

**BYLAWS
OF
FRIENDS OF ARIZONA ARCHIVES**
A Non-Profit Corporation
(Adopted January 10, 1997)

ARTICLE I – Name and Incorporation

This organization shall be known as the FRIENDS OF ARIZONA ARCHIVES and is incorporated under the laws of the State of Arizona for the transaction of lawful business as a nonprofit educational society. It shall hereafter be referred to as “the Friends” or “FAzA”. The Friends was organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code 6.

ARTICLE II – Purposes

The Friends is organized for the nonprofit, educational purposes of:

- A. Fostering, supporting, and enhancing access to Arizona’s public, private, and archival records;
- B. Creating an awareness of the value of the historical record to future generations;
- C. Strengthening and enhancing public knowledge of the importance of archival records;
- D. Offering users and professionals public education programs to encourage support the preservation and maintenance of public, private, and archival records; and
- E. Collecting and maintaining Arizona’s public and private records in state-of-the-art records facilities.

ARTICLE III – Membership

Section 1. Membership

Membership shall be open to all individuals, businesses, corporations, organizations, or institutions interested in supporting the activities of the Friends and willing to participate in achieving the purposes of the corporation.

Section 2. Categories of Membership

- A. An **Individual Member** is an individual who pays annual dues and supports and participates in the Friends’ activities.

- B. A **Corporate Member** is a business, corporation, organization, or institution which pays dues, supports and participates in the Friends' activities.
- C. An **Honorary Member** is an individual who has been honored by the Friends for outstanding contributions made to or in support of the Friends. An Honorary Member has the same privileges and responsibilities as an Individual Member and pays no annual dues.

Section 3. Each member shall be entitled to one vote.

ARTICLE IV – Dues and Finance

Section 1. Dues. The dues and annual contributions for each category of membership shall be determined annually by the Board of Directors before the start of each fiscal year.

Section 2. Fiscal Year. The fiscal year shall run from 1 July through 30 June.

Section 3. The books and accounts of the Friends shall be kept in accordance with sound accounting practices.

ARTICLE V – Officers

Section 1. The officers of the Friends shall consist of President, Vice-President, Secretary, and Treasurer.

Section 2. The officers shall be elected at each annual meeting by a majority vote to serve one-year terms beginning on the next following 1 July. The officers shall serve until their successors are elected or appointed. No member shall hold more than one elective office at a time.

Section 3. Within thirty days after retiring from office, all officers shall deliver to their successors all monies, accounts, records, books, papers and other property belonging to the Friends.

Section 4. The powers and duties of the officers shall be as follows:

- A. The **President** shall: be the executive officer of the Friends, preside at all membership and Board of Directors meetings, appoint chairs of all standing committees, and be an ex-officio member of all committees except the Nominating Committee. The President shall perform such other duties applicable to the office as are prescribed by *Robert's Rules of Order, Newly Revised*.

- B. The **Vice-President** shall: assist the President, perform the duties of the President when he or she is absent, and succeed to the office of President in the event it becomes vacant. The Vice-president shall perform such other duties applicable to the office as are prescribed by *Robert's Rules of Order, Newly Revised*.
- C. The **Secretary** shall: keep the minutes of the Friends and the Board of Directors, answer correspondence sent to the Friends, maintain correspondence files, be custodian of all records not expressly assigned to others, and direct the giving of notice of all Friends meetings. The Secretary shall perform such other duties applicable to the office as are prescribed by *Robert's Rules of Order, Newly Revised*.
- D. The **Treasurer** shall: be the custodian of all Friends funds, pay all bills authorized by the budget and the Board of Directors, present a proposed budget to the Board of Directors before the beginning of the next fiscal year, prepare required financial reports, and prepare a financial statement at the end of each fiscal year. The Treasurer shall perform such other duties applicable to the office as are prescribed by *Robert's Rules of Order, Newly Revised*.

ARTICLE VI – Nominations and Elections

Section 1. The Nominating Committee shall consist of three members, to be appointed by the President with the approval of the Board of Directors.

Section 2. The Nominating Committee shall propose one or more candidates for each position to be filled by ballot at the Annual Meeting. Nominations from the floor shall also be permitted. No one shall be nominated without his or her consent.

ARTICLE VII – Meetings

Section 1. Membership meetings shall be held to conduct the general business of the Friends, to exchange information, and to present and discuss subjects pertaining to the purposes of the Friends.

