

BYLAWS OF
LAS SENORAS de SOCORRO
WICKENBURG, ARIZONA
JULY 1974

Revised August 2020

Article I
NAME AND PURPOSE

- Section 1. The name of this organization shall be Las Senoras de Socorro.
- Section 2. The purpose of this organization shall be to promote and to advance the welfare of the Maricopa County Historical Society, dba Desert Caballeros Western Museum (DCWM), through ways supported by the Board of Trustees of that museum. This purpose shall be accomplished primarily through fund raising and service in a manner satisfactory to the Board of Trustees of the DCWM and through bringing community interest and understanding to the museum.

Article II
MEMBERSHIP

- Section 1. Membership in Las Senoras de Socorro shall be open to all those who are interested in the DCWM.
- Section 2. Members shall pay annual dues as fixed by Las Senoras Board of Directors and are encouraged to participate in active service programs of Las Senoras de Socorro.

Article III
BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of not less than five nor more than fifteen members. Each Board member will serve for a term of three years from the date of election and is eligible for one successive term upon reelection. An absence of one year thereafter is required before returning to the Board.
- Section 2. At each annual meeting of the members of Las Senoras de Socorro, a member in good standing shall be nominated and elected to replace each member of the Board whose term is expiring. Where a vacancy on the Board occurs between annual membership meetings, the Board may elect any member in good standing to serve the remainder of the term. In filling vacancies for unexpired terms on the Board of Directors, an officer or member who has served more than half a year is considered to have served a full year in that office.
- Section 3. In addition to the duly elected Board members, the following shall serve as Ex-Officio members without voting privileges:
- (a) The outgoing President of Las Senoras de Socorro for a term of one year if not eligible for reelection.
 - (b) The Chairman of DCWM Board of Trustees or their designee.

(c) The Executive Director of the DCWM or their designee.

- Section 4. The Board of Directors shall meet monthly, except during June, July and August, to transact such business as may come before it. Special meetings of the Directors may be called by the President for the transaction of business and must be called by her at the request of four members of the Board of Directors.
- Section 5. Any director may be removed from office with or without cause by an affirmative vote of a majority of members present at any meeting of the Board at which a quorum is present. Any Director may resign at any time by written notice given to the Chair of the Board. All vacancies occurring on the Board, may be filled by the Chair with approval of a majority of the Directors then in office at any meeting of the Board. The new Director so appointed shall hold office for the remainder of the term of office designated by the Board.
- Section 6. Each Director and Officer of the organization, now, heretofore or hereafter serving as such, shall be indemnified by the organization against any and all claims, judgments and liabilities to which she has or shall become subject by reason of serving or having served as such Director or Officer or by reason of any action alleged to have been taken, omitted, or neglected by her as such Director or Officer; and the organization shall reimburse each such person for all legal expenses reasonably incurred by her in connection with any such claim, judgment or liability; provided that no such person shall be indemnified in any matter arising out of her own willful misconduct and/or gross negligence.
- Section 7. The Board may purchase and maintain insurance on behalf of any person who is, was, or shall be a Director or Officer against any liability asserted against her and incurred in any such capacity or arising out of her status as such.
- Section 8. A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging her duties with respect to any matter involving the conflict which comes before the Board of Trustees or any committee; (b) prior to entering into any contract or transaction involving the conflict; and (c) as soon as possible after the Trustee or officer learns of the conflict.

Article IV
OFFICERS
AND
ELECTIONS

- Section 1. The officers of Las Senoras de Socorro shall be President, two Vice-Presidents, Recording and Corresponding Secretaries and Treasurer.
- Section 2. Officers shall be elected at the annual meeting for a term of one year and maybe re-elected to the same office by the Board of Directors for no more than two additional terms, excluding the Treasurer.
- Section 3. All officers for the Board of Directors shall be elected from the membership.

