

# **Pueblo County Historical Society Constitution and Bylaws**

## **Article I – Name**

The name of this Society shall be the Pueblo County Historical Society.

## **Article II – Purpose**

The purpose of this Society shall be to bring together those people interested in history, especially the history of Pueblo County, the State of Colorado, and the United States in general. Understanding the history of our community is basic to our democratic way of life, gives us a better understanding of our state and nation, and promotes a better appreciation of our American heritage.

The Society's major function shall be to discover and promote the history of our area. It shall locate, collect, and accept donations of items of historic interest including printed materials, manuscripts and museum materials illustrative of life, conditions, events and activities of the past and present. The Society shall provide for the preservation of such materials and for the accessibility of such items for research and study. The Society shall display and exhibit such items to the general public. The Society shall cooperate with other historical societies and other organizations in the preservation of historic sites, buildings and other structures, and share with the public our historical heritage. The Society shall disseminate historic information by publishing materials, presenting programs, displaying exhibits and by utilizing the various forms of communication media.

The Society is organized exclusively for charitable, educational and scientific purposes, including such purposes as making distributions to organizations under section 501 c (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

## **Article III – Membership**

Membership in this Society is open without regard to race, color, creed, gender, national origin, age, disability, sexual preference, religion or any other unlawful factors. Any person may apply for membership in the Pueblo County Historical Society by remittance of annual dues. Reciprocal in-kind memberships with other organizations may be accepted if approved by the Board of Directors.

No member or director shall have any rights, title, or interest in any of the Society's tangible and intangible assets including all media platforms, exhibited or stored collection items, monetary assets and real property. Society assets shall not be distributed to any individual member upon the Society's dissolution. (See article XI)

No member or director of this Society shall be personally liable for any of its debts, liabilities, or obligations.

The Board of Directors has the responsibility to set annual membership fees and classes of membership. A change to the membership and fee structure may occur at any regular or special Board of Directors meeting if the Board deems the change necessary for the financial health of the Society [Amended and Adopted May 5, 2012]

## **Article IV – Meetings**

**Annual Meeting:** The annual business meeting of the Society shall be held in May of each year unless unforeseen or extenuating circumstances occur in which case an alternate date and place will be designated by the Board of Directors. If an in-person annual meeting is restricted due to extenuating circumstances, a virtual meeting may be held.

### **Board Meetings:**

Section 1. Regular meetings of the Board of Directors shall be held monthly. (Meetings may be suspended for the summer months.) Regular meetings shall be held at such time and place as stated in the notice of the meeting or as otherwise determined by the Board. A majority of the voting members of the Board shall constitute a quorum at any regular or special meeting, and the action of the quorum shall be the action of the Board.

Section 2. The president or any five directors may call a special meeting of the Board of Directors. There shall be a five day written notice of a special meeting. Written notice may be given electronically. Any director may waive notice of any meeting, regular or special.

Section 3. The Board may take any required or permitted action by email in lieu of an in person meeting provided a majority of the Board consents in writing or electronically to such action and the action is noted in the minutes of the following monthly meeting.

## **Article V – Board of Directors**

Section 1. Not less than eleven or more than twenty-five directors shall be elected for a term of three years or until successors shall have been duly elected and installed. Approximately one-third of the director positions shall be up for election or re-

election every year. Directors whose terms have expired shall be eligible for re-election. Directors must be members of the Society in good standing and remain so during the length of their term.

Section 2. The officers, immediate past president, and directors shall constitute the Board of Directors.

Section 3. The Board of Directors shall have the power to establish, organize and manage all affairs of the Society. It shall decide questions of policy and perform such other functions as designated in the bylaws or otherwise assigned to it. The Society shall provide Director's Liability Insurance for the benefit of the directors.

Section 4. The Board is responsible for periodically having an outside financial review/audit. This is the Board's assurance that the Society is in good financial order and proof that it is monitoring the financial affairs of the Society.

Section 5. Should any member of the Board accumulate three unexcused absences from any regular or special meeting of the Board in any twelve consecutive months, that individual's seat on the Board may be declared vacant by action of the Board. A director may be removed from the Board or office by a two-thirds vote of the Board of Directors for conduct deemed detrimental to the Society.

## **Article VI – Election of Directors**

Section 1. All directors shall be elected by a majority of votes cast at the annual May business meeting. If crucial extenuating circumstances prohibit meeting in person, a virtual meeting may be held or the election may be conducted by mail balloting as determined by the Board.

Section 2. The Nominating Committee shall submit a slate of nominees for Directors at the regular April meeting of the Board prior to the annual business meeting.

