

# **CENTRAL ARIZONA CHAPTER – ARIZONA HISTORICAL SOCIETY**

## **Chapter Board of Directors Meeting**

Pursuant to A.R.S. 38-431.02, notice is hereby given to the members of the Arizona Historical Society and to the general public that the Arizona Historical Society Central Arizona Chapter Board will hold a regularly scheduled board meeting, open to the public, at the AZ Heritage Center at Papago Park.

**Time & Date:** Noon Friday, July 27, 2018

**Location:** AZ Heritage Center at Papago Park, 1300 N. College Ave., Tempe, Arizona

### **AGENDA**

**A quorum is required to conduct the meeting**

**Please contact Tawn Downs ([tdowns@azhs.gov](mailto:tdowns@azhs.gov) or 480-387-5368) if you are unable to attend.**

1. Call to Order/Introduction of the Board and Guests/Declaration of Quorum
2. Call to the Public for Comments
3. Approval or Modification of May 2018 CAC Board meeting minutes
4. Reports and updates
  - a. AHS Staff Report
  - b. Historical League Report
  - c. President's report
  - d. 1107 funds report
5. Discussion and possible action to recommend draft changes to the Central Chapter By-laws and forward them to the Arizona Historical Society state board for approval
6. Announcements and other matters for consideration at future board meetings.
7. Adjournment

Upcoming 2018 CAC Meeting Schedule: Oct. 26

The Arizona Historical Society does not discriminate on the basis of disability in the administration of its program and services as prescribed by Title II of the Americans with Disabilities Act of 1990, as amended, and Section 504 of the Rehabilitation Act of 1973, as amended.

Persons with a disability may request a reasonable accommodation such as a sign language interpreter, by contacting the Museum Director Tawn Downs at 480-387-5368. Requests should be made as early as possible to allow time to arrange the accommodation. This document is available in alternative formats upon request.

**CENTRAL ARIZONA CHAPTER – ARIZONA HISTORICAL SOCIETY**  
**Board of Directors**  
**Routine Standing Meeting**

Pursuant to A.R.S. 38-431.02, notice is hereby given to the members of the Arizona Historical Society and to the general public that the Arizona Historical Society Central Arizona Chapter Board will hold a regularly scheduled board meeting, open to the public, at the AZ Heritage Center at Papago Park.

**Time & Date:** Noon Friday May 4, 2018  
**Location:** AZ Heritage Center at Papago Park  
1300 N. College Ave., Tempe, Arizona

**MINUTES**

**A quorum is required to conduct the meeting**

**Please contact Tawn Downs ([tdowns@azhs.gov](mailto:tdowns@azhs.gov) or 480 387-5368) if you are unable to attend.**

Members present: Nina Filippi, Deborah Bateman, Billy Walker, Seth Frantzman, Gene Robertson, Kelly Corsette; and telephonically; Larry Woolson and Shelly Dudley.

Members not present: George Flores, Jacqueline Berkowitz, David Garcia, Valerie Adams, Arv Schultz, Melanie Sturgeon

Staff: Tawn Downs; James Burns

Guests: No guests

1. Pre-Meeting Discussion: James Burns attended and provided a brief summary of his very relevant experience for his new position as the Executive Director for the Arizona Historical Society. James shared his vision with the Board for his role in the position and for ways to grow Arizona museums into the future. James answered questions from the Board regarding interaction with the State Legislature and how to best work with them, how the local Board and the State Board will interact in the future and expressed his current thinking about the interactions. Kelly Corsette expressed his perspective on the interaction between the local and State level boards. James stated that he is based in the AHC in Tempe, since it is near the State capitol.
2. Call to Order/Introduction of the Board and Guests/Declaration of Quorum at 12:20 pm.
3. Call to the Public for Comments: No members of the public were present.
4. Approval or Modification of January 2018 CAC Board meeting minutes: A motion was made by Kelly to accept the minutes as written; the motion was moved by Billy and seconded by Deborah. Minutes were approved by unanimous vote of the Board.
5. Consent Agenda:
  - a. AHS Staff Report - Tawn Downs
    - i. Financial Report –
      1. Tawn reported a strong financial performance for April, with all revenue categories up compared to 2017. Visitor gate count was down slightly from 2017. The culture pass program was eliminated (free admission) and probably explains part of the decreased gate

count. The program was targeted towards low-income children but it was not meeting the target audience so it was cancelled.

