

**REVISED BYLAWS
ARIZONA HISTORICAL SOCIETY**

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|---------|-------------------|---------|--------------------|
| Adopted | 1884 | Amended | August 9, 1996 |
| Revised | November 10, 1947 | Amended | October 11, 1996 |
| Adopted | November 15, 1947 | Revised | December 6, 1996 |
| Amended | November 23, 1968 | Amended | November 8, 1997 |
| Amended | November 2, 1974 | Amended | November 14, 1998 |
| Amended | November 8, 1980 | Amended | September 10, 1999 |
| Amended | November 7, 1981 | Revised | August 12, 2005 |
| Amended | November 5, 1983 | Revised | June 9, 2006 |
| Amended | May 2, 1985 | Amended | September 25, 2009 |
| Revised | July 11, 1986 | Amended | August 3, 2012 |
| Amended | February 12, 1988 | Amended | January 11, 2013 |
| Amended | March 4, 1988 | Amended | May 18, 2013 |
| Amended | July 14, 1989 | Amended | March 11, 2016 |
| Revised | January 12, 1990 | Amended | November 12, 2018 |
| Amended | February 12, 1993 | Amended | April 12, 2019 |
| Amended | April 16, 1993 | Revised | |
| Amended | July 8, 1994 | Amended | |
| Amended | April 7, 1995 | | |
| Amended | May 10, 1996 | | |
| Revised | June 14, 1996 | | |

**ARTICLE I
NAME**

SECTION 1 Name of the Organization

The name of this organization shall be the Arizona Historical Society (the "Society").

SECTION 2 Legal Authority

The Society was formed and incorporated by the first Territorial Legislature approved November 7, 1864, reincorporated as the Arizona Pioneers Historical Society by Laws 1884, Chapter 53, and thereafter recognized by Laws 1897, Chapter 58, “as worthy of the fostering care of the Territory (State) ... [as] the trustee of the Territory (State) ...” The statutory authority for the Society is currently provided at [A.R.S. §§ 41-821 through 41-826](#). The Society is governed by these statutes, other statutes as may be applicable to agencies of the State of Arizona, and these bylaws.

SECTION 3 Governance and Management

The governance of the Society is vested in a Board (“Board”) as specified in Article VI of these Bylaws and the management is vested in an Executive Director appointed by the Board.

ARTICLE II PURPOSE

SECTION 1 Purpose of the Arizona Historical Society

The general responsibilities of the Society are to collect, preserve, interpret, and disseminate the history of Arizona and the West.

ARTICLE III HEADQUARTERS

SECTION 1 Location of Headquarters

The Society serves the entire State of Arizona, with facilities located across the state. Administrative functions may be located as needed by the Executive Director.

ARTICLE IV MEMBERSHIP

SECTION 1 Membership Obligations

Membership in the Society shall be open to any individual, affiliate, or certified museum by submission of an application for membership, together with the annual dues. An affiliate is any organization that may partner with AHS outside the Certified Museum program.

SECTION 2 Memberships within Chapter Geographical Areas

Members residing within the geographical area of a Chapter shall be assigned membership in the Chapter unless specifying otherwise. Five (5) chapters have been established by the Board in accordance with State statutes:

- 1) Central Arizona Chapter which includes all of Maricopa County.
- 2) Northern Arizona Chapter which includes Coconino and Yavapai Counties.
- 3) Rio Colorado Chapter which includes La Paz, Yuma and Mohave Counties.
- 4) Southern Arizona Chapter which includes Cochise, Pima, Pinal, and Santa Cruz Counties.
- 5) Eastern Arizona Chapter which includes Gila, Graham, Greenlee, Apache and Navajo Counties

SECTION 3 Affiliate and Certified Memberships

Any historical organization, having objectives similar to those of the Society, or a local history museum, is eligible for membership in the Society as **an affiliate or certified museum** upon the approval of a majority of voting members of the Board present at any regular meeting. See Policies- Outreach Committee regarding application process.

SECTION 4 Membership Status for Officers

The privilege of holding office shall be open to any Board member who holds General Membership status or higher, and remains in good standing with the Society.

SECTION 5 Membership Voting Privileges

The privilege of voting shall be open to members in good standing on the basis of one vote for each membership, regardless of category.

ARTICLE V DUES

SECTION 1 Amounts

Dues for membership categories shall be determined by staff and approved the Board. All dues are payable annually.

ARTICLE VI DIRECTORS

SECTION 1 Appointments

A. Effective July 10, 2015, as provided by [A.R.S. § 41-821](#), all members of the Board are appointed by the Governor through the office of Boards and Commissions. The term of service is four years.

