

## Rio Rico Historical Society Bylaws

**Revised: November 21, 2024**

**Effective Date: March 19, 2025**

**FINAL**

### ARTICLE I

#### **Name**

The name of this society shall be the Rio Rico Historical Society

### ARTICLE II

#### **Purposes and Goals**

The **purpose of this society** shall be to identify, gather legal artifacts and historical information; while protecting, preserving, displaying, publicizing, promoting and educating the public about the history of Rio Rico, the Santa Cruz River Valley and adjacent areas.

The **organizational goals** to achieve the organizational purpose are to:

- a) Maintain incorporation and 501(c) (3) income tax deductible status for donations.
- b) Obtain, research, organize and display historical books, documents, oral histories, and historical site information.
- c) Publicize important events in Rio Rico's history by speaker presentations at general membership meetings for community service.
- d) Provide historical tours of Rio Rico and the Santa Cruz River valley to generate public interest.
- e) Organize a yearly committee to select fundraising activities to cover organizational expenses.
- f) Organize a committee to obtain permissions and create historical markers to increase public education and awareness.
- g) Apply for available grant(s) for historic funding in order to raise funds for operational expenses and goal fulfillment.

### ARTICLE III

#### **Membership**

The organization shall be a non-discriminatory membership organization. Membership is contingent upon payment of dues for the desired class of membership (see membership classes below), and abiding by the bylaws and any other rules of the organization. Membership shall be on an annual basis expiring December 31<sup>st</sup> with the exception of lifetime members. For new members joining in November or December, dues paid will cover through the following year. Membership cannot be transferred, sold, assigned or pledged. The dollar amount for each class membership shall be set from time to time as required by the board.

Membership shall be of seven classes:

- a) Individual active membership: Any person interested in the purposes of the society shall be eligible.

- b) Family membership: Any family groups interested in the purposes of the society shall be eligible.
- c) Institutional membership: Any organization, corporation, board, school, museum or library interested in the objectives of the society shall be eligible.
- d) Contributing and sustaining membership: A person, group or firm offering special support to the objectives of the society shall be eligible. A contributing membership is defined as a one-time contribution. A sustaining membership is defined as a recurring financial contribution.
- e) Honorary membership: Honorary membership shall be extended to members of local historical societies, including The Tubac Historical Society and Pimeria Historical Society. Reciprocal discounts will be allowed for society events. Honorary membership may be conferred upon any person whose activities have contributed to the objectives of the society. Honorary members shall be elected by a three-fourth vote of members present at an annual meeting, upon nomination by the board of trustees. Reciprocal discounts will be allowed to society events.
- f) Lifetime individual and Lifetime family: A one-time lifetime payment of a membership fee.
- g) Student membership: Any full-time student shall be eligible.

Section 1. Members in “good standing” are defined as any member who is current on dues and has attended at least one general membership meeting. Members in “good standing” may vote on the annual election and business at any meeting after obtaining a “good standing” status.

Section 2. Each individual member and each of two (2) family members and each Institutional member shall have one vote at membership meetings. Each Institutional member shall name an individual to serve as the voting member.

Section 3. Any officer, member or employee can be removed for cause by two-thirds vote of the Board of Trustees at a regular or special meeting, provided a proper notice of such action is included in the meeting agenda for such meeting. As used herein “cause” may include conviction of a criminal offense, acts involving moral turpitude, or acts detrimental to the organization. For members of the Board of Trustees, this may include but is not limited to excessive absence from Board meetings.

Section 4. Any person who makes a monetary donation or an “in-kind” donation (if approved by the Board) equal to, or greater than the dues of a class of membership ; will receive that class of membership as an act of appreciation from the Society.

## **ARTICLE IV**

### **Annual Board of Trustees Meeting**

The annual meeting of the Board of Trustees shall be held during February .

## **ARTICLE V**

### **General Membership Meetings**

The General Membership meetings will be held every other month, or as needed.

## **ARTICLE VI**

### **Officers and Board of Trustees**

Section 1. Officers and Board of Trustees. The Board of Trustees shall be elected at the annual meeting and serve for a two-year term and shall consist of up to (9) nine members. The officers of the board will consist of a president, vice-president, secretary, treasurer, one (1) member-at-large and four (4) directors. The officers will be selected annually by the elected board members. Board members who leave the board during their term will be replaced by appointment by the remaining board members until the annual general membership elections to elect a new board member.

