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July 19, 2016

Bylaws of the Northern Arizona Chapter of the Arizona Historical Society

ARTICLE I – STATEMENT OF PURPOSE

The basic purpose of the Northern Arizona Chapter of the Arizona Historical Society (Chapter) shall be to advance the understanding, appreciation, preservation and restoration of anything of historical value to northern Arizona, and Coconino County as well as any other locale specified by the Arizona Historical Society (AHS) through:

- the discovery, collection, study, preservation, restoration, exhibition and archiving of artifacts and documents related to the founding and continuing evolution of northern Arizona;
- the promotion of and engagement in the preservation and restoration of structures of historic importance;
- the development and presentation of educational and social programs that highlight significant aspects of northern Arizona's history as a center of life, culture and business of the State of Arizona;
- the researching, drafting and publication of historic or new articles, journals, books or newsletters, and the development and production of audio and/or video recordings that document life in northern Arizona;
- and through cooperation with the Arizona Historical Society to collect and preserve materials of statewide significance so that these materials can be made available to students and scholars, and the general public.

ARTICLE II -- MEMBERSHIP

Membership in the Society shall be open to all interested persons.

ARTICLE III – DUES

The dues charged members of the Chapter shall be determined by the Board of Directors of AHS. All dues for membership may be increased or decreased as determined by the AHS Board of Directors. The Board may in the future establish different categories of membership for which fees may be charged.

ARTICLE IV – CHAPTER BOARD OF DIRECTORS

Section 1- Composition: There shall be a Board of Directors consisting of not less than five (5) and not more than twenty ((20) members. All Directors must be members of the Arizona Historical Society.

Section 2- Nomination of Directors: Nominations presented by Chapter members must be given in written form to the Chapter Nominations Committee, along with biographical information, fifteen (15) days prior to the annual membership meeting. Board members serving as Directors need only indicate to the nomination committee that they are seeking an additional term ten (10) days prior to the annual membership meeting, approved by a majority of the votes received by mail, electronically or in person.

Section 3- Terms: Board members elected for the first time shall each serve a term of one (1) year. Thereafter they may be elected to serve two (2) additional three-year terms.

Section 4- Director Appointment by the Board: The Chapter Board may appoint a Society member to replace a Director who is deceased, who has resigned, or who has been removed by the Board.

Section 5- Nomination and Appointment of Members: Members seeking appointment to the Board of Directors must first be referred to the Chapter Nominating Committee. The Nominating Committee must make their recommendation to the full Board ten (10) days prior to the next scheduled Board meeting. A copy of the recommendation shall be sent to the individual seeking appointment at the same time it is delivered to the Board of Directors. Directors appointed by the Board for a first term, and serving less than six (6) months of that term must stand for election for a first-year term at the next annual meeting of the members. Directors appointed and serving more than six (6) months are eligible for election to a three-year term in accordance with Section 3.

Section 6- Leave of Absence: The President shall have the power to grant a leave of absence to any member of the Board of Directors subject to confirmation by the Board.

Section 7- Director Review or Replacement: In the event of the demise, resignation, or three consecutive unexcused absences of any member of the Board of Directors, (with the exception of an approved leave of absence), the Board of Directors may appoint a successor in the manner directed by Section 4 of this Article, to serve until the next Annual Meeting election.

Section 9- 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 Northern Arizona Chapter of the Arizona Historical Society and shall henceforth be recognized as such. Emeritus Directors shall not be counted as members of the Board for purposes of voting, quorum, absence or number of Directors, but shall be entitled to all other privileges extended to a member of the Board.

ARTICLE V – OFFICERS

Section 1- Officers: The Officers shall consist of a President, a Vice President, Secretary, and Treasurer elected by the Board of Directors from among its members on the day of the annual meeting and shall take office immediately following the meeting. The terms of each office shall be one (1) year, unless re-elected for a new term by the Board of Directors.