B. Members of the Board are appointed by the Governor based upon the following representation

1. One member from each County in Arizona
2. One member nominated by each Chapter
3. Five members appointed at large

SECTION 2 Relationship to Executive Director

A. The Board shall select and appoint or remove the Executive Director of the Society who will be responsible for implementing Board policies, the daily administration and operation of all Divisions, and functions of the Society in accordance with State statutes, rules, and regulations.

B. The Board shall make recommendations to the appropriate officer of the Arizona Department of Administration regarding the

compensation or job classification of the Executive Director.

C. The Executive Director is an ex-officio non-voting member of the Board and the Executive Committee.

D. The performance of the Executive Director shall be reviewed annually by the Executive Committee.

SECTION 3 Code of Ethics

All members of the Board shall comply with the [Arizona Historical Society Code of Ethics](#), State of Arizona regulations, and State Oath of Office as administered by Arizona Boards and Commissions.

ARTICLE VII OFFICERS

SECTION 1 Number of Officers

The officers of the Society shall consist of a President, Vice-President, Secretary, and Treasurer elected by the members of the Arizona Historical Society at the Annual Meeting.

SECTION 2 Duties of President

The President shall preside at all meetings of the Society, shall act as Chairman of the Board, and shall be the primary representative of the Board for all purposes. He/she shall perform such duties as normally pertain to the office.

SECTION 3 Duties of Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President.

SECTION 4 Duties of Secretary

The Secretary shall cooperate with the Society's Recording Secretary in the development and maintenance of Society Board records.

SECTION 5 Duties of Treasurer

The Treasurer shall monitor the [disbursement of non-appropriated funds and budget balances](#) by the Society Administrative staff in accordance with Arizona Revised Statutes and fiscal rules.

SECTION 6 Officer Term Limits

All officers shall serve for one-year terms, provided that all officers can be re-elected for two additional one-year terms to the same office. An individual who has served three (3) consecutive one-year terms immediately preceding the annual election as President, Vice-President, Secretary or Treasurer shall not be eligible to serve further in that position until two years have elapsed from the expiration of the third term as President, Vice President, Secretary, or Treasurer.

SECTION 7 Officer Vacancies

If a vacancy occurs, the Board shall be notified immediately. The Board shall nominate and elect a member of the Board to fill this officer's position until the next special or general meeting of Members.

ARTICLE VIII POLICIES

SECTION 1 Enactment of Policies

In order to perform the duties charged to the Society, the Board may adopt policies which may be amended by the Board at any scheduled meeting, provided such policies have been mailed to the members of the Board no less than ten (10) days prior to the meeting date.

ARTICLE IX COMMITTEES

SECTION 1 Composition of Standing Committees

The President shall appoint board members to serve as chair of each established Committee at the next regular Board meeting following the Board of Directors meeting held in conjunction with the Annual Meeting of the Arizona Historical Society, or in the case of a vacancy, replace the chair. The chair shall appoint, with the concurrence of the President, the remaining members of the Committee. **See the Board Policy Manual for Committee responsibilities.** The Standing Committees shall be:

- A. Executive Committee
- B. Library, Archives and Collections Committee
- C. Community Outreach
- D. Finance Committee
- E. Governance and Policy Committee

- F. Nominating Committee
- G. Property and Building Committee

SECTION 2 Ad-Hoc Committees

The President may appoint members and non-members to serve on Ad-hoc Committees as deemed necessary.

SECTION 3 Appointment of Non-Board Members

Persons other than members of the Board may serve as voting members on Committees, but such persons shall be members of the Society and shall be appointed by the President. Staff representatives designated by the Executive Director may serve as non-voting members on Committees.

SECTION 4 President's Representation

The President shall be an ex-officio, non-voting member of all committees and shall serve as Chair and voting member of the Executive Committee.

ARTICLE X MEETINGS

SECTION 1 Membership Annual Meeting

A. The Annual Meeting of the membership of the Society shall be held in Arizona in **September** of each year or at such other date as may be fixed by the Board and notice provided to the membership.

B Notice of the date, time, place and agenda of the Annual Meeting shall be posted to the website thirty (30) days prior to the Annual Meeting.

C. Those members present in person or virtually shall constitute a quorum. Those members present at the Annual Meeting shall be eligible to vote. **See the Board Policy Manual for voting procedures.**

SECTION 2 Board of Directors Meetings

A. The Board shall conduct at least four meetings during each year and shall have the authority to designate a meeting place anywhere within the State of Arizona.

