

# **GRAND CANYON HISTORICAL SOCIETY, INC.**

## **BY-LAWS**

Approved by the Board on September 11, 2021

### **Article I – Offices and Corporate Seal**

1. **PRINCIPAL OFFICE:** The corporation's principal office shall be at the home or office of the current elected secretary.
2. **OTHER OFFICES:** The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the Board of Directors.
3. **CORPORATE SEAL:** A corporate seal shall not be requisite to the validity of any instrument. Nevertheless, the corporation may adopt such seal as the Board of Directors may designate.

### **Article II – Membership**

1. Membership in the corporation is open to any person interested in the historical, educational, and/or charitable purposes of this corporation. Application for membership shall be made through the Secretary of the corporation, or through the corporation website, and will include a nominal fee as established by the Board of Directors on an annual basis using the standard calendar with dues payable on the first of January of the current year. The Board may also establish different membership classes, a prorated dues schedule, and other details as it deems appropriate.
2. The Board may terminate a membership in accordance with GCHS Procedure 2.1.

### **Article III – Meetings**

1. **Annual Meeting:** An annual meeting of the Board of Directors and the members of this corporation shall be held during the month of January each year. The exact date and location of this meeting (within the State of Arizona) shall be determined by the Board at the prior year's annual meeting. The agenda for the annual meeting shall follow the guidelines provided in GCHS Policy 3.2.
2. **Other Meetings:** Additional meetings may be scheduled throughout the year as business needs dictate. The dates and locations of additional meetings for the upcoming year shall be determined by the board during the annual meeting. After this initial scheduling, the dates and locations may be changed if circumstances dictate.
3. All members of this corporation shall be invited to all in-person and virtual meetings, with the exception of specially organized telephone meetings (see #7 below). Meeting notifications shall be communicated through the published newsletter, or by way of e-mail or postal notification as determined by the Board of Directors. Note: Failure to deliver such notice shall not affect the validity of the annual meeting or the business that was conducted during the meeting.

4. A quorum of the Board of Directors must be present at each meeting in order for business to be conducted at that meeting. A quorum shall consist of at least half of the current Board members. If a quorum is not present, the meeting shall be rescheduled. A quorum cannot be established by proxy.
5. Minutes of each meeting shall be kept by the Secretary or the Secretary's designate, and shall be published to the Board within 2 weeks of the meeting.
6. All meetings shall follow Robert's Rules of Order. Refer to GCHS Policy 3.6 – Robert's Rules of Order Summary. Roberts Rules of Order may be suspended during any meeting by a motion, second, and 2/3 vote of the board members present.
7. Other meetings may be conducted by telephone or video conference, provided that the Board has the technical resources to ensure participation by all Board members who wish to attend. Meetings or Board decisions may not be conducted by e-mail.
8. Executive Session: The Board may enter into Executive Session during any Board Meeting to discuss sensitive or confidential topics, or in matters related to board or membership personnel.
  - a. Any board member may move to enter into Executive Session. If the motion is made and seconded, a vote will be taken, and the session will commence following a simple majority vote of the board. Only currently serving Board members are permitted to participate in Executive Session. All others will be excused from the proceedings.
  - b. Matters discussed in Executive Session are confidential and may not be discussed or divulged to anyone outside of the session.
  - c. The minutes of an Executive Session must be read and acted upon only in Executive Session. Decisions made in Executive Session may be included in general meeting minutes, but not any debate or discussion leading to those decisions.
9. Requirements of Email Voting
  - 1.) The request for consent must be formal, clear and complete. The directors cannot simply be asked, "does everyone agree". There must be a formal proposal upon which the directors are being asked to vote.
  - 2.) There must be a prudent and careful course of action in circulating a formal consent.
    - a. Clear and complete formal consent sent out
    - b. Designated timeframe for response
    - c. Designated person responsible for counting and verifying the vote
  - 3.) There must be a response from all directors.
  - 4.) The vote, to be approved, must be unanimous
    - a. Failure of a unanimous vote is not a resolution. The question still remains open and must be resolved through a meeting where *robust discussion and interchange* of ideas can occur.
    - b. The requirement of unanimous consent precludes the possibility of stifling or ignoring opposing argument. A (single) director opposed to an action or uncertain about the desirability of that action may compel the holding of a directors' meeting to discuss the matter simply by withholding consent.
  - 5.) The vote by each director must be clear and absolute. "I guess so" or "OK by me" are not acceptable votes.
  - 6.) A record must be properly retained with the organization's minutes.

#### **Article IV – Directors**

1. The Board of Directors of the Corporation, hereafter referred in this document as "the Board," and/or "Board member," shall consist of not less than three (3) nor more than fifteen (15) persons, all of whom shall be members of the corporation, and who shall be elected by the members. A total of one third (not to exceed 5) of the Board members shall be elected annually prior to the annual meeting for a term

of three (3) years. Board members are eligible to serve two (2) consecutive terms and will not again be eligible for election until one year has passed from their last term of office. Board terms begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