Section 2. The Board of Trustees shall have general control and supervision of the funds and property of the organization, set its policies and review all acquisitions and de-accessions. All non-budgeted, non-emergency items in excess of \$500 shall be brought to the Board for approval and will require one signature if approved by the Board.

Section 3. The board of trustees meeting is conducted by the President, in accordance with Roberts' Rules of Order.

Section 4. The Vice-President shall act in the absence of the President in either the board of trustees meeting or the general membership meeting.

## **ARTICLE VII**

### **Election of Board of Trustees**

Section 1. All trustees shall be elected by a plurality of votes cast by secret ballot at the annual meeting.

Section 2. Not less than two (2) months prior to the annual meeting , the nominations chair shall hand out to each attending member of the society at the November meeting a form whereby each member shall nominate one person for each office. Nominations can be made up to the voting day of the annual meeting (January). The terms of office for the officers elected at the first election shall continue through a full term of office until the next annual membership meeting in January of each year, for one or two years thereafter.

Section 3. A candidate for election shall be an individual active member. Write-in candidates will be accepted.

Section 4. A person who has been elected to the board of trustees for two consecutive terms, shall not be nominated to the same office unless one year lapses between the end of his/her last term and the beginning of the term for which he/she is nominated. An exception is provided if no other nominees are received and accepted at the time of the election for that office.

Section 5. Trustees shall be installed at the close of the annual meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of resignation or incapacity of any officer except the president, the vacancy may be filled by a vote of the general membership for the unexpired term of office. The board of trustees shall temporarily appoint a member to replace the vacancy until a special election of the general membership can be held.

Section 6. If any elected officer fails to attend three (3) consecutive meetings, or more than 50% of the meetings, during a year of the board of trustees without an excuse accepted by the board, such officer shall be deemed to have resigned and the vacancy shall be filled.

Section 7. No person shall hold office if not a member in “good standing”, and no member shall hold more than one officer position at one time. This does not preclude a member holding more than one non-trustee position at a time. A member may not hold both a trustee and a non-trustee position at the same time.

## **ARTICLE VIII**

### **Amendment**

These bylaws may be amended at any regular or special meeting by a two-thirds vote of those voting, provided notice was given at the previous meeting, or at least seven (7) days prior notice was given for a special meeting. All proposed amendments shall be submitted in writing.

## **ARTICLE IX**

### **Schedule and Quorum for Meetings**

Section 1. Regular General meetings of the society shall be held every odd numbered month. The secretary shall send out meeting notices to the general membership at least seven (7) days prior to the general membership meeting.

Section 2. Special meetings may be called by the president or by 4 members of the board.

Section 3. The board of trustees shall meet every month. Special meetings of the board of trustees may be called by the president. At any meeting of the board of trustees, five (5) members shall constitute a quorum. The board of trustees, through the president, shall render an annual report at each annual meeting.

Section 4. **One-fifth of the active members of the society shall constitute a quorum.**

## **ARTICLE X**

### **Duties of the Trustees**

Section 1. The board of trustees shall have the power to conduct all affairs of the society. The board shall decide questions of policy that for any reason cannot be acted upon at a meeting of the society and perform such other functions as designated in the bylaws or otherwise assigned to it.

Section 2. The president shall have executive supervision over the activities of the society within the scope provided by the bylaws and shall preside at all meetings. The president shall report annually on the activities of the society and shall appoint the members and chairs of committees and delegates not otherwise provided. The president shall preside at all board meetings, or call special meetings of the board as needed.

Section 3. The vice-president shall assume the duties of the president in the event of absence, incapacity, resignation, or removal of the president (i.e. Bylaws Article VII, Section 5), and perform other position-related duties as request by the board.

Section 4. The secretary shall keep the minutes of meetings of the society and of the board meetings, as well as render an annual report of current members and their attendance, write official correspondence, and perform other position-related duties as requested by the board. The secretary shall notify all members of upcoming meetings not later than seven (7) days prior to the meeting.

Section 5. The treasurer shall be responsible for the safekeeping of society funds, for depositing all monies with a reliable banking company in the name of the society, and perform other position-related duties as requested by the board. Monies received shall be recorded with numbered receipts. Monies shall be paid out by numbered checks signed by one (1) board members. The treasurer will collect dues, keep financial records and documents, supervise banking and pay accounts payable. The treasurer shall render a financial annual report for the yearly financial, compilation, review or audit performed by an outside auditor. An internal audit will be conducted yearly in November with the president, vice president and one (1) general membership member. Whenever a new treasurer is elected to the board, an outside independent audit will be conducted with the outgoing treasurer and new treasurer. The reporting year is January 1<sup>st</sup> to December 31<sup>st</sup>. The treasurer shall prepare and submit the account books and financial records to the Audit Committee for review and audit in January of each year. The treasurer shall be responsible for ensuring that all tax returns for the society are filed, as prescribed by law. The board of trustees will approve all requests for expense reimbursement and forward to the treasurer for payment.

