

# **Arizona Historical Society - Central Arizona Chapter By-Laws**

## **ARTICLE I — NAME AND PURPOSE**

The Chapter shall be known as the Central Arizona Chapter of the Arizona Historical Society.

The Chapter shall carry out the duties and responsibilities described in the Amended Charter of the Central Arizona Chapter of the Arizona Historical Society, as 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**

Membership in the Central Arizona Chapter shall be open to all interested persons who are members of the Arizona Historical Society.

## **ARTICLE III — DUES**

### **Section 1**

In addition to the dues charged members of the Society, the Central Arizona Chapter Board of Directors may charge an additional fee for membership in this Chapter.

### **Section 2**

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

### **Section 3**

All dues and other sums given or paid to the Chapter shall be received and disbursed by the Chapter as directed by the Board of Directors of the Chapter and the Arizona Historical Society.

## **ARTICLE IV — DIRECTORS**

### **Section 1 — Composition**

There shall be a Board of Directors consisting of not less than 7 (seven) and not more than 15 (fifteen) members, one of whom shall be the current president of the Historical League. All Directors must be members of the Arizona Historical Society and the Central Arizona Chapter of the Arizona Historical Society at the general membership level or higher.

### **Section 2 — Nomination and Election of Directors**

The Chapter President shall appoint a nomination committee tasked with identifying and nominating candidates suitable to serve on the Chapter Board of Directors. The Chapter

Directors shall be elected annually by the membership of the Chapter at the annual Chapter meeting. Directors may be removed at any time, with or without cause, by a majority vote of the Board of Directors.

### **Section 3 — Terms**

Board members shall serve three year terms and shall be eligible for re-election to the board without limit.

### **Section 4 — Replacement Directors**

Vacancies on the board, regardless of cause, may be filled by a majority vote of the Chapter Board of Directors at any meeting where a quorum is present. 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 — Leaves of Absence**

The President shall have the power to grant a leave of absence to any Director, subject to confirmation by a majority vote of the Chapter Board of Directors.

## **ARTICLE V — OFFICERS**

### **Section 1 - Officer Positions and Responsibilities**

The Officers of the Chapter shall consist of a President, Vice-President (President-elect), and Secretary-Treasurer elected by the Board of Directors from among its members on the day of the annual Chapter meeting and shall take office immediately following adjournment of the annual meeting.

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 contracts, checks, or other obligations in the name of 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.

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.

The Secretary-Treasurer shall have charge of the records and papers of the Chapter; oversee preparation of an annual budget; 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 checks on behalf of the Chapter. 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 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.

### **Section 2 — Leaves of Absence**

The President shall have the power to grant a leave of absence to any Officer and to appoint a suitable replacement from the Board of Directors members to perform the duties of such Officer during his or her absence.

### **Section 3 — Replacement of Officers**

If an Officer is removed from the Board of Directors or otherwise unable to fulfill his or her responsibilities, the President may appoint, with the approval of the Board of Directors, a successor to complete the unexpired term portion of such Officer's term. If the Officer to be replaced is 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 from amongst its membership to complete the unexpired term of any Officer.

### **Section 4 — Term Limits**

An individual who has served two (2) consecutive one-year terms immediately preceding his or her election as President, Vice-President, or Secretary-Treasurer shall not be eligible to serve further in that position until two years have elapsed from the expiration of his or her second term as President, Vice-President, or Secretary-Treasurer.

## **ARTICLE VI — COMMITTEES**

### **Section 1 — Executive Committee**

The Board of Directors shall establish an Executive Committee comprised of, at minimum, the Chapter Officers. The Executive Committee shall have full authority to act as the Board of Directors between its regular meetings and a majority of Executive Committee members shall constitute an Executive Committee quorum. A majority vote of the members present shall be necessary to carry out any business of the Executive Committee.

### **Section 2 — Other Committees**

The Board of Directors shall establish such other committees as might be necessary to fulfill the Board's responsibilities.

## **ARTICLE VII — MEETINGS**

### **Section 1 — Regular Meetings**

The Board of Directors shall hold at least four regular meetings each year and shall have the authority to designate a meeting location anywhere within Maricopa County. A majority of members of the Board of Directors shall constitute a quorum.

### **Section 2 — Notice of Meetings**

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 3 — Annual Meeting**

An annual meeting of the Chapter membership shall be held for the purpose of electing the Chapter Board of Directors. Those persons present shall constitute a quorum. The annual meeting will be held in October of each year. Notification of the annual meeting must be provided to Chapter members no later than four weeks prior to the date of such meeting and posted per Arizona Open Meeting Law.

### **Section 4 — Rules of Order**

All Board meetings shall be conducted under the rules and procedures outlined in the most current edition of *Robert's Rules of Order*.

## **ARTICLE VIII — BY-LAW AMENDMENT PROCESS**

### **Section 1 — Vote Requirement**

The Chapter Board of Directors may amend these bylaws by a two-thirds vote of the Board members, assuming a Board quorum is present.

### **Section 2 — Notice of Proposed Amendments**

Proposed By-law amendments must be communicated to all Directors via United States Postal Service mail or e-mail at least one week prior to the meeting at which said amendments(s) is / are to be considered.

## **ARTICLE X — SUSPENSION OF BY-LAWS**

The Central Arizona Chapter by-laws may be suspended by a two-thirds vote of the Chapter Board of Directors, assuming a Board quorum is present.