

# NAVAJO COUNTY HISTORICAL SOCIETY BYLAWS

## By-Laws:

Articles of Incorporation of the undersigned, who are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of Arizona, do hereby certify the following by-laws.

## Article One:

The name of the Corporation shall be Navajo County Historical Society Incorporation.

## Article Two:

The place in Arizona where the principal office of the Corporation is to be located is in the City of Holbrook, Arizona, 100 East Arizona, Navajo County.

## Article Three:

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes of making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

## Article Four Membership:

1. Any person, business firm, association, corporation, partnership or business entity interested in the general welfare of the City of Holbrook *and surrounding area and the preservation of its history through the maintenance of a museum, its archives and records* is eligible for membership in the Navajo County Historical Society.
2. The membership dues shall be according to the approved dues schedule set by the Board of Directors and shall be payable in advance on a yearly basis. The Navajo County Historical Society's fiscal year shall be *July 1 through June 30*.
3. The Board of Directors may approve applications for membership. Rejection of any application shall be by the Board of Directors.
4. All applications must be in writing and accompanied by the dues.
5. The Board of Directors will conduct an annual Membership Drive prior to the Annual Meeting.

6. Each member shall be entitled to cast one vote in any balloting by the Navajo County Historical Society.
7. The Society may elect as *HONORARY* members only such persons as shall have rendered distinguished or outstanding services to the Society. Each candidate's application for an *HONORARY* membership shall be presented by the Board of Directors at a regular Society meeting. His/her candidacy shall require a majority vote of the directors when a quorum is present.

The privilege of voting and holding office shall be reserved for Navajo County Historical Society members. Honorary members shall enjoy all other privileges of the Society.

8. The Board of Directors may also designate a retiring Board Director as an Emeritus Director by a majority vote. An Emeritus Director shall have no vote but shall enjoy a position on the board and is able to address the board on any item of business.

#### **Article Five Assets:**

1. No part of the net earnings or assets of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or any other private party, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.
2. No substantial part of the activities or the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)3 of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code.
3. The assets of the corporation include any inventoried or archived items that may be disposed of according to established policy. No member, staff or Board Director shall benefit from such disposal. These parties shall follow the practices set forth in any Ethics Policy adopted by the Board of

Directors. If there is not a policy or if it is not current, the corporation will follow the American Alliance of Museums Code of Ethics for Museums (2000). If necessary, the disbanding of the museum, archives and records shall be done under the auspices of the Arizona Historical Society.

#### **Article Six Directors:**

1. As trustees, the Navajo County Historical Society Board of Directors accept the responsibilities to hold accepted artifacts and archive materials to perpetually benefit the public and future generations. As trustees the Directors may take an active role in the many different facets of the society and its museum.
2. The Board of Directors shall establish policy concerning the operation and preservation of the museum's artifacts and archives as prescribed by the Arizona Historical Society, whose certification is to be maintained.
3. The Board of Directors shall consist of not more than 11 members, or less than nine. Membership on the board will be limited to paid members in good standing who have indicated a willingness to be an active and supporting Society member. Any paid staff shall not serve on the board.
4. The term of office for Directors will be for three (3) years. Terms on the Board of Directors will be staggered, **beginning in 2015**, to ensure experienced board seats at all times. Directors may be elected to succeeding terms.
5. Directors will be elected by the Society membership at annual March meetings. A nominating committee is to be appointed in January to prepare a **ballot** to fill any expiring terms or open seats.
6. The annual meeting will be announced to the membership in February and include a notice of Director elections. Any member in good standing will be invited to indicate in writing an interest in serving as a Director, not less than two weeks before the annual meeting.

#### **Article Seven Meetings:**

1. An annual meeting will be held by the Board of Directors in March of each year, in order to coincide with the date of the establishment of Navajo County (March 21, 1895), and the incorporation of the Navajo County Historical Society (March 17, 1969), by the founding members in Winslow, Arizona.

2. The Board of Directors shall conduct a minimum of two regular business meetings during the calendar year. All meetings shall be in a location that the Board of Directors has designated.
3. At all meetings of the NCHS, a majority of the Board members entitled to vote shall constitute a quorum. (This means 50% plus one of the total board.)
4. The general membership is invited to attend Board of Directors meetings (except for executive sessions). Executive Committee meetings will take place as directed by the President and/or the Board of Directors.
5. A special meeting of the Board of Directors may be called at any time by the President or by any three (3) Directors. The purpose of a special meeting is to be announced.
6. An Executive Committee meeting may be called at any time by the President provided all Executive Committee members have been notified. The Executive *committee* shall include the president, vice president, secretary/treasurer and past president. A non-voting board member shall not hold an Executive Board Office.
7. The minutes of all meetings shall reflect a list of members present and members absent noting excused or un-excused.
8. No votes shall be made by proxy.

