BYLAWS
OF
THE ROXBOROUGH AREA HISTORICAL SOCIETY

Adopted: January 8, 2008
Modified and Readopted: January 23, 2025

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 with an emphasis on 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 acts reasonably necessary to accomplish the foregoing purposes and to exercise 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

Physical Address

Roxborough Area Historical Society, 6237 Roxborough Drive, Littleton, CO 80125

Or another location as approved by the Board of Directors.

ARTICLE IV- Membership

1. Membership Qualifications. Any person or entity 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. New members who pay dues after March 1 shall be deemed to have paid through the following year.

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. Annual Membership Meeting. The annual membership meeting shall be held in January at a place as designated by the Board of Directors. This meeting will include but not be limited to:

    a. Introduction of the Board Members
    b. Annual report of the state of the organization
    c. Annual year-to-date financial review and an announcement that the current year's budget is available upon request
    d. Summary of membership
    e. Discussion of accomplishments and recap of programs
    f. Announcement of upcoming programs as known at the time of the meeting
    g. History-related topic presentation as selected by the Board.
    h. The meeting will also include the election of board officers, and a review and vote on any changes to the bylaws, as necessary.

3. Meetings/Events. Meetings/events of the members may be held quarterly or as often as directed by the Board of Directors.

4. 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.

5. Quorum. For 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.

6. 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.

7. Proxies. At any meeting of the members, voting shall be in person. Proxies will be granted at the discretion of the Board of Directors.

8. Notice of Meetings.

    a. Meetings/Events. Electronic notice will be provided to the members stating the place, date and hour of the meeting/event.

    b. Special meetings. Electronic notice 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 means 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, and such committee chairpersons as appointed by the Board.

3. Qualifications. Directors shall be residents of the state of Colorado and shall be members in good standing 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 means 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. All Officers of Board of Directors (as defined in Article VII, Paragraph 1) or any lesser number may be removed, with cause, by a vote of two-thirds of the members where a quorum is present at any meeting of the membership. Other Directors on the board may be removed, with cause, by the Officers with a vote of three-quarters of the Officers.

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 where a quorum is present at the January meeting of each year. Each officer may be removed, with cause, per the requirements of Article VI, Paragraph 7. 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 or designee 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 countersign 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 and be responsible for any correspondence required by the Board of Directors.

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 approved using an Expense Approval Form signed by two board directors with appropriate invoices or receipts attached. Monies may also be paid out by debit/credit card or other form of electronic payments 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 to include an income and expense report based on bank records for each calendar year. The Treasurer will also complete all necessary filings to the Colorado Secretary of State and the Internal Revenue Service as required for a 501(c)3 non-profit organization.

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 such loan until the repayment thereof and be subject to removal from the Board of Directors per Article VI, Paragraph 7.

3. An independent review of financial records of the corporation may be made as deemed necessary 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 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 or 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
Bylaw modifications adopted by the membership of the Roxborough Area Historical Society – January 23, 2025, Annual Meeting

Mike Thomas, President

Becky Holm, Secretary