

BYLAWS
OF THE VERDE HISTORICAL SOCIETY
*** DRAFT 2024.10.15 ***

ARTICLE I
NAME

The name of the organization shall be "The Verde Historical Society," with the office and headquarters in Cottonwood, Arizona, hereinafter referred to as "the Society."

ARTICLE II
PURPOSE

Section 1:

The Purpose of the Society is to preserve and display, for the public benefit, the artifacts and heritage – written, spoken and living – of the Verde Valley.

Section 2:

The Mission of the Society is to conduct museum operations in the building known as Clemenceau Public School, in Cottonwood, Arizona. These operations include the collection, preservation and interpretation of material culture associated with Arizona Territorial and State History and the people who made significant contributions to exploration, settlement and development of the Verde Valley.

Section 3:

The Vision of the Society is to be a repository of the Verde Valley's past, providing access in the present and preservation for future generations.

Section 4:

The Society operates the Clemenceau Heritage Museum, hereinafter referred to as "the Museum," as a public benefit for the Verde Valley community.

ARTICLE III
BOARD OF DIRECTORS

Section 1:

BOARD MEMBERSHIP — The Board of Directors shall consist of at least five (5) and no more than eleven (11) members, elected by and from the Society’s general Membership.

Section 2:

TERMS OF OFFICE — Board Members shall serve two-year terms, with terms staggered so as to provide continuity from year to year.

Section 3:

NOMINATIONS — In the 3rd quarter of each year and with Board of Directors approval, the President of the Society will designate from among current Board Members a Chair of a Nominating Committee, which will consist of at least one additional Board Member and may also include Society Members-at-large. The Nominating Committee will identify enough candidates to ensure a sufficient number of Board Members are seated, and formally nominate those identified Members for election to the Board. None of the Nominating Committee members may be a Board Member eligible for immediate reelection.

Section 4:

ELECTIONS — Ballots shall be sent to all Members of the Society in October, to be returned to the Society by the November Board Meeting. Ballots shall provide the opportunity for “Write-in” candidates in addition to those nominated by the Board. At the November Board meeting, the Nominating Committee will count the ballots and declare the elected Board Members by majority of returned ballots. The elected Board Members will assume their role immediately upon declaration.

Section 5:

OFFICERS — Upon completion of the Board Member election, the new Board of Directors shall select, via a process of their choosing, a President, a Vice-President, a Recording and/or Corresponding

Secretary and a Treasurer from among their number. The new Officers will take office at the Annual Membership meeting of the Society.

Section 6:

APPOINTMENTS — In the event of a Board vacancy, the Board may appoint, via majority vote of all currently seated Board Members, a new Board Member to serve the unexpired term.

Section 7:

VACANCY — In the event of inability or unwillingness of an elected or appointed Board Member to serve, or a violation of the Society’s Code of Ethics, the Board may, via majority vote of all currently seated Board Members, unseat a current Board Member and declare that position to be vacant.

Section 8:

AUTHORITY AND RESPONSIBILITIES — The Board acts to govern the Society on behalf of its general Membership. The Board is responsible for establishing policies necessary to achieve the Purpose, Vision and Mission of the Society. Among its specific duties are:

1. Establish policies for the management of the Society.
2. Approve appointments made by the President of Committee Chairs.
3. Review and act upon the recommendations of all Committees.
4. Review and approve, as appropriate, significant expenditures.
 - The Board may, in its standing orders, delegate to an Officer or Committee Chair the power to make purchases of small or recurring expenses without prior Board approval.
5. Provide all Members with an annual report and financial statement.
6. Oversee the administration and operations of the Museum.

Section 9:

OTHER — All other matters not specifically set out above shall be handled at the discretion of the Board of Directors.

ARTICLE IV
EXECUTIVE OFFICERS

Section 1:

PRESIDENT — The President is the official spokesperson for the Society, and, as President, shall preside at all Board of Director meetings. On behalf of the Board, the President shall provide general supervision over the Society's affairs to execute the policies and strategy set by the Board. The President shall ensure that committees deemed necessary to conduct the business of the Society are properly organized, including the appointment of Committee Chairs. The President shall present to the General Membership an annual report in writing.

Section 2:

VICE PRESIDENT — In the absence, or disability, or at the direction of the President, the Vice President shall exercise the functions of the President. Should the Board of Directors assign other specific responsibilities, the Vice President shall assume the powers to fully discharge those duties.