Section 3. At the annual business meeting, nominations may also be made from the floor by any member of the Society. No person shall be nominated without his/her prior consent to serve if elected. A nominee must be a member in good standing and remain so during the length of his/her term. In the case of a virtual or mail-in election, voting will be restricted to the pre-identified slate of nominees on the ballot. No other nominees may be added.

Section 4. If the slate submitted is unopposed, a voice vote for approval is in order. If nominations are made from the floor, that position(s) shall require a vote by secret ballot.

Section 5. Directors elected at the annual business meeting shall be installed at the board meeting in June or in the case of extenuating circumstances, the first board meeting following the election, and shall serve until their successors have been duly elected and installed. In the event of the resignation or incapacity of any director to serve, the Board of Directors, upon consultation with the Nominating Committee, may fill the vacancy for the unexpired term. The Board may allow a vacancy to be unfilled for an indefinite period if a minimum number of directors are seated. In the event of the resignation or incapacity of the president to serve, the vice-president will succeed the president.

## **Article VII – Officers**

Section 1. The officers of the Society shall be a president, vice-president, secretary and treasurer, each of whom shall be elected by the Board of Directors from among its members. The members of the Board shall elect all officers by a majority vote at the regular June board meeting, or the first board meeting following the election. The duties of the secretary and treasurer may be temporarily combined if the board is unable to immediately fill both positions.

Section 2. The term of office for all officers shall be two years. [Amended May 2019] Officers may be re-elected for subsequent terms.

Section 3. The Board may fill a vacancy in any office for the remaining portion of the existing term.

## **Article VIII – Duties of Officers**

Section 1. The President:

- Shall have executive supervision over the activities of the Society within the scope provided by these bylaws.
- Shall be the chairperson of the Board of Directors and preside at all meetings.
- Shall appoint committee chairpersons, ad hoc committees, and delegates and representatives for which there may be other provisions needed.
- May sign, with the secretary or another officer duly authorized by the Board of Directors, any deeds, contracts, or other instruments the execution of which has been authorized by the Board of Directors.
- Shall provide a written annual report summarizing the activities of the Society for the previous year to the Board and membership prior to the annual meeting. The report should include the accomplishments, events, and projects of the Society the previous year, current membership total, increase or decrease of members, and summarized financial information from the balance sheet and income statement for the previous year.

Section 2. The Vice President:

- Shall assume the duties of the president in the event of the absence, incapacity, or resignation of the president.
- Shall serve as the chairperson of the Public Relations Committee.

Section 3. The Secretary:

- Shall report correspondence, and keep the minutes of the annual meeting of the Society and meetings of the Board of Directors. In the absence of the secretary, the president will appoint an alternate to take minutes of the meeting.
- Shall ensure that bylaws are updated as amended.
- Shall be the custodian of the Society's records. Any service, maintenance, or other contracts and agreements shall be submitted to the secretary for filing in the records of the Society. A master list of all user names and passwords controlling the Society's use or access to various programs or online sources, including social media accounts, excluding those maintained by the treasurer for online banking, shall be submitted to the secretary for safe keeping.

Section 4. The Treasurer:

- Shall provide financial statements (Balance Sheet and Income Statement) to the Board at each monthly board meeting, other financial reports as requested by the Board, and an annual summary for the president's annual report.
- Shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records. All money received shall be deposited in accounts titled in the name of the Pueblo County Historical Society with an FDIC insured bank or registered investment company as approved by the Board. Money shall be paid out by numbered checks signed by any two of the following: Treasurer, President, or Vice President. Any additions, changes, withdrawal, or liquidation of investment accounts will also require two signatures of the above noted Society officers.
- If authorized by the Board, the treasurer will control the issuance of any debit and/or credit cards in the name of the Pueblo County Historical Society and ensure all expenditures are within the approved limits. He/she will be responsible for controlling access to any online banking and credit card processing including maintaining records of contracts and control of authorized users and passwords.
- If required by a resolution of the Board of Directors, the treasurer will procure a surety bond at the expense of the Society in an amount the Board of Directors may deem appropriate.
- The treasurer shall collect the dues and maintain a list of paid members, and record and acknowledge donations.
- In consultation with the committee chairpersons, the treasurer will submit an annual budget to the Board of Directors for approval at the December board meeting.
- Shall be responsible for recordkeeping of sales and any remittances of sales taxes, filing exempt property reports, and providing financial documents and records to the accountant annually for preparation of the Society's tax filings.
- Shall oversee the services of an outside bookkeeper if one is contracted by the Board, and ensure that standard operating procedures for controlling receipts, deposits, and expenditures are followed.
- The Board may appoint an Assistant Treasurer from time to time as it sees fit.

## Article IX - Committees

Section 1. The president shall appoint committees and chairpersons as needed. The committees may be, but are not limited to: Executive, Library, Museum/Collections, Publications, Historical Sites, Programs, Public Relations, and Nominating.