2. YTD Fiscal Year 2017-18 – up 20% overall on every revenue line item. Last year SRP provided lease revenue of \$7,000/mo through April. In spite of that, AHC has made up the gap and more, through facility rentals.
3. Still need to increase gate count. Focus on bringing more children into the museum in the near term. In 2 weeks the new Exhibit/Collections coordinator will start and free up the Education Coordinator to work on that area. Debbie has focused on rental space but will focus on tourism traffic in the future.
4. Tawn reported on strategies that provided improvement and success in the past 3 years. She entertained questions from the Board members about options to improve involvement with schools and financial support.

ii. Facility Needs Report

1. Tawn reported on the key issues facing the AHC for Facility Repair and Maintenance needs. The water feature is completely and officially in service. AHC \$40k grant was received to cover the A/V in the auditorium but not all of the other work required. The total for related work is \$60k. Special concern with lighting, lack of light switches, etc. in the auditorium, theater, lobby and gallery space. This is a critical needs issue and was submitted for the capital request. Auditorium is not ADA accessible to speakers. Theater is not ADA accessible to speakers. Courtyard lighting needs bulbs. The A/C in the Pavilion is non-functional. Other general issues were reviewed with the other line items the total is \$540k.
2. There are at least 3 naming opportunities for spaces at the museum to be considered. There was additional discussion about the process needed and options to proceed with naming rights within the facility. Tawn will seek information about naming rights policy from Desert Botanical Gardens, who was identified as an organization with a model policy.
3. The invoice for stucco repair on the facility façade was finally received and will be paid out of the 1107 Funds and grant from the Arizona Historical League.

iii. New Displays/Events - Tawn reported on upcoming new programming, events and displays.

b. Historical League Report

- i. Nina reported the cookbook was published and delivered, with 20% sold to date. Gala prep is in-process with a date set for Saturday February 23, 2019. Historymakers were announced at the Statehood Day celebration. The Historical League Annual meeting and Volunteer Recognition Luncheon is next Thursday, May 10th. A new brochure for the League is in-process. There was discussion about ways to expand exposure and sales of the Cookbook fund raiser.

c. President's Report – nothing to report.

d. 1107 Funds Report – no new expense requests; \$20k is already committed.

6. Development Working Group - Discussion and possible action to accept recommendations

- a. Kelly reported that a working group was convened to discuss development. Deborah reported further detailed commentary on the document provided to the Board “Proposed Fundraising and Development Roles for the CAC Board of Directors” (Proposal).
  - b. James stated that the document could be used as a guide for all museums and suggested a change to a strategic marketing plan to coordinate statewide. There was additional discussion about the proposed plan and other ideas for fundraising.
  - c. There was a motion to accept the “Proposal” as written. Nina made the motion to accept, which was seconded by Deborah. The motion passed unanimously.
  - d. There was additional discussion about how to implement the plan with the team at the AHC. Kelly suggested that the working group could remain active and involved. Other members could join the group in the future.
7. Board Member Agreement - Discussion and possible action to accept the draft
- a. Kelly reported that the version being considered is the same as was reviewed at the last Board meeting. He reviewed the changes previously proposed. There was general discussion about several items, notably regarding the term “substantial financial support”. Deborah moved that the Board Member Agreement be accepted with the word “substantial” removed, which was seconded by Seth. The motion passed unanimously.
8. Bylaws Working Group - Discussion of potential to form a group to review/update the bylaws
- a. Kelly discussed the concept of creating a working group for the by-laws. He requested participants to volunteer. Seth, Nina, and Deborah volunteered to participate on the working group. Kelly agreed to send the by-laws ahead of the meeting. James also volunteered to review the by-laws.
9. Announcements - and other matters for consideration at future board meetings
- a. Seth suggested that we prepare for the estate planning representatives meeting and how that could be coordinated to support the AHC.
  - b. The next BOD meeting is July 27<sup>th</sup>. Deborah suggested that we have a development plan draft and/or training for Board members in October to set goals and assignments for 2019.
10. Call to the Public for Comments – no one from the public was present.
11. Adjournment at 1331

2018 CAC Meeting Schedule: Jan. 26; March 30; May 24; Jul 27; Oct 26

Submitted by – Gene Robertson, Secretary/Treasurer

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ARIZONA HISTORICAL SOCIETY  
AHS - 1107 funds  
May 31, 2018

FUNCTION	DESCRIPTION	BEGINNING BALANCE 5/1/2018	REVENUE	EXPENSES	ENDING BALANCE 5/31/2018
21162	Eastern AZ Chapter Membership Funds	1,268.02	-	-	1,268.02
21158	Central AZ Chapter Membership Fund	19,519.38	220.00	18,000.00	1,739.38
21159	Pioneer AZ Chapter Membership Fund	4,635.16	150.00	1,016.50	3,768.66
21160	Rio Colorado AZ Chapter Membership Fund	3,332.66	35.00	-	3,367.66
21161	Southern AZ Chapter Membership	19,284.00	350.00	-	19,634.00
		48,039.22	755.00	19,016.50	29,777.72