Section 3:

RECORDING SECRETARY — The Recording Secretary shall be responsible for the records of the Society. The Recording Secretary shall keep the minutes of the Board of Directors meetings, and shall ensure Board decisions are properly recorded and communicated.

CORRESPONDING SECRETARY — In concert with the Public Relations Chair, the Corresponding Secretary shall record and report on the outcome of all public requests to the Board of Directors. The Corresponding Secretary will perform the functions of the Recording Secretary in the absence of the latter, unless another person is designated by the Board.

These Recording and Corresponding Secretary roles may be combined at the discretion of the Board.

Section 4:

TREASURER — The Treasurer shall receive and discharge funds of the Society through one or more bank accounts established in the name of The Historical Society. Any significant and/or extraordinary

disbursements of funds must first be approved by the Board of Directors; the Treasurer may use discretion to pay for small or recurring expenses that support the operations of the Society. The Treasurer will provide a financial report to the Board at each Board Meeting, and special reports when requested by the Board. The Board may require posting of bond. An annual audit shall be performed with additional audits as requested by the Board. The Treasurer is responsible for filing required Federal, State, and County reports. The Treasurer will work in conjunction with the Membership Chair to ensure accurate tracking of Members.

Section 5:

OFFICERS OF THE SOCIETY — Together, the Officers are responsible for the strategic planning and decision-making necessary to support the Society’s mission and goals, for representing the Society at public events and in external partnerships, for ensuring the Society operates within legal and ethical boundaries, and for facilitating effective communication and collaboration with its Members and with the public.

Section 6:

VACANCY — In the event of inability or unwillingness of an Officer to serve, or a violation of the Society’s Code of Ethics, the Board may, via majority vote of all currently seated Board Members, unseat a current Officer and declare that position to be vacant.

Section 7:

If necessary, the Board may appoint or hire from the public to perform such other duties as designated by the Board.

ARTICLE V
OTHER OFFICES

Section 1:

MUSEUM DIRECTOR — A Museum Director may be appointed by the Board of Directors; this person may not be a Member of the Board. The Museum Director is the lead officer of the Museum, and as such is responsible for all financial, operational and archival activities conducted by the Museum, including fundraising, the acquisition and performance of grants, records research, tours and workshops. The Museum Director shall attend all Board meetings and provide regular reports on Museum operations. The Museum Director may participate in Board meeting discussions, but may not vote on any motion before the Board. The Museum Director is also the official spokesperson for the Museum. Persons performing Museum-specific roles, such as the Gift Shop Manager, will report to the Museum Director; persons performing other Museum-related roles, such as the Corresponding Secretary, Archivist and certain Committee Chairs, will have a dual-reporting relationship, to both the Board and the Museum Director. The Museum Director shall act as liaison between the Society Board and the Cottonwood-Oak Creek School District. If, in the judgment of the Board, a paid Museum Director is required, then the selection and salary of such Museum Director shall be the responsibility of the Board of Directors.

Section 2:

ARCHIVIST — The Archivist shall be selected by the Board of Directors; this person may be a Member of the Board. The Archivist shall be responsible for the custody, storage, display, and cataloging of the Society's historical papers, photographs, and artifacts. If, in the judgment of the Board, a paid Archivist is required, then the selection and salary of such Archivist shall be the responsibility of the Board of Directors.

Section 3:

GIFT SHOP MANAGER — The Gift Shop Manager shall be selected by the Board of Directors; this person may be a Member of the Board. The Gift Shop Manager shall be responsible for the operations of the Museum Gift Shop, including inventory management, record-keeping, and custody of funds including transmission of income to the Treasurer on a regular basis. The Gift Shop Manager shall provide oversight of individuals who may operate or assist with the operations of the Gift Shop. The Gift Shop

Manager is primarily responsible for selecting and ordering items to be offered for sale at the Museum, and shall provide regular reports to the Board of income, inventory and operational issues.

Section 4:

COMMITTEE CHAIR — Each Committee Chair leads a designated committee, whether a standing committee or ad hoc committee. The Chair is responsible for achieving the goals/objectives of the designated committee, and may appoint committee members to assist in the effort, subject to approval of the Board of Directors. The Chair will provide updates to the Board as appropriate.

Section 5:

VACANCY — In the event of inability or unwillingness of an Office Holder to serve, or a violation of the Society's Code of Ethics, the Board may, via majority vote of all currently seated Board Members, unseat a current Office Holder and declare that position to be vacant.

Section 6:

If necessary, the Board may appoint or hire from the public to perform such other duties as designated by the Board.

ARTICLE VI
COMMITTEES

The President, in consultation with the Board of Directors, may designate committees as needed and assign each a Committee Chair, who may, in turn, appoint additional committee members with the approval of the Board. Such committees may include the following:

1. MUSEUM COMMITTEE
Under the direction of the Archivist, this standing committee is responsible for the custody, storage, display, and cataloging of the Society's historical papers, photographs, oral histories and artifacts.
2. HISTORIC SITE PRESERVATION COMMITTEE
This committee may lead historic site preservation initiatives and/or participate in initiatives led by other organizations or government agencies.
3. MEMBERSHIP COMMITTEE
This standing committee is responsible for recruiting new Members, soliciting existing Members to renew their memberships, maintaining accurate Member information, and keeping members informed of relevant events and information.
4. FUND RAISING/ FINANCE COMMITTEE
This committee may lead fundraising efforts for identified initiatives.
5. PUBLICATIONS COMMITTEE
This standing committee plans, prepares, publishes and distributes a newsletter on a regular basis.
6. PUBLIC RELATIONS COMMITTEE
This standing committee manages communications with the public at large, including the handling of general questions and requests of the Society and/or Museum as well as general advertising of events and activities.
7. EVENTS COMMITTEE
This committee identifies opportunities for events and activities that may draw favorable community interest in and attention to the Society and/or Museum, presents its recommendations to the Board for approval, and prepares for and manages any approved event.
8. RAILROAD COMMITTEE
This committee manages the railroad diorama that forms a part of the Museum display space, including its maintenance and renovations.

9. BUILDING/MAINTENANCE COMMITTEE

This committee manages issues related to the general offices, display space and infrastructure needed by the Society and/or Museum.

10. VOLUNTEER COMMITTEE

This committee manages issues related to the acquisition, retention, training and scheduling of Society and/or Museum volunteers.

ARTICLE VII
MEMBERSHIP

Section 1:

Any person or group that applies for Society membership, tenders the necessary dues, and demonstrates support of the Society and/or Museum shall become or remain a Society Member.

Section 2:

Each Membership shall be entitled to one vote for or against each issue that comes before the full Membership body for approval.

Section 3:

The Society shall be composed of Members, who are designated per their applied Membership level, with dues set for each level by the Board of Directors. Below are the current Membership levels.

1. Individual
Available to all individuals.
2. Family
Available to all individuals and their immediate family members.
3. Copper Contributor
Available to all individuals who wish to demonstrate a greater level of financial support to the Society.
4. Organization/Business
Available to all clubs, organizations and businesses.
5. Lifetime
Available to all individuals, families, clubs, organizations and businesses; this Membership level requires a one-time-only investment.
6. Volunteer Memberships
Available to new volunteers, this Membership level requires no membership fees for the first year of volunteering.
7. Honorary Memberships
Bestowed at the discretion of the Board, this Membership level requires no membership fees for a designated period of time.

ARTICLE VIII
MEETINGS

Section 1:

The Board of Directors shall meet no fewer than four (4) times each year, and a majority of the Board at any regular or special meeting shall constitute a quorum to transact business.

Section 2:

There shall be an Annual Membership meeting held in the first quarter of each year, scheduled at the discretion of the Board of Directors. At this meeting, the President shall provide an annual report, new Board Members are to be introduced, new Officers are to be installed, significant business items are to be presented and, if required, voted upon by the Members present. Other Membership activities may also be scheduled.

Section 3:

The Board of Directors may also schedule a Special Membership meeting, to conduct business that cannot or should not await the next scheduled Annual Membership meeting. Notice shall be given at least 15 days prior to the scheduled meeting.

Section 4:

A quorum at all Membership meetings shall be at least five (5) current Members present.

Section 5:

All Board and Membership meetings will be conducted by parliamentary procedures such as Robert's Rules of Order, with the presiding officer of the meeting empowered to relax the procedures as warranted to facilitate the progress of the meeting.

ARTICLE IX
DISSOLUTION

The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Society. Upon dissolution of the Society, all assets shall be offered to one or more regularly organized and qualified historical, charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE X
INDEMNIFICATION

The Board of Directors, in its sole discretion, may determine whether to indemnify an Officer, Employee, Volunteer or Member of the Society.

ARTICLE XI
AMENDMENTS

These Bylaws may be amended by a majority vote of those Members present at any Annual or Special Membership meeting, provided that notice of proposed changes has been communicated to all Society Members in an appropriately practical manner at least 15 days prior to the subject meeting. No amendment shall be presented to the general Membership until it has been first presented to the Board of Directors for review and presentation.