2. The purpose of the Board shall be to conduct all business and other related activities of the GCHS, including but not necessarily limited to: collection of membership dues, paying of bills, scheduling of corporation meetings, conducting corporation elections, organizing outings and other activities, managing the oral history program, organizing and executing GCHS History Symposia, and any other activity related to the GCHS.
3. At any meeting of the Board, each member present shall be entitled to one vote on any matter properly brought before the meeting. Proxy voting by Board members is not permitted.
4. In the case of any vacancy existing on the Board through death, resignation, disqualification, or other cause, the remaining Board members, by affirmative vote of a majority thereof, may elect a successor to hold office for the remainder of the current year. If the Board decides to fill the vacancy, it may do so as early as the next Board meeting following the vacancy. A successor to complete the replaced member's term, if applicable, shall be nominated and voted on by the general membership during the annual election of new board members at the end of the year. Such nominations shall be in addition to the maximum five Board positions elected annually as cited in #1 above.
5. For purposes of clarity and identification, the 15 board positions shall be identified as follows:
  - a. Board positions elected in 2019 and every three years thereafter shall be designated as Board positions 1, 2, 3, 4, and 5.
  - b. Board positions elected in 2020 and every three years thereafter shall be designated as Board positions 6, 7, 8, 9, and 10.
  - c. Board positions elected in 2021 and every three years thereafter shall be designated as Board positions 11, 12, 13, 14, and 15.
6. The Board may create an Executive Committee (EC) to deal with routine business decisions that are required between board meetings.
  - a. The EC, if authorized by the Board, shall consist of the four officers – president, vice president, secretary, and treasurer – plus a member-at-large selected from the remaining Board members, and voted on by the Board
  - b. The EC may be authorized at any regularly scheduled board meeting, and shall serve for the remainder of the calendar year in which it was authorized, provided it is not disbanded by the Board before the end of that calendar year. If the Board chooses to re-authorize the EC after the end of the calendar year, it may do so at any regularly scheduled board meeting.
  - c. The EC must follow all established GCHS bylaws and policies, and shall document all decisions and actions and shall communicate those decisions and actions in writing to the Board within two weeks.
  - d. Any Board member may serve as the member-at-large on the EC. If more than one Board member wishes to serve in this capacity, the Board shall hold a vote to select the member-at-large. The methodology for holding this vote (voice vote, hand vote, secret ballot, etc) may be established at the Board meeting in which the member-at-large is selected.

## **Article V – Officers**

1. The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the members of the Board at the annual meeting of the corporation in January. The Board may create other officers, advisory positions, and committees as it shall deem necessary. Such positions shall have such authority and shall perform such duties as from time to time may be described by the Board.

2. The President shall preside at all meetings of the members and of the Board. The President may sign and execute all authorized contracts, checks, and other instruments or obligations in the name of the Corporation. The President may call special meetings of the Board whenever he/she shall deem it proper to do so, or whenever requested by a majority of the Board.
3. The Vice President shall have such powers and shall perform such duties as may be assigned to him/her by the Board and as may be delegated by the President. The Vice President shall possess the power and may perform the duties of the President in his/her absence or disability, unless otherwise prescribed by the Board.
4. The Secretary shall keep a record in due form of the proceedings of the annual meeting, Board meetings, and also meetings of all committees that may be appointed by the Board. He/she shall attend to the giving and servicing of all notices of the corporation. All books, papers, and correspondence shall be kept at the office of the Corporation and all, except those placed in the custody of the Treasurer, shall be in the charge of the Secretary and at all times shall be open to the inspection of any Board member. The Secretary, with the President (or Vice President) may sign all contracts or other corporate documents as they may be authorized by the Board, shall affix the Seal of the Corporation, if applicable and appropriate, thereto; and the Secretary shall perform the duties usually pertaining to the office and have other such duties and powers as may be assigned to him/her by the Board.
5. The Treasurer shall deposit all monies received and pay all corporation obligations, and keep records of all such transactions. He shall have general charge of all books, vouchers, and papers belonging to the corporation, except such as are under the charge of the Secretary, and which at all times shall be open to the inspection of any Board member. For additional duties of the Treasurer, see GCHS Policy 5.1 – Financial Protocols.

#### **Article VI – Elections**

1. Elections will be held in the fourth quarter of each year to elect new and continuing Board members. The election process is defined in GCHS Procedure 6.1.
2. The President may select a nominating committee to review potential candidates for eligibility and suitability. The committee shall evaluate all applicants.
3. Any member of the corporation in good standing may run for an open board position.
4. In the case of any vacancy occurring in the past year, the nominating committee shall designate which position is being filled by a specific candidate, specify the length of the term being filled, and clarify that the candidate is eligible, but limited, to two full three-year terms.
5. In case of a vacancy during the year, the Board of Directors may choose to leave the position open or it may name a replacement to serve out the remainder of the year. At the end of the year the position becomes open for election.
6. A board member seeking a second term shall automatically be placed on the ballot.

#### **Article VII – Dissolution**

1. Should it become necessary for the dissolution of the corporation for whatever reason, it will be effected by a majority vote of the Board.

2. Upon dissolution, all records, documents, and other materials collected by the corporation will be transferred by an officer to the Grand Canyon Historical Society, Inc, Collection in Special Collections and Archives in the Cline Library at Northern Arizona University.
3. Upon dissolution, all funds held in any accounts of the corporation shall be transferred by an officer to Northern Arizona University for disposition to the scholarship fund.
4. Upon dissolution, an officer will notify the Arizona Corporation Commission in writing.

### **Article VIII – Repeal, Alteration, or Amendment**

These bylaws may be repealed, altered, amended, or substitute bylaws may be adopted at any time, only by a majority vote of the Board of Directors.