#### **Article Eight Absence:**

In the event of the death, resignation or absence for more than two regular meetings, of any officer or director of the Society, or a resignation, the Board of Directors will call for letters of interest from Society members to appoint a successor to complete the un-expired term of a director.

#### **Article Nine Officers:**

Officers of the Society, shall be elected by the Board of Directors at the annual meeting for one year terms. The officers shall be:

1. **PRESIDENT:** Who has served on the NCHS Board of Directors for a least 1 year prior to taking office. The President chairs all Board and Executive Committee meetings and has a vote therein. He/she sees that the NCHS complies with all by-laws, city, county, state and federal laws and the will

of the membership, as well as representing the NCHS at all official events. The president shall have the power to grant leave of absence to any director/officer of the Society and to appoint, with Board of Directors approval, a suitable person to perform the duties of such director/officer during his or her absence.

2. **VICE PRESIDENT:** Is a member of the Board of Directors and Executive Committee. Represents the President when the President is not available and will act as official greeter for the NCHS.
3. **SECRETARY/TREASURER:** Is responsible for all administrative office duties and Board of Director minutes. Administrative assignments may include maintaining all business files, financial records and merchandise and NCHS inventories, as well as any other duties directed by the Board of Directors. If the Board of Directors establishes a paid administrator position, such duties may be re-assigned or shared between an administrator and the secretary/treasurer. Neither person will be an authorized signature for any NCHS account.
  - A. Authorized signatures on checking accounts shall be the president, vice-president and a specified board member, providing there is no conflict of interest between authorized signers. In this event, the Board of Directors will assign the necessary number of board members to be authorized signers in order to have three (3) signatures on record. Signatures on savings or CD accounts shall be a minimum of two board members (also with no conflict of interest) as authorized by the Board of Directors.
  - B. The Board of Directors may require bonds for above positions, fixing the amount of such bonds.
  - C. At the close of each calendar year financial records will be completed and shall be given to an accountant for review who will also prepare required federal and state yearly reports and filings.
4. **PAST PRESIDENT, in good standing:** Is a member of the Board of Directors and Executive Committee and advises the president as requested.

#### **Article Ten Committees:**

1. The Board of Directors shall appoint a Collections Management Committee, whose *responsibility* is to insure that all donations, gifts or acquisitions for the NCHS museum and archives meet the Society's Mission and Vision Statements.

2. Other committees or special assignments will be established as deemed necessary and Board of Director members are encouraged to serve in these positions.
3. Potential special events, promotions and educational opportunities shall be considered by the Board of Directors, in order to further promote and expand the society's mission and available resources.
4. Volunteers from among the membership and community are also eligible for specific projects and tasks and shall be encouraged to participate and support the NCHS.

#### **Article Eleven Staff:**

1. The Board of Directors shall select and appoint such staff members necessary for the archiving and maintaining of the NCHS's collections, including research, exhibits and displays.
2. The Board of Directors shall determine specific job descriptions, assignments, methods of archive/artifact registration and maintenance, gift shop procedures and inventory and such information will be outlined in a NCHS Policy Handbook for staff and Board of Directors information. Any processing or method areas not specified in the handbook will then be determined by the prescribed systems used by the Arizona Historical Society or American Historical Society. In addition, the NCHS Policy Handbook will include an established form of performance evaluation of staff.
3. The Board of Directors shall establish the compensation for staff members, as well as the number of hours for compensation or the duration of specific tasks.

#### **Article Twelve Regulations:**

1. The Board of Directors will follow parliamentary procedure as outlined by Robert's Rules of Order. All open meeting Arizona State Statutes will also be observed.
2. Any Board Member delinquent in dues for one year shall be removed by action of the Board of Directors who will call for letters of interest from

Society members *to fill an open position.*

The Board of Directors will then review said letters and make an appointment to fill the balance of the term.

3. The Board of Directors will approve an annual budget each year that is prepared by the Executive Committee. The society's fiscal year shall be **0July 1 to June 30.**
4. Monthly financial reports will be made available, as well as a six-month review. Progress and status reports on operations or special projects will also be made available.
5. A complete report for each year, including financial, book store operations, staffing, donations, gifts, or any other status item, shall be presented to the membership at the annual meeting.

**Article Thirteen By-Laws:**

1. These bylaws may be amended by vote of two-thirds of the members present at the annual meeting or a special meeting called for that purpose. The membership shall be provided with a copy of the proposed amendments to these by-laws not less than 30 days prior to the annual meeting or special meeting.
2. A majority voted is required (50% plus 1) of all members entitled to vote.
3. At least **every three years**, the President shall appoint an ad hoc committee to review the by-laws.

Approved and Adopted this \_\_\_\_\_ day of \_\_\_\_\_ by  
the Board of Directors of the Navajo County Historical Society.

President \_\_\_\_\_ Members \_\_\_\_\_

Vice President \_\_\_\_\_

Secretary \_\_\_\_\_

*Rev June 2017*