

# ORO VALLEY HISTORICAL SOCIETY BYLAWS

Revised and Adopted March 30, 2023

## **ARTICLE 1: NAME, MISSION, SUPPORT AND LOCATION.**

**Section 1:** Name and Non-profit. Status: The name of this Corporation is the Oro Valley Historical Society. It shall be a non-profit corporation, incorporated under the laws of the State of Arizona.

**Section 2:** Mission and Support. The mission of the Oro Valley Historical Society is to promote research, preservation, education and dissemination of history related to the greater Oro Valley area.

**Section 3:** Location. The principal office of this Society shall be located in the Town of Oro Valley, Pima County, Arizona.

## **ARTICLE 2: SUPPORTERS, VOLUNTEERS AND MEETINGS.**

**Section 1:** Supporters are defined as individuals and entities that have contributed monetary donations to the Society within the Society's fiscal calendar year. Volunteers are defined as individuals that have dedicated time and talent to the mission of the Oro Valley Society within the calendar year.

Former Life Membership and Honorary Life Membership are now defined as Life Supporter and Honorary Life Supporter, respectively.

Honorary Life Supporter status may be given to individuals for extraordinary contribution to the Society and/or Community. Recommendations will be submitted, reviewed and awarded by the Board of Directors.

**Section 2:** The Annual Meeting of the Society's Board of Directors shall be held in Oro Valley in March of each year as scheduled by the Board of Directors. The Annual Meeting will be open to Supporters, Volunteers, Life Supporters, Honorary Life Supporters and the general public.

## **ARTICLE 3: BOARD OF DIRECTORS.**

**Section 1: Responsibilities.** The Board of Directors shall formulate the policies of the Society. They shall be responsible for the general management of the Society and its property subject to these Bylaws and the Articles of Incorporation.

Each Board Member will donate \$100 annually to the Society at the Annual Meeting. Each Board Member shall not have his donation as stated in this Article in arrears for more than thirty days.

Any Board Member who is absent without notification to the President from three scheduled meetings of the Society, in one year, shall be deemed to have resigned from the board. Such member may be reinstated by a vote of the Board.

**Section 2: Number of Directors.** The Board of Directors shall consist of no more than twenty-one (21) members. New Directors shall be added to the Board at the Annual Meeting held in March of each year.

**Section 3: Terms.** The term of office for Board Members shall be three (3) consecutive years. Board Members may not serve more than 2 consecutive terms, unless the Nominating Committee and the Board of Directors approve additional terms.

**Section 4: Meeting of the Board.** An Annual Meeting of the Board will be held in Oro Valley in March of each year as scheduled and voted upon by the Board of Directors. Other Board meetings may be held at the call of the President or at the call of one-third of the Board Members at any time as long as reasonable advanced notice is given.

All meetings of the Board will be conducted in accordance with Roberts Rules of Order.

**Section 5: Voting Rights.** Each Board Member in good standing shall be entitled to one vote on each matter submitted for a vote at a regular, annual, or special meeting of the Board. Any Board Member whose payment of dues is in arrears for 30 days or more shall not be in good standing. Voting in absentia by U.S. Mail, electronic mail, virtual technology or by proxy shall be allowed.

**Section 6: Quorum.** A quorum will consist of at least one-third of the Board of Directors with one officer present. Election of the Directors shall be based upon a quorum.

**Section 7: Vacancy.** Vacancies on the Board shall be filled by a majority vote of the Directors. The elected Director shall serve for the duration of the unexpired term of the Board Member vacancy being filled.

**Section 8: Board Member Removal.** Any Director may be removed at any time by a majority vote of the Board at any Board meeting.

**Section 9: Compensation.** No member of the Board of Directors shall receive any compensation for any services to the Society.

**Section 10: Powers.** The Board may employ an Executive Director and any other such employees as it sees fit, or shall contract with non-employees for specific duties, as the Board deems necessary, and shall specify their duties. It shall be the responsibility of the Executive Director to supervise volunteers, paid employees, part-time or full-time, or others authorized by the Board. The Executive Director is responsible for the evaluation of all other paid employees on an annual basis and to provide a report on said evaluation(s) to the Board. The service of any paid society employee or volunteer may be terminated by a vote of a majority present and voting. The Board of Directors is responsible for the evaluation of the Executive Director on an annual basis and will provide the Executive Director with said evaluation. The Executive Director and any other paid personnel shall serve at the pleasure of the Board of Directors.

**Section 11: 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 Oro Valley Historical Society and shall from this time forth, be

recognized as such. Emeritus Directors shall not be counted as a member of the Board for purposes of voting, quorum, absence or number of Directors.

#### **ARTICLE 4: NOMINATIONS AND ELECTIONS.**

**Section 1: Nominating Committee.** A nominating committee of at least three Board Members or selectees of the Board shall be appointed by the Board at least 60 days prior to the March Annual Meeting to seek candidates for Board positions.

