

The Colorado River Historical Society, Inc.
Amended Bylaws
Approved October 12, 2020

ARTICLE I. NAME OF ORGANIZATION

Section 1

The name of this Corporation shall be The Colorado River Historical Society, Inc.

ARTICLE II. CORPORATE PURPOSE

Section 1

Nonprofit Purpose. This Corporation is organized and operated exclusively for religious, charitable, scientific, and educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and which adheres to other requirements for nonprofit organizations under section 501(c)(3) of the Internal Revenue Code.

Nonprofit Mission. The mission of The Colorado River Historical Society shall be to operate a museum to promote interest and knowledge concerning the history of the Lower Colorado River area, most specifically the Tri-state area.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1

A. Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than one-tenth of the members having voting rights.

B. Annual Meetings. An annual meeting of the members shall be held at the Colorado River Museum building, 1239 Highway 95, Bullhead City, Arizona, on the second Monday of November of each year, for the purpose of electing Directors from the slate of candidates selected by the Nominating Committee, and for the transaction of such other business that may come before the meeting. If the election of the Directors is not held on the day designated, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as it is convenient.

Section 2

Place of Meetings. The Board of Directors may designate any place within, or without the State of Arizona, for any annual or special meetings of the membership called by the Board of Directors.

Section 3

Notice of Meeting. Dates of annual meetings of members will be sent to all members by U. S. mail or electronic means.

Section 4

Quorum. In a meeting of the members, a quorum shall consist of the number present in good standing.

Section 5

Voting. All issues to be voted on shall be decided by simple majority of those qualified members present at the meeting in which the vote takes place. Each historical society membership shall be entitled to one (1) vote. Voting by proxy shall not be allowed.

ARTICLE IV. BOARD OF DIRECTORS

Section 1

General Powers. The affairs and property of the Corporation shall be managed by its Board of Directors.

Section 2

Number, Tenure and Qualifications. The number of Directors will be nine (9). Each Director shall hold office for three years and/or until the Director's successor shall have been elected and qualified. The terms of the Directors shall be staggered with three Directors elected each year. Board members need not be Arizona residents but must be Corporation members. Each member of the Board of Directors shall not miss three (3) consecutive regular meetings of the Board of Directors per year, without such absences being excused by vote of the Board of Directors.

Section 3

A. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice other than by this Bylaw, at the museum the second Monday of each month, at 10:00 a.m., October through May.

B. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board.

C. Annual Meetings. A regular meeting of the Board of Directors shall be held without notice other than by this Bylaw, immediately after and at the same place as the annual meeting of the members.

Section 4

Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance of the meeting by electronic means or by written notice. When mailed to each Director at the Director's address as shown by the records of the Corporation, such notice shall be deemed to be delivered when posted in the U. S. mail in a stamped, sealed envelope so addressed. If notice be given by electronic means, such notice will be delivered when the message is received by the member or their agent. Any Director can waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the Bylaws.

Section 5

Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If there is less than a majority of Directors present or participating by telephonic or electronic means at a meeting, the Directors present may adjourn the meeting without further notice.

Section 6

Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by these Bylaws.

Section 7

Vacancies. Any vacancies occurring in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting. A Director elected to fill a vacancy shall be elected for the unfinished term of the Director's predecessor in office.

Section 8

Compensation. Directors as such shall not receive payment for their services. A Director may serve the Corporation in any other capacity, other than as an employee of the Corporation, and receive compensation provided that such compensation does not represent the Director's sole income, or a material part of the Director's income derived from the service provided.

Section 9

Forfeiture. Any member of the Board of Directors who fails to fulfill any of the Director's requirements as set forth in Section 2 of this Article shall automatically forfeit said Director's seat on the Board. The Secretary shall notify the Director in writing that said Director's seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to the procedure outlined in Section 10 of this Article in these Bylaws.

Section 10

Removal of Director. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of two-thirds of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these Bylaws automatically forfeit their position on

the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 10 of this Article.

ARTICLE V. OFFICERS

Section 1

Officers. The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer and other officers that may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other officers as it deems desirable. Such officers will have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2

Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at their regular November meeting. If the election of the officers is not held at such meeting, the election shall be held as soon thereafter as convenient. New offices can be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor is elected and qualified.

Section 3

Removal of Officer. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a two-thirds vote whenever in its judgment the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any of the officer so removed.

Section 4

Vacancies. A vacancy in any office may be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting of the Board of Directors. A Director elected to fill an office vacancy shall be elected for the unfinished term of the Director's predecessor in office.

Section 5

President. The President will be the principle executive officer of the Corporation and in general will supervise and control all of the members of the Board of Directors. The President can be the chairperson for standing committees. The President may sign with the Secretary or any

other proper officer of the Corporation any deeds, mortgages, bonds, contracts requiring board approval, or other instruments which the Board of Directors have authorized to be executed except in cases where the signing or execution shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President, and other such duties as may be prescribed by the Board of Directors.

