



Conifer Historical Society
and Museum

EIN 80-0334843

Bylaws

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Article I

Organization and Location

Section 1.0 – Organization and Location

The Conifer Historical Society and Museum is a 501(c)(3) nonprofit Corporation with its principal offices in the community of Conifer in Jefferson County, Colorado.

Article II

Purpose

Section 2.0 – Purpose

The Corporation's purposes are as set forth in its Articles of Incorporation, which were approved by the Board of Directors on January 23, 2009. The general purpose shall be to share the region's legacy by collecting, preserving and exhibiting historical and cultural materials and providing public access to services, collections, exhibits and a research library.

Article III

Management

Section 3.0 – Management

The management of this Corporation shall be vested in a Board of Directors (hereinafter called the "Board") consisting of not more than eleven (11) Directors to be elected as prescribed in Section 3.1.

Section 3.1 – Terms

The terms of one-third (1/3) to one-half (1/2) of the Members of the Board shall expire at each Annual Meeting; their successors shall be elected by the Board at its preceding regular November meeting and take office at the next Annual Meeting. A Member's regular term shall be two (2) years, or until a successor is duly qualified and elected.

Section 3.2 – Candidacy

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Candidates for Board Membership shall be recommended by a Nominating Committee in consultation with the Executive Committee of the Board and the Director of the Museum, who shall consider the Museum's need and to representation of various community interests and groups.

Section 3.3 – Absence

Any Member of the Board who is absent from three (3) meetings in one year without presenting satisfactory explanations shall be deemed to have resigned from the Board and shall cease to be a Member thereof, though eligible for reinstatement of majority vote of the Board. In the event of such a vacancy, or of any other vacancy on the Board, it may elect a successor at any duly convened meeting.

Section 3.4 – Scheduled Meetings

The Board shall have bi-monthly meetings, held in the following months: January, March, May, July, September, and November. The Annual Meeting of the Board shall be held in January of each year. Written notice of the Annual Meeting shall be sent to all Members of the Board at least ten (10) days prior to the day set for such meeting. The President or the Secretary at the direction of the President shall serve or attend to the serving of all notices.

Section 3.5 – Special Meetings

A special meeting may be called by the Secretary upon written request by five (5) Members of the Board, and written notice thereof shall be sent to all Members of the Board at least five (5) days prior to the day set for such a meeting.

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Section 3.6 – Quorum Definition

For meetings of the Board, a simple majority of Directors being present shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Conference calls and votes by email or proxy are accepted methods of participation, provided the absent member participates by conference call or email discussions, and their vote is received at or before the vote count. The public, volunteers, and committee members are welcome and encouraged to attend meetings of the Board, but they do not have voting privileges unless they are also a Director of the Board.

For meetings of a committee, a quorum shall be at least two (2) people if the committee consists of three (3) people or less.

Section 3.7 – Board Responsibility

The Board shall assume overall management of the Corporation. It shall receive and act upon all reports of Committees, Officers, and the Museum Director. It shall determine policies of the Historical Society and Museum and take responsibility for its finances and for the application of ethical standards to its activities. The Museum Director shall not hold a voting Board position, but shall provide recommendations and counsel to the Board of Directors regarding every aspect of the organization's operations, policies and procedures.

Section 3.8 – Executive Committee

The Board shall have an Executive Committee which may act for the Board between meetings thereof. The Executive Committee shall be composed of four (4) members who shall be the President, Vice President, Secretary, and Treasurer.

Section 3.9 – Past President

The Board may have one (1) Past President Director at Large and not more than six (6) other Directors at Large at any time. If there is no Past President Director at Large, there may be seven (7) Directors at Large. A Past President's regular term shall be one (1) year.

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Section 3.10 – Ex-Officio Members

The Board may from time to time appoint ex-officio Members as it desires. All ex-officio appointments shall terminate at the Annual Meeting of the Board following appointment. Ex officio members are not entitled to vote.

Section 3.11 – Recordkeeping

All Board and Committee records, assets, and acquisitions are the property of the Corporation. Records, assets, and acquisitions shall be stored in a secure location approved by the Board. All records, assets, and acquisitions that are capable of electronic storage shall also be e-filed on a secure drive shared with the Board of Directors. Board Officers and Committee Chairs are responsible for maintaining records and for transferring records to the incoming Officers and Chairs on or before the Annual Meeting in January.