**Section 2: Committee Report.** The Nominating Committee shall information about the candidates to the Board at least three weeks prior to the election.

**Section 3: Election.** Candidates for the Board of Directors shall be elected by the Board of Directors at the Annual Meeting in March. They will assume their duties after the installation at the March Annual Meeting. Directors elected to fill vacancies according to Article 3: Section 5 will assume their duties immediately upon election to the Board.

#### **ARTICLE 5: OFFICERS.**

**Section 1:** The Officers of the Society shall be President, Vice President, Secretary, Treasurer and other such officers and agents as the Board of Directors deem necessary.

**Section 2: Election.** The Officers of the Society shall be elected annually by the Board from Members of the Board of Directors at the Board of Directors first meeting following the annual meeting in March.

**Section 3: Vacancy.** A vacancy in any office shall be filled by the Board of Directors.

**Section 4: President.** The President shall preside at all meetings of the Society and the Board of Directors, and shall exercise general supervision of all activities of the Society.

**Section 5: Vice President.** The Vice President shall assist the President, and in the absence of the President assume the responsibilities of the President.

**Section 6: Secretary.** The Secretary recording and corresponding, shall keep the minutes of the meetings of the Society and of the Board of Directors and shall prepare and distribute the minutes prior to the next meeting. The Secretary shall handle all written correspondence of the Society. The Secretary may appoint a Corresponding Secretary as deemed necessary for the length of the term of said Secretary or until no longer deemed necessary within that term.

**Section 7: Treasurer.** The Treasurer shall be the financial officer of the Society and shall be responsible for the safe keeping of Society funds and for maintaining financial records. The Treasurer shall promptly deposit all monies received with a reliable banking institution in the name of the Oro Valley Historical Society. Monies shall be paid by numbered checks signed by the Treasurer and one Officer, if over \$1000. The Treasurer shall collect donations and other funds collected and shall render an annual report and a monthly report, and/or additional reports as requested by the Board of Directors.

**Section 8: Audits.** The Board may require audits as deemed necessary.

**ARTICLE 6: AMENDMENTS.** These Bylaws may be amended by a majority of votes cast by the Board of Directors based on quorum requirements of Article 3: Section 6. The proposed amendments shall be distributed to the Board one month prior to voting.

**ARTICLE 7: FISCAL YEAR.** The fiscal year of the Oro Valley Society shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of the same year. December 31<sup>st</sup> shall be considered as the end of the fiscal year.

**ARTICLE 8: COMMITTEES.**

**Section 1: General.** Committees may be formed, or dissolved, as needed to implement the policies and directives of the Board of Directors. No Committee may take action on matters that require approval of the Board. Committee expenditures shall be approved in advance by the Board of Directors.

**Section 2: Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

**Section 3: Standing Committees.** The Board of Directors shall determine the need for Standing Committees. Standing Committees shall be responsible for fulfilling responsibilities as assigned by the Board. Committee Chairs will be appointed by the President and voted upon by the Board. Membership to each Standing Committee will be appointed by the Standing Committee Chair. Minutes shall be kept for all Standing Committee meetings. Periodic status reports shall be submitted to the Board or upon Board request.

**Section 4: Ad Hoc Committees.** The Board of Directors shall determine the need for Ad Hoc Committees. Membership to Ad Hoc Committees shall be appointed by the President annually and voted upon by the Board. Ad Hoc Committees shall be responsible for fulfilling the duties as assigned by the Board. Minutes shall be kept for all Ad Hoc Committee meetings. Periodic status reports shall be submitted to the Board or upon Board request.

**ARTICLE 9: INDEMNIFICATION AND INSURANCE.**

**Section 1: Indemnification.** Every person who is or shall have been a Board Member of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Board Member of the Corporation. Any subsidiary or affiliate thereof, except in relation to such matter as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith, and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as Board Member. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

**Section 2: Insurance.** The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer employee or agent of the Society, or is or was serving at the request of the Society as director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any of the above stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

**ARTICLE 10: CONFLICT OF INTEREST POLICY**

A conflict of interest policy for the Board of Directors, Society officers, and committee members shall be adopted and maintained as part of the operation regulations of the Oro Valley Historical Society. The policy shall be signed by all of the Board of Directors.

**ARTICLE 11: DISSOLUTION**

Should the Society be dissolved, the Board of Directors will ascertain that all debts are paid and that the assets of the Society are turned over to one or more nonprofit organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). Any assets, not so disposed of, shall be disposed of by the U.S. District Court in Pima County, Arizona.

**Adopted on:**  
**Amended on the 30<sup>th</sup> day of March, 2023**  
**Oro Valley Historical Society Board of Directors**

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**Henry K. Zipf, President**