**BYLAWS**

**OF**

**MEAD AREA HISTORICAL SOCIETY**

The name of the organization is Mead Area Historical Society, Inc. The organization is organized in accordance with the Colorado Revised Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

The Mead Area Historical Society’s mission is to provide stewardship for the Mead, Colorado, and surrounding community’s significant history by nurturing respectful discovery, preservation, collection, and education. The Society is organized exclusively for historic and educational purposes under 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE I**

**MEETINGS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors, as needed, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings may be requested by the President or any two (2) Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. A projected yearly calendar, subject to change, shall be provided on request.

**Section 4. Minutes and Agendas.** Minutes from the previous meeting and the agenda for the upcoming meeting must be sent to all board members by e-mail, no less than three days before the upcoming meeting.

**Section 5. Place of Meeting.** Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. All directors may participate in regular or special meetings by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting. All meetings are private unless when specifically opened to the public.

**Section 6. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, the meeting may be adjourned to another time without further notice.

**ARTICLE II**

**BOARD OF DIRECTORS**

**Section 1. General Powers**. The affairs of the Society shall be managed by its Board of Directors appointed pursuant to the provisions of § 24-80-201.5, C.R.S. In the event of any conflict between the provisions of said § 24-80-201.5, C.R.S., and these Bylaws, the provisions of said § 24-80-201.5, C.R.S., shall be deemed to control.

**Section 2. Number of Directors.** The organization shall be managed by a Board of Directors consisting of no less than 3 and no more than 7 directors. All directors and officers have the right to vote on all measures.

**Section 3. Election and Term of Office.** Officers shall serve a term of four (4) years, or until a successor has been elected and qualified. The first terms of the Vice-President and Secretary after these bylaws are adopted, shall be two years each, after which these terms will extend to four years. This will allow for staggered terms.

**Section 4. Quorum.** A simple majority of directors shall constitute a quorum.

**Section 5. Eligibility of Directors**. Prospective directors must attend up to three meetings before being nominated, so both current directors and the prospective director, can get to know each other before a vote is taken. This will be known as the probationary period. At least one meeting must occur after a prospective director is nominated before they can be officially qualified and voted onto the board. The Board of Directors may not include couples, significant others, family members, or anyone else otherwise related in any way to current members of the board.

**Section 6. Duties of Directors.** All directors are expected to fully participate in the goals of the society, including attending meetings, actively raising funds and donations, and participating in all organized activities. Directors who fail to do so, may be removed from the board.

**Section 7. Regular Meetings.** The Board of Directors shall meet at 7pm on the second Tuesday of each month. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 8. Special Meeting.** Special meetings may be requested by the President or any two directors by providing five days’ notice by United States mail, e-mail, or text, effective when sent. Minutes of the special meeting shall be sent to the Board of Directors within 3 days after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have an opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 9. Attendance.** Board members shall notify the President or the Secretary in advance of the Board meeting, when they are unable to attend. Any Board member who shall fail to attend three regularly scheduled Board meetings in a calendar year may be removed from the Board.

**Section 10. Resignation/Removal.** A Board member may resign at any time in writing to the President or the Secretary of the Society. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 11. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members and/or volunteers, a committee, or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

**ARTICLE III**

**OFFICERS**

**Section 1. Number of Officers.** The officers of the organization shall be a President, Vice-President, Treasurer, Secretary, and the immediate past President shall act as an advisor as long as needed. The officers may, at the call of the President, constitute themselves as an Executive Committee and exercise all the powers of the Board during the intervals between meetings of the Board. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President. Co-officers shall be considered as one voting member.

**President.** The President/Executive Director shall be the chief executive officer and shall preside at all meetings of the Board of Directors. The President shall exercise general supervision over the affairs of the Society and shall preside at all meetings of the Society and the Board, unless this duty is delegated by the President or, in the incapacity or absence of the President, by the Vice President or another officer.  The President shall discharge all duties that devolve upon a presiding officer.  He or she shall be an ex officio member of all committees of the Association, with full voting rights in those committees.

**Vice-President**. The Vice-President shall perform all duties incumbent on the President during the absence or disability of the President. In the case of the unavailability of the Vice President, the powers and duties of the President shall be assumed by the Secretary, until such time as the Board shall appoint an Interim President to complete the unexpired presidential term. The Vice-President shall be responsible for planning the annual meeting, including any speakers and program.

**Secretary.** The Secretary shall give notice of all meetings of the Board, keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Director. These include mandatory reports to the State of Colorado and to the IRS and monthly reports of corporate finances as required, but no less often than at each meeting of the Board of Directors.

**Section 2. Election and Term of Office.** The officers whose terms are expiring, shall be elected at the annual meeting of the Board of Directors. Each officer shall serve a four-year term or until a successor has been elected and qualified. The first terms of the Vice-President and Secretary after these bylaws are adopted, shall be two years each, after which these terms will extend to four years. This will allow for staggered terms.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**ARTICLE IV**

**FINANCES**

**Section 1. Source of Finances.** The primary sources of funds for the operation of the corporation shall be Fundraising, Grants, and Donations.

**Section 2. Financial limits.** Officers may spend $250.00 and under to purchase needed office supplies and other items as needed, without board approval.

**Section 3. Financial Liability.** Members, directors, or officers of this corporation shall not be liable for debts and liabilities of this corporation.

**ARTICLE V**

**CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 1. Contracts.** Both the President and the Treasurer are needed to sign and enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

**ARTICLE VI**

**BOOKS AND RECORDS**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees thereof. All books and records of the Society may be inspected by any member of the public or his or her agent or attorney for any proper purpose at any reasonable time consistent with the Colorado Open Records Act, § 24-72-101, et seq., C.R.S.

**Article VII**

**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of the Robert’s Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Society.

**Article VIII**

**ADMENDMENT TO BYLAWS**

The bylaws may be reviewed, amended, altered, or repealed, by the Board of Directors by a majority of a quorum vote at the annual meeting. The text of the proposed change/s shall be distributed to all board members at least ten (10) days before the annual meeting.

**ARTICLE IX**

**DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to area charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Eligible organizations that our archives may be donated to are:

Berthoud Historical Society

Longmont Museum and Cultural Center

St. Vrain Historical Society

**Certification**

Pauli Driver-Smith, President of Mead Area Historical Society, and Wendy Meehan, Secretary of the Mead Area Historical Society certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on:   
DATE: May 25, 2021

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on:

DATE: May 25, 2021

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Pauli Driver-Smith, President

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Wendy Meehan, Secretary/Treasurer