Section 6. Member-At-Large shall be responsible for representing the views of the general membership, is a full-voting member of the board of trustees, and will perform other position-related duties as requested by the board.

Section 7. The Membership Committee Chair shall be responsible to maintain and keep current a list of members and their attendance and provide that list to the Sargent-At-Arms prior to any election. The chair of the membership subcommittee reports to the Vice-President.

## **ARTICLE XI**

### **Duties of the Non-Trustee Positions**

Section 1. The non-trustee positions are positions filled by the Board of Trustees (by a designated person) for a particular operation of the society. Additional non-trustee positions may be created by the board as required.

Section 2. The grant writer shall be responsible for the research and submission of requests for funding grants and any other position-related duties as required by the board. Grants received shall be transferred directly to the treasurer.

Section 3. The librarian shall be responsible for the organization, upkeep, condition and access of the library of historic books and documents and any other position-related duties as required by the board.

Section 4. The museum curator committee shall be responsible for the curation of the museum, historic artifacts, as well as the reclamation and repatriation of artifacts from Rio Rico that are held by other organizations and in private collections and any other position-related duties as required by the board.

Section 5. The public affairs representative shall be responsible for publicity for the organization to include a web page, social media, newsletter, submission of news articles to new media and photography of organization activities, and any other position-related duties as required by the board. The public affairs representative will coordinate publicity with the president.

Section 6. Sargent-At-Arms shall be responsible for ensuring that the Board of Trustees' meetings and general membership meetings follow Roberts' Rules of Order and the bylaws of the society. The Sargent-At-Arms shall coordinate with the Membership Director to determine those members who are in good standing and eligible to vote, and any other position-related duties as required by the board.

## **ARTICLE XII**

### **Professional Staff**

The Board of Trustees by a two-thirds affirmative vote may hire, set compensation for, and/or fire professional staff who shall have such duties and benefits as the board may designate from time to time.

## **ARTICLE XIII**

### **Committees**

Section 1. The society shall have the following standing committees:

- a) Library Committee: One person will be appointed by the board as chairman of the committee. The docent on duty will assist the librarian in collecting and checking books in or out of the museum by using the appropriate form and instructions. The chair of the committee will directly be involved in cataloguing, coding and maintaining the Library Reference List as books are donated or removed from the shelf. The library committee shall conduct and assist in historical research.
- b) Museum Committee: Persons assigned to this committee will assist the exhibitors in the collection, cataloging, cleaning, repairing and storing of historic objects. Duties will include arranging museum exhibits, ensuring and updating correct historic interpretation of the exhibits as well as the care and upkeep of museum facilities.
- c) Marketing and Promotions Committee: The committee will stage publicity programs (including social media, radio, television, etc.) as well as, festival / event participation. The Marketing and Promotions Committee is in charge of the Web Page, Facebook and are involved in finding ways for publishing joint or individual research studies as well as, the development of a newsletter and/or quarterly bulletin.
- d) Historic Sites Committee: Member(s) of this committee will be responsible for establishing the validity for proposed historic sites and arranging visitation of the site(s). The Board of Trustees will appoint personnel as needed.

- e) General Membership Committee: Will be responsible for arranging and supporting suitable programs at each monthly general membership meeting, as well as ensuring guests and members are welcomed warmly and with light refreshments when available.
- f) Membership Committee: Members will be responsible for the membership drives, as well as, processing and welcoming new members. The committee is responsible for coordinating their efforts with the Sargent-At-Arms at the General Membership Meetings to ensure member informational updates and attendance.
- g) Finance Committee: Will be chaired by the treasurer and shall consist of the president, a museum committee member, the museum curator and a member of the general membership. The Finance Committee shall review and recommend the annual budget. The recommended budget will be presented in December to the board of trustees for approval. Once approved, the budget shall be submitted to the general membership for adoption at the January annual meeting.
- h) Audit Committee: Will be responsible for the review and of the accounting books and financial records conducted in January of each year. The committee will examine source documents, bank reconciliation, petty cash accounts and verify that requests for reimbursements were performed correctly. Whenever a new treasurer is elected to the board, an outside independent audit will be conducted with the outgoing treasurer and new treasurer.
- i) Grants Committee: This committee will be involved in the application, development and submission of available grants. Any grant monies collected will be provided to the treasurer.
- j) Fundraising Committee: Members of this committee will be directly involved in the bi-annual bus tours, the Annual Rummage Sale and the development of other fundraising activities.
- k) Bylaws Committee – members of this committee will be involved in the annual review of current by laws as well as editing, deleting and changing the content as needed. Any changes will be brought before the board and the general membership to be voted upon.