Article V
OFFICERS' AND BOARD OF DIRECTORS' DUTIES AND POWERS

- Section 1. The executive power of the organization shall be vested in the Board of Directors who shall have charge of the affairs and funds of the organization and shall have the power and authority to do and perform all acts and functions in accordance with these Bylaws.
- Section 2. The President shall preside at all meetings of the organization and the Board of Directors. The President shall be an ex-officio member of all committees except the nominating committee. The President shall appoint the chairperson of all standing committees and shall give a progress report on all the activities of the organization, including the Treasurer's report, annually to the Board of Trustees of the DCWM and to the organization at its annual meeting.
- Section 3. Vice-Presidents shall be designated in numerical order. Their duties shall be to perform all duties and exercise all powers of the President in her absence. In addition, the Vice-Presidents shall perform such duties as may be delegated to them by the President.
- Section 4. The Treasurer shall be the chief fiscal officer of the organization. She shall receive all funds paid to the organization and shall deposit such funds in the name of the organization in such banks as the Board of Directors may designate. She shall pay all bills for the organization after these bills have been approved for payment by the President. She shall keep a ledger with detailed records of the receipts and disbursements of the organization. The books shall be reviewed annually by an independent party designated by the Board of Directors.
- Section 5. The Recording Secretary shall keep an accurate record of the proceedings of all meetings of the organization.
- Section 6. The Corresponding Secretary shall give notice of the meetings of Las Senoras de Socorro and the Board of Directors meetings and shall carry on the correspondence of the organization.

Article VI
COMMITTEES

- Section 1. There shall be such standing committees as are necessary for the conduct of the business and program of the organization. The President shall appoint the chairman of each committee as soon as possible after the annual meeting of the organization. With the concurrence of the President, the chairman of each committee shall appoint such members to her committee as she deems necessary.
- Section 2. Ad hoc committees may be created by the President as needed with the approval of the Board of Directors.
- Section 3. Chairmen of committees shall report on their activities at the annual meeting and at such other times as the President may designate.

Article VII
NOMINATING COMMITTEE

- Section 1. There shall be a Nominating Committee appointed annually by the President at the meeting held two months before the annual meeting. It shall consist of at least three members and no more than five. One of these members shall be a member of the Board of Directors and at least two shall be from the general membership.
- Section 2. The Nominating Committee will present a slate of nominees for the officers and the Board of Directors at the meeting of the current Board prior to the annual meeting of the membership.
- Section 3. The Nominating Committee will present the approved slate for the Board of Directors to the membership at the annual meeting. Additional nominations for the Board and Officers may be made from the floor.

Article VIII
MEETINGS

- Section 1. There shall be at least one general meeting of the organization annually. This meeting shall be held in January each year for the election of the Board of Directors and Officers and such other business as may properly come before the membership.
- Section 2. The time and place of the meetings may be designated by the President and/or the Board of Directors.
- Section 3. The President or the majority of the Board of Directors may call a special meeting of the general membership for the transaction of business.
- Section 4. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if consent in writing or electronically, setting forth the action so taken, shall be granted by a majority of Directors or committee members entitled to vote on such action. Such consent shall have the same force and effect as an affirmative vote of the Board.
- Section 5. Electronic, written or telephonic notice of every regular, annual, or special meeting shall be given to each Director by electronic communication or in person at least two days before the meeting or shall be mailed to each Trustee not less than five days before the date of the meeting.
- Section 6. A Director may participate in a meeting of the Board by means of conference telephone or other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

Article IX
FUNDS AND FISCAL MATTERS

- Section 1. All checks drawn against funds of Las Senoras de Socorro shall be signed by the Treasurer and the President or another officer shall countersign any check of more than \$999.
- Section 2. All fund raising activities, other than regular membership dues, shall be subject to the approval of the Board of Trustees of the DCWM.
- Section 3. All funds raised through Las Senoras de Socorro membership dues shall be used for regular expenses of the organization.
- Section 4. The proceeds from all fund raising other than dues and a reasonable contingency fund shall be expended only in accordance with requests by the Board of Trustees of the Maricopa County Historical Society for purposes approved by them and by the Board of Directors of Las Senoras de Socorro.
- Section 5. No part of the net earnings shall inure to the benefit of any member or private party.
- Section 6. In the event of the dissolution of the organization, the assets shall be distributed first to the DCWM or in the case DCWM no longer exists to a fund, foundation or corporation, organized and operated exclusively for charitable purposes and exempt from Federal Income Tax, or to a state or local government for a public purpose.
- Section 7. The fiscal year of Las Senoras de Socorro shall commence as of January 1st and shall end December 31st.

Article X
PARLIAMENTARY AUTHORITY

- Section 1. Robert's Rules of Order-Revised shall govern Las Senoras de Socorro.

Article XI
AMENDMENTS

- Section 1. Bylaws may be amended by an affirmative vote of two-thirds of the members present and voting at any regular or special meeting of Las Senoras de Socorro provided that the amendment shall have been approved by a majority of the Board of Directors at a regular meeting of the Board, and that notice shall have been sent to the entire membership two weeks prior to the date set for the meeting at which the amendment is to be presented.