Section 2- Duties of Officers: The President shall preside at all meetings of the members and of the Board of Directors. The President may appoint special committees from the membership to carry out the duties assigned to them and to receive their reports. The President shall serve as chairman of the Executive Committee. The Vice President shall, at the request of the President or in the President's absence, assume the duties and shall possess and exercise the powers of the President. The Secretary shall attend, record, and publish the minutes of all meetings of the Board of Trustees. The Treasurer shall have access to all funds of the Chapter. This does not include those funds belonging to the Arizona Historical Society. The Treasurer shall disburse them as required by the Board of Directors. The Treasurer shall maintain records and shall cause to be prepared such financial reports and as are required by law. The Treasurer shall also serve as chairperson of the Budget and Finance Committee.

Section 3- Leave of Absence: The President shall have the power to grant a leave of absence to any officer or member of the Board of Directors and to appoint a suitable person to perform the duties of such officer during his/her absence.

Section 4- Unexcused Absences: In the event of the demise, resignation, or three (3) consecutive unexcused absences (or 5 excused absences in one calendar year, September to August) of any member of the Board (with the exception of an approved leave of absence), the President may appoint, with the approval of the Board, a successor to complete the unexpired term. Between Board meetings, the President, with the approval of the Executive Committee, may act on behalf of the Board of Directors as set forth herein. In the event of the incapacity, demise, or resignation of the President, the Vice President shall assume the duties of the President without further action. An excused absence is any absence where the member not attending has notified any officer of the Board prior to the meeting of inability to be present. Unexcused absences are all others.

Section 5- Arizona Historical Society Representative: The Board of Directors shall select those candidates to present to the state for selection to serve on the Board of Directors of the Arizona Historical Society.

ARTICLE VI – COMMITTEES

Section 1- Executive Committee: The Board shall have an Executive Committee consisting of the officers and the two additional members selected by the members of the Board of Directors. The Executive Committee shall have full authority to act as the Board between its regular meetings except that the Executive Committee shall not fill vacancies in their own membership or amend or repeal any section of these Bylaws. A majority of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall be reported to the Board at the next full Board meeting. The Executive Committee shall not reverse, modify, or vacate actions taken by the full Board of Directors.

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

ARTICLE VII – MEETINGS

Section 1- Regular Meetings: The Board of Directors shall hold at least ten (10) regular meetings each year and shall have the authority to designate a meeting place anywhere within Coconino County for the purpose of holding meetings. Fifty (50) percent plus 1 person of the Board shall constitute a quorum.

Section 2- Annual Meeting: The annual meeting of the Board shall be held in September for the purpose of electing Directors to the Board. Notification to the members of the annual meeting must be given no less than five (5) days prior to the meeting.

Section 3- Conduct of Meetings: The open meeting laws of the State of Arizona shall be observed for all meetings including committee meetings.

Section 4- Quorum: The quorum for the annual membership meeting shall be fifty percent (50%) plus 1 person of those present at the meeting.

ARTICLE VIII – ACQUISITIONS STATEMENT

On approval of the Board of Directors the museum may from time to time acquire for its permanent collection documents or objects having historical value. All accessions and de-accessions shall be in compliance with the Arizona Historical Society Collections Policy.

ARTICLE IX – SALE OF GOODS; DONATIONS; PROCEEDS FROM MUSEUM PROGRAMS

The proceeds from the sale of books, crafts, merchandise or other programs and activities conducted by the membership shall be deposited into an account to be used ONLY by and on behalf of the Chapter to advance the purposes and directives as set by the Board.

ARTICLE X – AMENDMENT OF BYLAWS

The Board may amend these Bylaws. Proposed amendments must be mailed (or transmitted electronically) to all Directors or announced at the meeting previous to their consideration. The Bylaws may be amended by a majority vote of the Board present at any regularly noticed meeting and must be approved by AHS.

ARTICLE XI – SUSPENSION OF BYLAWS

These Bylaws may be suspended by a two-thirds (2/3) vote of the Chapter Board of Directors.

APPROVED at a Regular Meeting of the Board of Directors of the Northern Arizona Chapter of the Arizona Historical Society.

President, Board of Directors
Northern Arizona Chapter of the
Arizona Historical Society

Date

APPROVED by the Arizona Historical Society

President, Board of Directors

Date