Section 6

Vice-President.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of the President and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties that may be assigned to him by the President or by the Board of Directors.

Section 7

Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books, or files provided for that purpose and see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law. In general, the Secretary will perform all duties incident to the office of the Secretary and such other duties assigned to the office by the President or the Board of Directors.

Section 8

Treasurer. The Treasurer shall have charge, custody of and be responsible for all of the funds and securities of the Corporation, receive and give receipt for monies due and payable to the Corporation from any source, and deposit all monies in the name of the Corporation in banks, trust companies or other depositories selected by the Board of Directors. The Treasurer will perform all of the duties that may be assigned to the Treasurer by the President or the Board of Directors. Each year at a time specified by the Board of Directors, the Treasurer shall provide financial data to the Board for use in formulating a budget for the following year. The accounts of the Treasurer shall be audited annually by a Committee of the Directors, or as otherwise provided by the Board of Directors.

ARTICLE VI. STANDING COMMITTEES

Section 1

Appointment of Standing Committees. The President, with the approval of the Board of Directors shall appoint such standing committees as deemed necessary. Such standing committees shall be ongoing, or as otherwise may be provided by the Board of Directors.

Section 2

Responsibilities of Standing Committee. The Board of Directors shall provide each standing committee with a detailed list of its duties and responsibilities.

ARTICLE VII. SPECIAL COMMITTEES

Section 1

Special Committees. Special committees shall be as authorized by the Board of Directors.

ARTICLE VIII. FINANCIAL METHODS

Section 1

Financial Obligations. No financial obligation shall be incurred, other than normally recurring expenses or expenses of a nominal amount, without the approval of the Board of Directors specifically, or by the adoption of a budget allowing such expenditures during the following year.

Section 2

Payment of Bills. No bills shall be paid by any person working for or with the Corporation, other than normally recurring expenses, expenses of a nominal amount, or expenses included in an approved budget, unless paid pursuant to procedures approved by the Board of Directors.

Section 3

Signature Requirements. All checks, drafts, or order for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors as provided to the bank or financial institution. In the absence of such determination, such instruments will be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 4

Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors shall select.

Section 5

Gifts. The Board of Directors may accept on behalf of the Corporation contributions, gifts, bequests, or devices for the general purpose or for any other special purpose of the Corporation. All donations shall solely benefit The Colorado River Historical Society, Inc.

ARTICLE IX. BOOKS AND RECORDS

Section 1

Record Retention. The Corporation will retain the complete books and records of accounts and minutes of proceedings of meetings, including those of the Board of Directors and committees having the authority of the Board of Directors. The Corporation shall keep at its registered or principle office a list giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, the member's agent or attorney, or other member of the public as provided by federal or state law.

ARTICLE X. MEMBERSHIP

Section 1

Eligibility of Membership. Membership is granted to individuals over the age of eighteen after completion and receipt of a membership application and payment of annual dues.

Section 2

Amount of Membership Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members.

Section 3

Dues Payment Date. Dues shall be payable on the anniversary date that the member joined, or by calendar year, as determined by the Board of Directors.

Section 4

Membership Default. When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the period when such dues became payable, the member's Membership is terminated.

Section 5

Complementary Memberships. The Board of Directors may issue complementary memberships as it sees fit. Such members shall not have voting rights.

ARTICLE XI. ORDER OF BUSINESS AT DIRECTORS MEETINGS

Section 1

Order of Business. Unless otherwise provided by the agenda, the order of business at the Directors Meetings and general membership meetings shall be as follows: Call to order, minutes of last meeting, reports of officers, reports of standing and special committees, old business, new business, and adjournment.

ARTICLE XII. AMENDMENTS

Section 1

Articles of Incorporation. The Articles may be amended in any manner by two-thirds majority of the Directors, at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least ten (10) days in advance of such meeting.

Section 2

Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws adopted by a two-thirds majority of the Directors, at any regular meeting or at a special meeting, if at least ten (10) days written notice is given to all Directors of the intention to alter, amend or to adopt new Bylaws at such meeting.

ARTICLE XIII. DISSOLUTION

Section 1

Dissolution of the Corporation. The Corporation will use its funds only to accomplish the objectives and purposes specified in these Bylaws.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Section 1

Roberts Rules of Order. At the Annual Meeting of the Board of Directors the Board shall specify, with particularity, the edition and publisher of the Roberts Rules of Order to be used, which shall remain in effect until changed by the Board at a subsequent meeting.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 10 pages, as the Bylaws of this corporation.

Adopted and approved by the Board of Directors on this _____ day of _____, 2020.

Karole Finkelstein, President

Elsie Needles, Vice-President

Brenda Warneka, Secretary

Carla Lucas, Treasurer

Jeanette Miller, Director

Richard Warneka, Director

Ralph Patterson, Director