

**BYLAWS
OF
THE ROXBOROUGH AREA HISTORICAL SOCIETY**

ARTICLE I – Name

The name of this corporation shall be the “Roxborough Area Historical Society.”

ARTICLE II – Objectives, Purposes and Powers

The objectives of the Roxborough Area Historical Society shall be to bring together people interested in history, especially the history of northwest Douglas County, Colorado and the Roxborough area.

1. To discover, investigate, research, collect and preserve records, materials, buildings or sites relative to the prehistory, history and cultural resources of the Roxborough area.
2. To offer educational programs, seminars, field trips and written or other informational materials to encourage the knowledge and understanding of the prehistory, history and cultural resources of Colorado in general and specifically of the Roxborough region in northwest Douglas County and adjacent lands in southwest Jefferson County.
3. To raise funds, accept donations and to organize events as needed to promote the Roxborough Area Historical Society and its purposes and programs.
4. To support efforts of area residents, local property owners and governmental entities in their efforts to research and preserve prehistoric, historic and cultural resources on properties under their control.
5. In general to do any and all acts reasonably necessary to accomplish the foregoing purposes and to exercise all the powers, rights and privileges now or here-in-after permitted, given or granted by the laws of the state of Colorado.

ARTICLE III – Address

Until a permanent site is selected by the Board of Directors, the principal office of the corporation shall be as designated by the Board of Directors.

ARTICLE IV- Membership

1. Membership Qualifications. Any person interested in the history of the Roxborough area, who applies for membership in any classification of membership and who tenders the necessary dues, shall thereby become a member.
2. Classes of Membership.
 - a. Individual membership
 - b. Family membership
 - c. Business/Corporate membership
 - d. Life membership
3. Membership Rules and Regulations. The Board of Directors may, from time to time, adopt rules and regulations setting forth requirements for qualification in any class of membership. The eligibility of any applicant for a specific class of membership shall be determined by the Board of Directors.
4. Honorary Membership. Honorary membership may be conferred upon any person whose activities have contributed to the objectives of the Society by a vote of three-fourths of the members present at any regular or special meeting, upon nomination of the Board of Directors.
5. Annual Dues. The annual dues for the various classes of membership will be determined by the Board of Directors. Annual dues will be payable January 1 for that membership year. Members whose dues are unpaid on March 1 shall be notified by the treasurer. If payment is not received within 30 days, they will be dropped from the membership roster.

ARTICLE V – Meetings of Members

1. Time and Place. Any meeting of the members shall be held at such time and place as shall be stated in the notice of the meeting.
2. Regular Meetings. Regular meetings of the members must be held quarterly or more often as directed by the Board of Directors. January meetings of each year shall have election of Directors as here-in-after provided. Bylaws shall be reviewed as often as necessary and at the January meeting.
3. Special Meetings. Special meetings may be called by the President, the Board of Directors, or upon the written request to the Secretary of any five members.
4. Quorum. For the purpose of conducting such business as may be properly presented before a regular or special meeting of the members, a quorum at such meeting shall consist of ten percent (10%) of the total members in good standing.

5. Voting. Each member in good standing, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members.
6. Proxies. At any meeting of the members, voting shall be in person. Proxies shall not be permitted.
7. Notice of Meetings.
 - a. Regular Meetings. Written or printed notice of meetings will be provided to the members stating the place, date and hour of the meeting.
 - b. Special meetings. Written or printed notice of meetings will be provided to the members stating the place, date and hour of the meeting. In addition the purpose or purposes for which the special meeting is called will be explained. Notice of the special meeting shall be given not less than five (5) nor more than fifty (50) days before the date of the meeting, either personally, by mail, or electronic mail to each member in good standing. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

ARTICLE VI- Board of Directors

1. General Powers. The Board of Directors shall have complete charge and control of the business, property, funds and affairs of the corporation and shall be responsible for accomplishing the objectives specified in the Articles of Incorporation and Bylaws.
2. Description. The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, Historian and such committee chairpersons as appointed by the Board.
3. Qualifications. Directors shall be residents of the state of Colorado and shall be members of the Roxborough Area Historical Society.
4. Regular Meetings of the Board of Directors. The Board of Directors shall meet as necessary. The day, time and place shall be designated by the Directors, notice of which shall be given by mail, electronic mail or telephone communication at least two days prior to the date of the meeting.
5. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or any two directors. The day, time,

- place of the special meeting shall be communicated to the Directors as quickly as practical.
6. Vacancies. Any vacancies occurring on the Board of Directors shall be filled by the Board of Directors. Any director appointed to fill a vacancy shall be appointed for the entire unexpired term of his or her predecessor in office.
 7. Removal of Directors. The entire Board of Directors or any lesser number may be removed, with cause, by a vote of two-thirds of the members present at any meeting of the membership.

ARTICLE VII – Officers and Duties

1. Officers of the Corporation. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected by a majority of the general membership at the January meeting of each year. Each officer may be removed, with cause, by a majority vote of the membership. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.
2. Duties of the Officers.
 - a. President. The President shall preside at all meetings. The President will have executive supervision of the activities of the corporation within the scope provided by these bylaws. The President shall sign or counter-sign all contracts and other instruments as authorized by the Board of Directors. The President shall establish necessary committees and appoint a chairperson for each committee subject to the approval of the Board of Directors.
 - b. Vice-President. In the absence of the President or in the event of his or her inability to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions inherent of the office of President.
 - c. Secretary. The Secretary shall keep the minutes of the meetings of the corporation and the Board of Directors. The Secretary will maintain a list of members. The Secretary will render an annual report at the January meeting.
 - d. Treasurer. The Treasurer shall be responsible for the safekeeping of corporation funds and for maintaining adequate financial records. The Treasurer shall deposit all monies received with a reliable banking company in the name of the Roxborough Area Historical Society. Monies shall be paid out by numbered checks signed by the Treasurer and the

President in compliance with established corporation financial procedures. The Treasurer shall have custody of all financial records. The Treasurer shall render an annual report at the January meeting.

ARTICLE VIII – Use of Corporate Funds

1. All donations, membership fees and any other funds acquired by the corporation shall be placed in the treasury of the corporation. These funds may be drawn upon to cover expenses approved by the Board of Directors in accomplishing the purposes and objectives of the corporation.
2. No loan shall be made by the corporation to any officer or member of the Board of Directors. Any officer or member of the Board of Directors who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.
3. An independent annual audit of financial records of the corporation shall be made by a qualified individual appointed by the President and approved by the Board of Directors.

ARTICLE IX – Fiscal Year

The fiscal year shall be the same as the calendar year.

ARTICLE X – Parliamentary Authority

Parliamentary procedures shall be in accordance with the latest revised edition of the “Robert’s Rules of Order.”

ARTICLE XI- Amendments to the Bylaws

These bylaws may be amended at any regular meeting of the corporation where a quorum is present by a two-thirds vote of the members present provided that the amendment has been submitted to the members in writing thirty (30) days in advance of the meeting.

ARTICLE XII – Nondiscrimination

The Roxborough Area Historical Society admits members to all rights, privileges, programs and activities of the corporation. The corporation does not discriminate on the basis of race, creed, color, religion, sex or age in the administration of its policies or programs.

ARTICLE XIII – Corporation Dissolution

1. This organization is organized exclusively for charitable and educational purposes with the meaning of section 501 (c) (3) of the Internal Revenue Code.
2. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on;
 - a. by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or
 - b. by any corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).
3. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted by the membership of the Roxborough Area Historical Society
January 8, 2008 Annual Meeting

Susan Trumble, President

Susan Dunn, Secretary