Article IV Officers

Section 4.0 – Officers

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected for a term of two (2) years or until a successor is duly qualified and elected.

Section 4.1 – Re-Election

No Officer shall be eligible for reelection to the same office after serving three (3) consecutive terms in office until at least one (1) year has expired after her or his last term of office. However, an Officer may be elected to another office after serving up to three (3) terms in an office.

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Section 4.2 – Nominating Committee

At least sixty (60) days prior to the Board's regular November meeting a Nominating Committee will be formed consisting of at least three (3) Members of the Board. This committee shall investigate the qualifications and availability of persons who might serve as Directors and Officers, shall consult about nominees with the President and other Officers, and shall report its recommendations for such positions by letter to the Board at least thirty (30) days prior to the regular November meeting. Should this not be accomplished in the time period identified, a special election may be held in accordance with conditions identified for Special Meetings in Section 3.5.

Section 4.3 – Additional Nominations

Additional nominations may be made by any Member of the Board with the consent of the nominee. The Officers and Directors shall be elected by majority of the ballot responses received from active, eligible Officers and Directors of the organization by the regular November Board Meeting. The Officers and Directors so elected shall take office at the January Annual Meeting.

Section 4.4 – Duties of Executive Officers

The duties of the Officers shall be the following:

Section 4.4.1 – President

The President shall preside at all meetings of the Board, appoint committee members, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors. The President, or a designee, may serve as an ex-officio member of standing and special committees established by the Board. By invitation of the Board, the immediate Past President may serve as a voting member on the Board of Directors for a period of one year.

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Section 4.4.2 – Vice President

Upon disability or absence of the President, the Vice President shall perform all duties of the President and such other duties as may be assigned by the Board of Directors. The Vice President organizes the corporation's Annual Meeting in January and may serve as an ex-officio member of all committees.

Section 4.4.3 – Retained for Future Use

This Section is retained for future use.

Section 4.4.4 – Secretary

The Secretary shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safe keeping of all official contracts and record of the corporation, and publish notices of scheduled meetings as required in these Bylaws. All records shall be stored in a secure physical location approved by the Board. All records shall also be e-filed on a secure drive shared with the Board of Directors.

Section 4.4.5 – Treasurer

The Treasurer shall be responsible for the prompt deposit of all receipts, accurate accounting of income and expenditures, and shall present a written financial report to the Board of Directors at each meeting of the Board. The Treasurer shall maintain the financial records of the corporation using acceptable accounting practices and shall perform those other duties inherent to the office of the Treasurer.

Section 4.4.6 – Vacancies

A vacancy in any office, whatever the cause, shall be filled for the remainder of the current term by a vote of the Board at a duly convened meeting if the notice thereof contains advisement of such election.

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Article V

Museum Director

Section 5.0 – Museum Director

The Board may appoint a Director who shall oversee the operation of the Museum. The Director shall be responsible for its administration and its activities in accordance with policies established by the Board. He or she shall have authority to employ and dismiss members of the Staff in accordance with policies and Budgets approved by the Board. At the Annual Meeting, the Director shall submit an Annual Report on the condition of and activities of the Museum, and she or he shall make recommendations regarding the condition and activities. The Director shall submit informal progress reports at the meetings of the Board and of its Executive Committee, and he or she shall call to their attention any matters requiring action or notice.

Article VI

Committees

Section 6.0 – Committees

The Board may designate one (1) or more Committees. Each Committee may exercise power as provided by the Board. Each Committee shall have such name as the Board may determine.

Section 6.1 – Committee Minutes

The Committees shall keep regular minutes of their proceedings and report to the Board when required.

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Section 6.2 – Standing Committees

In addition to the Executive Committee, defined in Section 3.8, The Board's Standing Committees include Operations, Development, and Administrative. The Board may also designate other committees as needed.

Section 6.2.1 – Operations Committee

The Operations Committee is comprised of members responsible for the corporation's Programs, Exhibits, and Acquisitions. The Operations Committee is accountable to the President, and is required to provide a written report to the Board on a bi-monthly basis.