Committee chairpersons shall be active in their duties and cooperate with other committees. Committee chairpersons shall select their committee members to be approved by the president. Each committee will operate under policies and procedures prepared by the committee and approved by the Board of Directors. The chairpersons of each committee shall submit a proposed budget for his/her committee to the treasurer by November 1 of each year.

**Executive Committee** - An Executive Committee, consisting of all the board officers, may meet at the call of the president or any other two officers. It shall consider questions, advise, and make suggestions to the Board.

**Library Committee** – This committee shall be responsible for establishing and maintaining a library for the Pueblo County Historical Society. It shall be responsible for collecting, cataloging, storing and exhibiting historical materials such as books, periodicals, pamphlets, manuscripts, maps, newspapers, photographs, archives, paintings and other items.

**Museum/Collections Committee** – This committee shall be responsible for establishing and maintaining a museum for the Pueblo County Historical Society. It shall be responsible for collecting, cataloging, and storing three-dimensional items of historic interest. It shall be responsible for preserving, exhibiting and interpreting such items.

**Publications Committee** – This committee shall be responsible for publishing the *Pueblo Lore*, and also for publishing bulletins, newsletters, books, pamphlets, research studies and other items of historic interest. It shall also be responsible for the distribution, mailing, and sale of such items.

**Historic Sites Committee** – This committee shall be responsible for establishing the historic validity of sites, buildings and other structures proposed for markers.

**Public Relations Committee** – The vice-president shall be the chairperson of this committee. It will provide for public relations, promotions, and marketing utilizing various forms of media, including social media, radio, newspapers, and television.

**Nominating Committee** – This committee shall prepare a slate of nominees for officers and directors to be presented at the April meeting, in preparation for the May election. Directors elected at the annual business meeting shall be installed at the first meeting in June and shall serve until their successors have been duly elected and installed. Should a vacancy occur during the regular term of office, the Nominating Committee shall recommend a replacement to the Board of Directors.

**Program Committee** – This committee shall be responsible for finding suitable programs for Society monthly membership meetings and will ensure that the meeting room is properly configured, that confirmed reservations have been communicated to the meeting facility and that all audio visual, sound or other tools that a speaker may need are set up and functioning properly. The committee may also arrange historic tours and other promotional events.

**Finance Committee** – The treasurer shall be the chairperson of this committee. This committee will seek sources of income, explore resource development opportunities, coordinate plans for Society endowments, oversee investments and fiscal policy provisions, and prepare, present and monitor the annual budget.

**Ad Hoc Committees** – The president shall appoint ad hoc committees as needed.

Section 2. The Board of Directors may activate additional committees, which may be deemed desirable and which would enable the Society to accomplish its goals and objectives. The Board of Directors shall, likewise, deactivate committees that are no longer necessary to the orderly administration of the affairs of the Society.

### **Article X - Earnings and Compensation**

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by any organization, contributions of which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **Article XI – Dissolution**

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all of the assets of the Society, exclusively for the purposes of the Society in such manner, as to such organization or organizations organized and operating exclusively for charitable, educational, or scientific purposes as shall qualify at the time as an exempt organization or organizations under section 501 ( c ) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Society 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.

### **Article XII– Parliamentary Authority**

The rules contained in the revised Robert’s Rules of Order shall govern the proceedings of the Society except in such cases as are governed by the Pueblo County Historical Society Constitution and Bylaws.

### **Article XIII – Amendments**

This Constitution and Bylaws may be amended at the annual meeting or a special membership meeting by a majority vote of those voting, provided notice was given either at the previous meeting of the Society, or in the *Lore*, by mail or by email at least ten days prior to the meeting of the Society. All proposed amendments shall be submitted in writing to the membership either by mail or email, or posted in the *Lore* or on the Society’s website.

**Pueblo County Historical Society  
Constitution and Bylaws**

SUBMITTED TO EXECUTIVE COMMITTEE 01-26-2022  
SUBMITTED TO BOARD OF DIRECTORS 03-22-2022  
NOTICE TO MEMBERSHIP \_\_\_\_\_  
VOTE OF MEMBERSHIP \_\_\_\_\_

The following officers of the Pueblo County Historical Society, Inc., certify that the Constitution and Bylaws of the Pueblo County Historical Society, Inc., were approved by the Board to be submitted for a vote of the membership on \_\_\_\_\_ 2022. The Constitution and Bylaws were adopted by the members at a duly constituted meeting of the membership on the \_\_\_\_\_ 2022.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022 by:

\_\_\_\_\_  
Pamela Jacobsen, Board President

\_\_\_\_\_  
Peggy Runco Willcox, Board Secretary