Section 2. Other committee, standing or special, may be appointed by the president as directed by the society or the board of trustees. No committee shall have authority to bind the board.

## **ARTICLE XIV**

### **Parliamentary Authority**

The rules contained in Roberts' Rules of Order shall govern the proceedings of the society except in such cases as are governed by the bylaws. The decision of the Sargent-At-Arms in matters of parliamentary procedures (per Roberts' Rules of Order), or the bylaws, shall be final.

## **ARTICLE XV**

### **Conflict of Interest**

Section 1. The purpose of this conflict of interest policy is to protect the society's interests when it is contemplating entering into a transaction or arrangement that might benefit the private

interests of an officer or trustee of the society or might result in any possible excess benefit transaction.

Section 2. This policy is intended to supplement, but not replace, any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. However, this policy is based on IRS model conflict of interest policy form 1023.

Section 3. This policy is also intended to identify independent trustees.

**Definitions:**

1. Interested person: Any trustee or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, as an interested person.
2. Financial interest: A person has a financial interest if the person has, directly or indirectly through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the society has a transaction or arrangement;
  - b. A compensation arrangement with the society or with any entity or individual who has a transaction or agreement;
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the society is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors, that are not insubstantial (>\$20.00). A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists, in accordance with this policy.

3. Independent trustee: A trustee shall be considered independent for the purposes of this policy if he/she is independent, as defined in instructions on IRS form 990, or until such definition is available. The trustee:
  - a. Is not, and has not been for a period of at least three (3) years, an employee of the society, or any entity in which the society has a financial interest;
  - b. Does not directly or indirectly have a significant business relationship with the society, which might affect independence in decision making;
  - c. Is not employed an executive of another corporation where any of the society's officers or employees serve on that corporation's compensation committee;
  - d. Does not have an immediate family member who is an officer or employee of the society or who holds a position that has a significant financial relationship with the society.

**Procedures**

Section 1. Duty of Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of trustees.



Section 2. Recusal – Any trustee may recuse himself/herself at any time from involvement in any decision or discussion in which the trustee believes he/she has, or may have, a conflict of interest without going through the process for determining whether a conflict of interest exists.

Section 3. Determining whether a conflict of interest exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board of trustees meeting while the determination of conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

Section 4. Procedures for addressing conflict of interest:

- a) An interested person may make a presentation at a board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote upon the transaction or arrangement involving the possible conflict of interest;
- b) The president shall, when appropriate, appoint a committee to investigate alternatives to the proposed transaction or arrangement;
- c) After exercising due diligence, the board shall determine whether the society can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the society's best interest, for its own interest, and whether it is fair and reasonable. In conformity with the above determination, the board shall make its decision as to whether to enter into the transaction or arrangement.

Section 5. Violations of conflicts of interest policy:

- a) If the board of trustees has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose;
- b) If after hearing the member's response and after making further investigation as warranted, the board of trustees determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

### **Records of proceedings**

The minutes of the board of trustees and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board of trustees decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Annual Statements**

Section 1. Each trustee and member of a committee with Board of Trustee delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands that the society is a non-profit organization, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 2. Each voting member of the board of trustees shall annually sign a statement which declares whether such person is an independent trustee.

Section 3. If at any time during the year, the information in the annual statement changes materially, the trustee shall disclose such changes and revise the annual disclosure form.

Section 4. The board of trustees shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

## **Periodic Reviews**

To ensure the society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, annual reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining (parties to an agreement are independent and on an equal footing).
- b) Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

## **Use of Outside Experts**

### **Section 1. Use of Outside Experts**

- a) When conducting the periodic reviews, the society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of trustees of its responsibility for ensuring periodic reviews are conducted;
- b) Procedures for disclosing a conflict to the audit committee or, if no audit committee, to the board;
- c) A requirement that the person with the conflict not be present at or participate in board/committee deliberation or vote on matter giving rise to the conflict;
- d) A prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to the conflict;
- e) A requirement that the existence and resolution of the conflict be documented in the corporation's records, including in the minutes of any meeting at which the conflict was discussed or voted upon.

