

**The Bisbee Restoration Association and Historical Society, Inc.
37 Main Street / P.O. Box 271, Bisbee, AZ 85603**

BYLAWS

Article I. Name

The name of the corporation is The Bisbee Restoration Association and Historical Society, Inc. [Article of Incorporation Article I]

Article II. Purpose

The purpose of this corporation is aiding in the betterment of the Bisbee community, including but not limited to the restoration of their original state or a facsimile of their original state of the Brewery Gulch area of Bisbee, Arizona., and any other area in the Old Bisbee Mining Camp which are a part of the historical background of the area, to preserve and maintain those sites, and to create an interest in the history of the area among the residents of area and state and nation, and to maintain facilities to disseminate information on the historical significance of the area, promote and develop greater economic and cultural growth of the entire Bisbee district. To further the purposes of this corporation, it shall have the power to acquire real and personal property, to sell, encumber or otherwise dispose of the same, to engage in any business or businesses compatible with the express aims and purposes of the corporation, and to do all things necessary for the success of the restoration of Bisbee, Arizona. [Articles of Incorporation Article IV]

Article III. Members

Section 1. Membership in this corporation shall be open to all law-abiding persons who are interested in Bisbee, its promotion, development and history. [Articles of Incorporation Article V]

Section 2. New members may be admitted to this corporation if they meet the qualifications of Section 1 above, and also by payment of the membership fees, which shall be \$10.00 a year.

Section 3. The membership year is from January 1 to December 31.

Section 4. Membership may be withdrawn by the Board of Directors for failure to pay annual or other dues and assessments or for due cause. Due cause shall be construed to mean use of membership in the association to work for purposes inconsistent with the mission and objectives of The Bisbee Restoration Association and Historical Society, Inc. and any standards that the Board may require.

Article IV. Officers

Section 1. The officers of this corporation shall consist of President, Vice-President, Secretary and Treasurer, and shall be elected at the annual meeting. [Articles of Incorporation Article VI]

Section 2. The officers shall serve without compensation.

Section 3. The duties of the officers are as follows:

a. The President shall:

- (1) Direct and administer the affairs of the association as its executive head and shall supervise all phases of its activities, subject to instructions by the Board
- (2) Serve as the principle spokesperson of the association, with his or her signature required on all correspondence stating the Board's position on issues as authorized by the Board.
- (3) Prepare the agenda and preside at all meetings of the Board.
- (4) See that all orders of the Board are carried out.
- (5) Perform other duties as required by the bylaws and the Board.

b. The Vice-President shall assist the President in carrying out his or her duties. Whenever the President is unable to act, the Vice President shall preside over meetings of the Board and carry out all other duties.

c. The Secretary shall:

- (1) Record true and accurate minutes of all meetings of the Board and shall make them available to each Board member for approval before the next scheduled meeting.
- (2) Provide copies of approved minutes and all correspondence for filing at The Bisbee Restoration Association and Historical Society, Inc., museum. The Secretary can hold original copies of these documents for the current year and the year prior. After that period, original documents will be turned over to The Bisbee Restoration Association and Historical Society, Inc. museum for archiving.
- (3) Maintain an attendance list for meetings of the Board.
- (4) Conduct the correspondence of the association as needed, except as otherwise conducted by others.

d. The Treasurer shall:

- (1) Be responsible for the prompt deposit of all receipts.
- (2) Make payments as necessary or as ordered by the Board
- (3) Maintain an accurate accounting of income and expenditures.
- (4) Give financial reports at Board meetings and present a full financial report at the first meeting following the end of a fiscal year.
- (5) Keep a correct list of the paid memberships of the corporation.
- (6) At the end of each year, the Treasurer shall turn over the books to the Board for review.
- (7) File all taxes (with supervision of a certified public accountant).

Section 4. The officers shall be elected for a term of one year or until their successor is elected, but are eligible for reelection. The term starts on July 1.

Section 5. The officers of this corporation shall be nominated and elected from the floor at the annual meeting. To qualify for an officer of this corporation the member must be in good standing. An officer may be elected by a majority vote.

Article V. Meetings

Section 1. The annual meeting of the membership shall be held on the fourth Monday of June unless otherwise ordered by the Board.

Section 2. Special meetings may be called by the President or by the Board and shall be called upon the written request of nine members of the corporation. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least ten days before the meeting.

Section 3. The quorum shall be nine members.

Article VI. Board of Directors

Section 1. The Board of Directors of this corporation shall consist of the elected officers. The Board of Directors shall govern and direct the general affairs of this corporation. [Articles of Incorporation Article VII]

Section 2. The Board shall hold meetings at least quarterly.