B. Meetings of the Board may be called by the President or and five (5) members of the Board. Notice of the date, time, place, and agenda must be mailed to all Board members

SECTION 3 Open Meeting Law Obligations

With the exception of personnel and certain legal matters, all AHS Board and Committee meetings are public and subject to Arizona Open Meeting Law. Notice of meetings of the Board and its Committees shall be posted online and conducted according to current AHS bylaws and Arizona Open Meeting Law.

SECTION 4 Parliamentary Procedures

The President may appoint a Parliamentarian annually. Unless otherwise stated in the Bylaws or waived by the majority of the Board in which a quorum is present, Robert's Rules of Order Newly Revised shall be observed on the rules of procedure for all meetings of the Society and its Committees.

SECTION 5 Quorums

A. A majority of the Executive Committee shall constitute a quorum.

B. A majority of serving members of the Board, or of individuals serving on any committee shall constitute a quorum.

SECTION 7 Use of Electronic Communication

A meeting of the Board or of any Board Committee may be held by electronic communication, video conferencing, teleconferencing, or any other available technology that allows simultaneous communication where all participants are able to hear and participate in the meeting. Participation at a meeting by a person by any of these means constitutes presence in person at such meeting for all purposes.

ARTICLE XI CHAPTERS

SECTION 1 Establishment of Chapters

Upon written petition of ten (10) or more members of the Society residing in any city, town, county or other historically contiguous locality within the State of Arizona, the Society Board may, on such terms and conditions as agreed upon, grant a charter for the organization and operation of a chapter of the Arizona Historical Society. Charters may be granted on the basis of historical interest as well as geographical area.

Section 2 Powers and Responsibilities of Chapters

See the Board Policy Manual for Charter roles, responsibilities and relationship to AHS Board.

**ARTICLE XII
AMENDMENT OF BYLAWS**

SECTION 1 Proposed Amendments by the Board

The Bylaws of the Arizona Historical Society may be revised or amended by a majority of the members present at any scheduled meeting of the Board of Directors at which a quorum is present, provided the proposed revisions or amendments have been shall be posted online and in prominent locations in all AHS museums and emailed to the full membership of the Board no less than thirty (30) days prior to the meeting date.

SECTION 2 Proposed Amendments by General Membership

A petitioning group composed of not less than five (5) percent of the membership of the Society may propose an amendment to the bylaws or new bylaws for the Society. Any such proposed amendment or new bylaws shall be filed in written form with the Executive Director at least sixty (60) days prior to the Annual Meeting of the Society and shall be posted online and in prominent locations in all AHS museums and emailed least thirty (30) days prior to the Annual Meeting.

**ARTICLE XIII
DISSOLUTION**

SECTION 1 Assets in the Event of Dissolution

In the event of dissolution or cessation of the Society, all assets remaining after payment of outstanding liabilities shall be remanded to the State of Arizona.

Current history of revisions:

Revised Article IV, Section 6 – August 12, 2005

Revised Article IX, Section 10 – June 9, 2006

Amended Article VI, Section 3 C – September 25, 2009 (extending term for someone to serve at President for two years)

Amended Article IV, Section 3 – August 3, 2012 (create Eastern Arizona Chapter)

Amended Article II: Purpose (Section 1); Article VI: Representation (Section 2): Elections & Appointments (Section 3); Relationship to Executive Director (Section 4); Oath of Office signature line (Section 6); Article IX: Executive Committee (Section 5); Article X: Membership Annual Meeting (Section 1): Open Meeting Law Obligations (Section 3); Article XI: Powers and Responsibilities of Chapters (Section 2) – January 11, 2013

Amended Article I Section 1: Name of Organization; Article I Section 2: Legal Authority; Article I Section 3: Governance and Management; Article IV Section 5: Affiliate Memberships; Article IX Section 10: Community Outreach – May 18, 2013

Amended Article VI, Sections 2, subsection A, B, D; Article VII, Section 5; Amended Article A, eliminated B, D,E,F, G and I; Amended Article XI, Section 5 – March 11, 2016.

Amended Article VII Section 6: Officer term limits and quorums; Article X, Sections 1 and 5 – November 12, 2018.

Added Section 7 to Article X to allow participation in meetings by electronic means – April 12, 2019.

Revised for consistency with Board Policy Manual, to reflect agency restructuring and Board actions taken 2020-2022 to comply with 2013 Sunset Review recommendations (insert date of Board approval)