Section 6.2.2 – Development Committee

The Development Committee is comprised of members responsible for the corporation's Membership, Volunteers, Fundraising, Donations, and Grant Submissions. The Development Committee is accountable to the President, and is required to provide a written report to the Board on a bi-monthly basis.

Section 6.2.3 – Facilities Committee

The Facilities Committee is comprised of members responsible for the corporation's Facilities. The Facilities Committee is accountable to the Treasurer, and is required to provide a written report to the Board on a bi-monthly basis.

Section 6.3 – Committee Members

The Chairs of the Standing Committees may be members of the Board, but are not required to be so. Standing Committees may consist of members of the Board and other eligible members of the organization deemed qualified by the President or the Executive Committee.

Section 6.4 – Committee Durations

The membership of all other Committees, which may include Board Members, shall be in such number and for such terms as the President shall designate.

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Section 6.5 – Purpose of Committees

The purpose of Board Committees is to carry out the organization’s mission, goals, priorities and activities as established by the Board of Directors. As such, Committees and Committee Members are bound by rules of loyalty, confidentiality and duty to uphold the organization’s bylaws, strategic plan and purpose, and to communicate and coordinate with the larger Board in all plans, decisions and actions. No committee activity shall be conducted in conflict with larger Board and organizational goals or priorities.

Article VII Advisory Board

Section 7.0 – Advisory Board

Members of an Advisory Board may be nominated by the Nominating Committee or Executive Committee and elected by the Board. Persons appointed to the Advisory Board may on occasion provide specific expert advice to the Board of Directors. Members of the Advisory Board shall not be entitled to votes on the policies and management of the Corporation or be counted for quorum purposes.

Article VIII Financial Matters

Section 8.0 – Fiscal Year Definition

The fiscal year shall end on December 31.

Section 8.1 – Budget Approval

The Board shall approve an operating budget by the time of the Annual Meeting. The Board is responsible for approving or disapproving any proposed revisions of budget.

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Section 8.2 – Accounting Practices

The books of account of the Corporation shall be balanced and audited by a committee appointed by the Board or by a Certified Public Accountant at the close of each fiscal year or other regularly designated period, as permitted by law.

Section 8.3 – Bonding

The Museum Director, and other employees as determined by the Board, shall from time to time be bonded in amounts, for purposes, and with corporate sureties acceptable to the Board.

Section 8.4 – Annual Financial Report

An annual report on financial activities shall be published and made available to the organization's stakeholders and the public no later than the last day of the following month of March. Such report may be printed in hard copy or made available online on the organization's web site and other public sites.

Article IX

Amendments

Section 9.0 – Amendments

Alterations, amendments, or repeals of these bylaws may be made by a majority vote of the Members of the Board. A notice of the vote must contain a statement or representation of the proposed alteration, amendment, or repeal.

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Article X

Annual Reports

Section 10.0 – Officer and Committee Annual Reports

Each Officer and Committee chairperson shall render annual reports of the activities of their respective Offices or Committees. A collection of monthly reports may be submitted. Such reports shall be filed with the Secretary, who shall compile all reports and make them available to Members of the Board in electronic and hard copy formats.

Article XI

Dissolution

Section 11.0 – Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)((3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

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Revision History

Revisions Dated November 9, 2016

Section 3.4 - Scheduled Meetings

Section 3.6 - Quorum

Section 3.7 - Board Responsibility (typographical errors only)

Section 3.8 - Executive Committee

Section 3.9 - Past President

Section 3.11 - Recordkeeping

Section 4.0 - Officers

Section 4.4.1 - President

Section 4.4.2 - Vice President

Section 4.4.3 - Retained for Future Use

Section 4.4.4 - Secretary

Section 4.4.5 - Treasurer

Section 5.0 - Museum Director (typographical errors only)

Section 6.2 - Standing Committees

Section 6.2.1 – Operations Committee (new section)

Section 6.2.2 - Development Committee (new section)

Section 6.2.3 - Facilities Committee (new section)

Section 6.3 - Committee Members

Section 8.4 – Annual Financial Report (typographical errors only)