Section 3. The officers of this corporation shall be expected to attend all meetings of the Board, except upon good cause or reasonable excuse. The President shall declare the seat of any officer who misses two consecutive regular meetings vacant, if it is verified that the absences were without prior notification, or unreasonable excuse.

Section 4. Any officer may be removed from office without cause by a two-thirds vote of the Board members at any meeting, provided that (a) the officer in question receive written notice of the intention at least 10 days prior to the meeting, and (b) the intention to consider removal of the officer has been included in the notice of the meeting. No officer shall be removed without having the opportunity to be heard at such meeting.

Section 5. Any officer vacancy due to termination, resignation, or any other reason, shall be filled for the unexpired term by election of another member by the Board.

Section 6. Meetings may be held by teleconference or other electronic means provided the appropriate meeting procedure rules have been adopted in advance.

Article VII. Committees

Section 1. The Board may form the following standing committees as needed:

- a. The Facilities Committee shall be responsible for identifying the maintenance and repair needs of the association's structure at 37 Main Street, Bisbee, Arizona 85603 to ensure its long-term preservation and integrity. The Committee shall regularly inspect the building and report needs and make recommendations to the Board. The committee shall consist of one or more members.
- b. Ways and Means Committee shall be responsible for identifying sources of funding and fundraising activities for the operation, maintenance, and enhancement of the association property. The committee shall present ideas to the Board for approval and will lead the development of approved fundraising activities. The committee shall consist of one or more members.

- c. Publications and Marketing Committee shall maintain and review all association publications, including brochures, newsletters, website, and social media site communications. All printed documents shall be reviewed at least annually for accuracy and quality. The website and social media sites(s) shall be updated as needed to ensure the timely presentation of information and that all dates and information are accurate. A sustained effort shall be made to engage the community in learning and caring about its history. The committee shall consist of one or more members.
- d. The Collections Management Committee shall be responsible for collection management and exhibit development and shall adhere to museum standards and best practices. The committee shall be responsible for reviewing potential acquisitions and de-accessions, proper care and documentation of accessioned items, and regular assessment of preservation and conservation needs. The committee shall provide for and oversee public access to the collections. The committee shall be responsible for maintaining current exhibits and creating new exhibits and may recommend to the Board that a special committee be established for specific exhibits. Proper procedures shall be followed for the removal and return of exhibit items such that the location of each item is known at all times. The committee shall consist of one or more members.

Section 2. Each of standing committees will give a report to the Board at each regular meeting.

Section 3. The formation or dissolution of a standing committee is conducted by a majority vote of the Board.

Section 4. The Board may also form special committees with their duties prescribed, as needed.

Article VIII. Funding

Section 1. The fiscal year will be July 1 through June 30.

Section 2. All funds received by the Bisbee Restoration Association and Historical Society, Inc. shall be expended for the acquisition, restoration, maintenance of the museum property, and collection of artifacts located at 37 Main Street, Bisbee, Arizona.

Section 3. No part of the net earnings, income, property, and acquisition of this association shall ever inure to the benefit of any of its members or other individual, excepting solely such reasonable compensation to non-members that the association shall pay for services actually rendered to the association.

Section 4. All officers shall be authorized to sign checks. Up to one additional member may be authorized to sign checks if so approved by the Board.

Section 5. An audit committee shall review financial records at the end of each fiscal year.

Section 6. In the event of the dissolution of the association-whether by voluntary dissolution or operation of law-all property, assets, and money then on hand, or belonging

to this association, or in which this association is the owner of an interest, shall pass to and vest in the Cochise County Historical Society, Arizona for the benefit of the public.

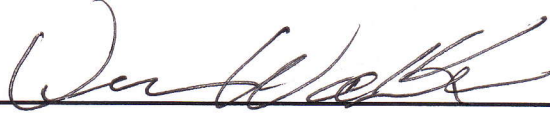
Article IX. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

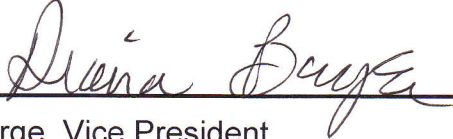
Article X. Amendment of Bylaws

These bylaws may be amended at the annual meeting or any special meeting of the corporation by a two-thirds vote, provided that the amendment has been submitted in writing in the call for the meeting.

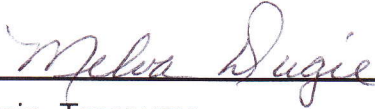
Date Adopted: 23 July 2016




Vernon D. Walker, President



Diana Berge, Vice President



Melva Dugie, Treasurer



Jason Macoviak, Secretary