. All such records shall be in written form. The Secretary shall perform such other services as the Board of Directors or the President may fix or approve. An Assistant Secretary may, at the discretion of the Board of Directors, be elected, such Assistant Secretary, in the Secretary's absence or inability to act, to perform the duties and functions of the Secretary.

Section 7. *Treasurer.* The Treasurer shall have the custody and control of the funds of the Corporation, subject to the action of the Board of Directors, and shall, when requested by the President, report the state of the finances of the Corporation at any meeting of the Board of Directors. The Treasurer shall perform such other services as the Board of Directors or the President may require.

**ARTICLE V
LIMITATION OF ACTIVITIES**

The purpose of the Corporation is stated in its Articles of Incorporation. In furtherance of the stated purpose, the principal purpose of the Corporation shall be related to raising, managing and providing funding for the direct or indirect support of the Society; provided that no expenditure shall controvert the tax-exempt status of the Corporation. The Corporation may establish policies for the control and management of funds contributed for specific projects of the Society and any Chapter, Certified Museum or other historical organizations designated by the Society as permitted by the statutes of the State of Arizona.

**ARTICLE VI
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1st of January in each year and end at midnight on the 31st day of December.

**ARTICLE VII
AMENDMENT AND REPEAL**

These By-Laws may be amended or repealed, or new By-Laws may be adopted, at any regularly scheduled meeting of the Board of Directors upon two-thirds vote of the Directors; provided that notice of the same, together with the language of the proposed change must have been provided to the Directors not less than ten (10) days prior to such meeting.

Adopted April 12, 2013: