

**ORO VALLEY HISTORICAL SOCIETY
BYLAWS**

ARTICLE 1: Name, Mission and 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.

The Oro Valley Historical Society is an incorporated nonprofit 501(c)(3) organization that will support the Town of Oro Valley Historic Preservation Commission.

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

ARTICLE 2: Membership, Meetings and Quorum

Section 1: Annual membership in the Society may be obtained in one of the following classifications: Individual, Family, Student, Corporation, Institutional, and Honorary Life Memberships are also available.

Honorary Life Memberships may be given to individuals for unusual contribution to the Society and/or the Community. Recommendations may be given by other members but decisions as to awarding a Honorary Life Memberships shall remain with the Board of Directors.

Section 2: Membership dues. Membership in the corporation will be contingent upon completion of the membership data form and payment of annual dues: Adults 18 years and over \$15.00, children under 18 years \$5.00, family including children under 18 years \$25.00, student \$5.00, Corporation and Institutional \$75.00. Individual and family life memberships are available at \$200. Honorary members will be exempt from payment of dues.

Section 3: Meetings. The annual meeting of the general membership shall be held in Oro Valley in March of each year as scheduled by the Board of Directors. Election of the Corporation Officers and the Board of Directors shall be held at this meeting.

Regular meetings shall be held as determined by the Board of Directors but there shall be a minimum of four (4) meetings held each year.

Special meetings may called by the President.

All members shall be notified of the date, time and place of each annual, regular and special meeting at least ten (10) days but not more than sixty (60) days before the meeting date.

All meetings of the general membership shall be conducted in accordance with Roberts Rules of Order.

Section 4: Voting rights. Each member in good standing shall be entitled to one vote on each matter submitted for a vote. Any member whose payment of dues is in arrear for 60 days shall not be in good standing. Each family membership shall be entitled to a maximum of two votes. Honorary or Life member shall be entitled to one vote. A Corporation or an Institutional membership shall be entitled to one vote.

Voting in absentia by U.S. mail or by proxy shall be allowed.

Section 5: Quorum

A quorum shall consist of at least one half of the general membership. Election of officers shall be based upon a quorum. If a quorum does not participate in the election, the Board of Directors may declare a winner based upon the votes cast. At meetings of the Board of Directors, a majority of the Directors must be present to constitute a quor

ARTICLE 3: Board of Directors.

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

Each Board member shall not have his dues in arrear as stated in Article 2, section 4. Any Board member who is absent from three (3) consecutive meetings of the Board or four (4) of the regularly 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 nine (9) members nor less than five (5) except the three Incorporators shall serve as Directors until the first annual meeting of the general membership which will be held on March 2006 at which time new Directors shall be added to the Board.

Section 3: Terms. The term of office for individual Directors shall be three (3) years except Incorporating Directors shall serve from the official date of incorporation to March 2008. Board members elected in March 2006 shall serve for three consecutive years. A Director may serve no more than two (2) consecutive terms unless at such time, if there are no replacements, subject Director may elect to serve an additional term with the concurrence of the majority of the Board of Director.

Section 4: Meetings of the Board. An annual meeting of the Board shall be held in Oro Valley in March of each year. Other meetings may be held at the call of the President or at the call of a quorum of Board members at any time as long as reasonable advance notice is given. All meetings of the Board shall be conducted in accordance with Roberts Rules of Order.

Section 5: Vacancy. Vacancies in the Board shall be filled by a majority vote of the Directors. The elected person shall serve for the duration of the time of the un-expired term.

Section 6: Board Member Removal. Any director may be removed at any time by a majority vote of the Board at any Board meeting.

Section 7: Compensation. No member of the Board of Directors shall receive any compensation for any services to the Society.

ARTICLE 4: Nominations and Elections.

Section 1: Nominating Committee. A Nominating Committee of five members shall be appointed by the Board of Directors at least 60 days prior to the March annual meeting.

Section 2: Committee Report. The Nominating Committee shall provide information about the candidates to the membership at least two weeks prior to the election. Additional nominations may also be made from the floor at this meeting.

Section 3: Election. The Board of Directors shall be elected in accordance with Article 2, Section 5. They will assume their duties after installation at the March Annual Meeting.

ARTICLE 5: Officers.

Section 1: The officers of the Society shall be a 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.

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.

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 adequate financial records. The Treasurer shall deposit all moneys received with a reliable banking company in the name of the Oro Valley Historical Society. Moneys shall be paid by numbered checks signed by the Treasurer and one Board member after approval by the Board of Directors. The Treasurer shall collect dues and shall render an annual report and periodic ones as needed.

ARTICLE 6: Amendments

These By-Laws may be amended by a majority vote of the members. If a quorum does not participate in the voting, the Board may declare the results as being for or against the proposed amendments based upon the votes cast. Copies of the proposed amendments shall be distributed to members one month prior to voting.

ARTICLE 7: Fiscal Year

The Fiscal year of the Oro Valley Historical Society shall begin on January 1st and end on December 31st of the same year.

December 31, 2005 shall be considered as the end of the first 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 which require approval of the Board. Committee expenditure 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/ Treasurer.

Section 3: Standing Committees. The Board of Directors shall determine the need for Standing Committees. Membership to standing committees shall be appointed annually. Standing Committees shall be responsible for fulfilling responsibilities as assigned by the Board. Committee Chairs shall be elected by the committee members. Minutes shall be kept for all Standing Committee meetings. Periodic status reports shall be submitted to the Board.

Section 4: Ad Hoc Committees. The Board of Directors may appoint Ad Hoc Committees to perform certain specified tasks or studying certain issues. Ad Hoc Committees shall report to the Board of Directors and make written reports of their findings and recommendations.

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 or 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 is to be adopted and maintained as part of the operation regulations of the Oro Valley Historical Society. The policy is to be adopted by a majority of the Board of Directors and signed by all of the Society officers.

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 the 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 July 12, 2005 by:

James D. Kriegh, President

Richard H. Eggerding, Vice President

Patricia M. Spoerl, Secretary/Treasurer