Section 2. The Friends shall hold the following types of meetings:

- A. **Membership meetings** shall be held not less than once a year and may be held in conjunction with the annual meeting at a time and place to be chosen by the Board of Directors. Notice shall be given to all members at least ten days in advance of the meetings.¹²
- B. The **Annual Meeting** shall be held in June or July of each year at a time and place to be chosen by the Board of Directors to elect officers, receive various

¹ Amended and approved June 18, 1999

² Amended and approved October 22, 2003

reports, and transact any other necessary business. Notice shall be given to all members at least ten days in advance of the meeting.³

- C. **Special** meetings may be called either by the Board of Directors or by written request of ten percent of the voting members in good standing. The purpose of any special meeting shall be stated in the notice of the meeting, which shall be distributed to all members in good standing by United States mail, facsimile transmission, or E-mail as applicable at least twenty days before the meeting.

ARTICLE VIII – Board of Directors

Section 1. The Board of Directors shall consist of the officers and three elected directors-at-large.

Section 2. The Board of Directors shall manage the affairs of the corporation, except as limited by law, the Articles of Incorporation, and these bylaws. The three directors-at-large shall be elected at each Annual Meeting by a majority vote of those members present and voting to serve one-year terms beginning on the next following 1 July. The directors-at-large shall serve until their successors are elected or appointed. The Board of Directors may fill the remaining term of any vacant director-at-large position by a majority vote appointment should a position become vacant prior to the Annual Meeting.⁴

Section 3. The Board of Directors shall meet no less than four times a year at a time and place to be determined by the Board.⁵

Section 4. Special meetings of the Board may be called by the President or by two members of the Board of Directors. All board members shall be given at least five days' notice of special meetings by United States mail, facsimile transmission, or E-mail as applicable.

Section 5. A majority of the members of the Board of Directors may transact business.

Section 6. With the approval of the Board of Directors, the President shall appoint a member to fill the unexpired term of any vacant office on the Board of Directors other than the office of President.

Section 7. The position of any officer or director-at-large is considered vacant upon acceptance of a notice of resignation. With the approval of the Board of Directors, the President may declare a director-at-large position vacant if the director has been absent without notification from two or more regularly scheduled board meetings.⁶

³ Amended and approved October 22, 2003

⁴ Amended and approved June 18, 1999

⁵ Amended and approved October 22, 2003

⁶ Amended and approved July 12, 2000

ARTICLE IX – Committees

Section 1. Standing Committees

- A. Standing committees are permanent committees charged with performing necessary functions of the Friends in a particular area. The standing committees of the Friends and their duties are as follows:
1. The Audit Committee shall perform an audit annually of the Treasurer's books and shall present a written report of its findings to the Board of Directors within sixty days after the close of the fiscal year. The committee shall also audit the Treasurer's books upon a change of Treasurer during the fiscal year and present its written report within sixty days after the change of Treasurer.
 2. The Finance Committee shall be responsible for conducting necessary planning to ensure adequate funds are available to fulfill the purposes of the Friends.
 3. The Legislative Committee shall be responsible for keeping the Board and the membership informed of all potential legislation affecting the purposes of the Friends.
 4. The Membership Committee shall establish a program to encourage and ensure the growth of the Friends in order to achieve its purposes.
 5. The Programs and Public Education Committee shall develop and promote activities to educate the public and members as to archival and record issues.
 6. The Public Relations Committee shall be responsible for enhancing the image, reputation, and visibility of the Friends by stimulating awareness of its purposes.
 7. The Records Access Committee shall be responsible for developing a plan for the Friends to enhance access to public, private, and archival records.
 8. The Records Preservation Committee shall act as a liaison to make information concerning collecting and maintaining public, private, and archival records in appropriate records facilities available to county clerks, historians, genealogists, librarians, record repositories, and the like.

- B. The chairs of standing committees shall be responsible to the Board of Directors and shall attend meetings of the Board of Directors when requested to do so.
- C. The Board of Directors may create additional standing committees it deems necessary to further the activities of the Friends.

Section 2. Special Committees

- A. Special committees may be created to perform a specific function for a limited period of time.
- B. Chairs of special committees may be appointed by the President or the Board of Directors. The Chairs shall be responsible to the Board of Directors.
- C. The chairs of special committees shall attend meetings of the Board of Directors when requested to do so.

ARTICLE X – Preservation of Friends’ Records

When no longer required by the current officers and committees, the official records of the Friends shall be deposited in an appropriate archival repository.

ARTICLE XI – Parliamentary Authority

Robert’s Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically addressed by these bylaws, the Articles of Incorporation, or special rules of procedure adopted by the Friends.

ARTICLE XII – Amendments

The bylaws may be amended at any membership meeting by a two-thirds vote of those members present and voting, provided that the proposed amendment(s) has (have) been presented in writing to the members at the previous membership meeting of the Friends or by United States mail at least ten days in advance of the meeting.