**Program : UCAM - Central AZ Chapter Membership Funds**

**Program Period: 2018 - Fiscal Year 17/18**

<b>Program</b>	<b>Grant ID</b>	<b>Posting Code</b>	<b>Revenue Source</b>	<b>Collected Revenue</b>
UCAM		R003 - External Collected Earned Revenue	4611 - UNRESTRICTED DONATIONS	170.00
UCAM		R024 - Internal Collected Revenue	4611 - UNRESTRICTED DONATIONS	50.00
<b>Total for Program Period: 2018</b>				<b>220.00</b>

<b>Program</b>	<b>Grant ID</b>	<b>Posting Code</b>	<b>Object</b>	<b>Accrued Expense</b>	<b>Cash Expense</b>
UCAM		D013 - Cash Expenditure/Expense - Warrants	7251 - Repair And Maintenance - Buildings		18,000.00
<b>Total for Program Period: 2018</b>					<b>18,000.00</b>
<b>Beginning Balance for Program - May 1, 2018</b>					<b>19,519.38</b>
<b>Total for Program : UCAM</b>					<b>1,739.38</b>

7/17/2018 9:00

ARIZONA HISTORICAL SOCIETY  
AHS - 1107 funds  
June 30, 2018

FUNCTION	DESCRIPTION	BEGINNING BALANCE 6/1/2018	REVENUE	EXPENSES	ENDING BALANCE 6/30/2018
21162	Eastern AZ Chapter Membership Funds	1,268.02	985.00	-	2,253.02
21158	Central AZ Chapter Membership Fund	1,739.38	3,995.00	-	5,734.38
21159	Pioneer AZ Chapter Membership Fund	3,768.66	810.00	-	4,578.66
21160	Rio Colorado AZ Chapter Membership Fund	3,367.66	520.00	-	3,887.66
21161	Southern AZ Chapter Membership	19,634.00	1,480.00	-	21,114.00
		29,777.72	7,790.00	-	37,567.72

Program : UCAM - Central AZ Chapter Membership Funds

Program Period: 2018 - Fiscal Year 17/18

Program	Grant ID	Posting Code	Revenue Source	Collected Revenue
UCAM		R003 - External Collected Earned Revenue	4611 - UNRESTRICTED DONATIONS	3,795.00
UCAM		R024 - Internal Collected Revenue	4611 - UNRESTRICTED DONATIONS	200.00
<b>Total for Program Period: 2018</b>				<b>3,995.00</b>

Program	Grant ID	Posting Code	Object	Accrued Expense	Cash Expense
<b>Total for Program Period: 2018</b>					<b>0.00</b>
<b>Beginning Balance for Program - June 1, 2018</b>					<b>1,739.38</b>
<b>Total for Program : UCAM</b>					<b>5,734.38</b>



## **DRAFT Changes – July 2018**

### **Arizona Historical Society - Central Arizona Chapter Bylaws~~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~~ 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**

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 – Chapter Dues**

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 – Membership Categories**

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

##### **Section 3 – Chapter Funds, Board Duties**

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 ~~15-30~~ (fifteen)thirty members, one of whom shall be the current president of the Historical League or a member of the Historical League board selected by league as its representative to the Central Arizona Chapter Board. All Directors must be members of

the Central Arizona Chapter of the Arizona Historical Society at the general membership level or higher.

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

Members of the Chapter Board of Directors and members of the Chapter who are not Board members may propose for consideration candidates suitable to serve on the board to fill vacant board seats. Directors shall be elected to the board by a majority vote of the Chapter Board of Directors at any meeting where a quorum is present. 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~~may 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 members of the board at the first regular board meeting of each calendar year.

The President shall be the Chairperson of the Board of Directors. The President shall preside 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; and coordinate oversight of Chapter funds. 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. 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. In addition, he or she shall act as liaison with staff ensuring that financial reports and records related to the chapter and its funds are available for examination by members of the board.

### **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**

Officers of the Board shall serve one-year terms and shall be eligible for re-election without limit.

## **ARTICLE VI — COMMITTEES**

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

The Board of Directors shall establish an Executive Committee comprised of, ~~at minimum,~~ the Chapter Officers and two at-large members designated by the Board President. 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~~ may 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~~At least seven voting members of the chapter board shall constitute a quorum.

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

Notice of any meetings of the Chapter or its committees shall be posted on the Arizona Historical Society website and at the AZ Heritage Center at Papago Park at least 24 hours in advance in accordance with Arizona Revised Statutes [38-431.02](#).

### **Section 3 — Rules of Order**

All Board meetings shall be conducted under the general guidance 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 e-mail and posted at least 24 hours prior to the meeting at which said amendments(s) is / are to be considered.

### **Section 3 – Approval of Bylaws**

The Central Arizona Chapter bylaws and any amendments to those bylaws must be approved by the Board of Directors of the Arizona Historical Society before they become effective.

## **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.