### **Section 2. Related Party Transactions.**

Any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant. Authorizes the Attorney General to enjoin, void or rescind any related party transaction, or seek additional damages or remedies.

## **ARTICLE XVI**

### **Whistleblower Policy**

Code of Ethics: The Rio Rico Historical Society (society) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the society, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Section 1. Procedures for reporting violations or suspected violations of law or corporate policies, including procedures for preserving the confidentiality of reported information;

- a) **Reporting Responsibility:**  
This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the society can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees, and volunteers to report concerns about violations of the society's code of ethics, laws, or regulations that govern the society's operations.

Violations or suspected violations may be submitted on a confidential basis by the complainant.

Reports of violations or suspected violations will be kept confidential to the maximum extent possible, consistent with the need to conduct an adequate investigation.

b) No Retaliation

It is contrary to the values of the society for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the society. An employee or member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or suspension of membership.

c) Reporting Procedure

The society has an open door policy and suggests that any employees share their questions, concerns, suggestions or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the president or a trustee.

If you are a member, the member should report to the Sergeant-at-Arms.

Section 2. Reporting violations of the Whistleblower Policy and its administration.

a) Reporting Violations

Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the society's Sergeant-at-Arms, who has the responsibility to investigate all reported complaints and to administer the Whistleblower Policy. Members and trustees with concerns or complaints may also submit their concerns in writing directly to their supervisor or the president or the Sergeant-at-Arms.

b) Report Investigation

The Sergeant-at-Arms will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated by a committee appointed and chaired by the Sergeant-at-Arms and appropriate corrective action will be taken if warranted by the investigation.

c) Investigation Findings

The Sergeant-at-Arms is required to report findings of the investigation to the Audit Committee and to the board of trustees. The Sergeant-at-Arms is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Sergeant-at-Arms will advise the board of trustees of all complaints and their resolution and will report at least annually to the Treasurer and the Audit Committee on compliance activity relating to accounting or alleged financial improprieties.

The Sergeant-at-Arms shall immediately notify the Audit Committee and the Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

d) False Reporting

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### Section 3. Distribution of the Whistleblower Policy

A copy of the Whistleblower Policy will be distributed by the Sergeant-at-Arms to all trustees, officers, employees, members, and volunteers who provide substantial services to the corporation.

## ARTICLE XVII

### Dissolution

Section 1. A motion to dissolve the Rio Rico Historical Society (society) and terminate its activities shall be introduced at a general meeting after review by the board of trustees. At the next general meeting following this introduction, provided that all members are notified by phone or mail in advance of said meeting the dissolution motion will be presented for a vote. Dissolution will require that 2/3 of the general members in attendance vote in its favor.

Section 2. Prior to dissolution, the board of trustees shall be responsible for meeting all current requirements of state, federal, and local authorities.

Section 3. Upon dissolution, all possessions, records, documents, and artifacts in the society's possession shall be turned over to a similar organization that will continue the aims of the society as determined by a majority of board of trustees.

### Article Distribution of Assets upon Dissolution

In the event of dissolution of the society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a State or local government for a public purpose. The general membership shall determine the distribution of assets.

## ARTICLE XVIII

**Indemnification and Exemption from Debt**

Indemnity insurance is not necessary until the annual income of the Corporation exceeds \$50,000, then the Corporation shall indemnify each of its officers, whether or not then in office, and their executors, administrators, and heirs, against all reasonable expenses actually and necessarily incurred by him or her, including, but not limited to, judgements, attorney's fees and court costs in connection with the defense of any litigation or administrative proceeding to which he or she may have been made a party because he/she was a trustee or officer of the Corporation, provided, however, he/she shall have no right to reimbursement in relation to matters which he/she has been judged liable to the Corporation. The private property of the members, trustees, and officers shall be forever exempt from all Corporation debt and liabilities of any kind.

**ARTICLE XIX****Effective Date**

These bylaws shall become effective after their approval by the majority of general membership.

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The ByLaws will be reviewed, approved and voted on at the March 18, 2025 by the Board of Trustees and the General Membership Meeting of the Rio Rico Historical Society