

**BYLAWS OF
THE STATE HISTORICAL SOCIETY OF COLORADO
(a Colorado nonprofit corporation & an Educational Institution of the State of Colorado)
(as amended and restated effective as of May 22, 2019)**

**ARTICLE I
OFFICES**

1. Business Offices. The principal office of the corporation (hereinafter, the “Society”) in the State of Colorado shall be located at the History Colorado Center, having an address of 1200 Broadway, Denver, Colorado 80203. The Society may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Society may require from time to time.

2. Registered Office. The Society shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act, currently set forth at § 7-121-101, et seq., C.R.S. (the “Nonprofit Act”). The registered office may be, but need not be, identical with the Society’s principal office in the State of Colorado. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS & DIRECTORS COUNCIL**

1. Members. The Society shall have one class of members (“Members”) with the qualifications of such class as set forth in these Bylaws. Except as expressly set forth in Section 3 of this Article II, Members shall have no voting rights. No annual meeting of Members shall be required.

2. Qualification of Members. In order to become a Member of the Society, a person must pay annual dues, as determined by the Board of Directors from time to time. An employee of the Society shall be a Member for the period of his or her employment, but shall not be required to pay annual dues. The Board of Directors shall also be Members of the Society for the period of their respective terms and shall not be required to pay annual dues during their term.

3. Voting Rights. Pursuant to the provisions of § 24-80-201.7, C.R.S., Members shall be entitled to elect the members of the Directors Council pursuant to nomination procedures adopted by the Board of Directors. The Board of Directors shall also adopt bylaws for the Directors Council.

4. Termination of Membership. Member status shall automatically be terminated if a Member fails to pay applicable dues within the time period established by the Board of

Directors. In addition, the Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a Member for cause.

5. Resignation. Any Member may resign by filing a written resignation with the Chair, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

6. Reinstatement. The Member status of a former Member whose Member status was automatically terminated as a result of nonpayment of dues shall automatically be reinstated as of the date such former Member pays all dues that are in arrears. With respect to a former Member whose Member status has been terminated for cause, upon written request signed by such former Member and filed with the Chair, the Board of Directors may reinstate such former Member to Member status upon such terms as the Board of Directors, as the case may be, may deem appropriate.

7. Transfer of Membership. Membership in the Society is not transferable or assignable.

ARTICLE III **BOARD OF DIRECTORS**

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.

2. Number. The number of Directors shall be thirteen (13).

3. Appointment.

(A) The Governor shall appoint the members of the Board of Directors with the consent of the Senate. At the expiration of the term of any position, the Governor shall, with the consent of the Senate, reappoint the existing Board member or appoint a new member in lieu of the existing member. While not binding on the Governor, it is the express desire of the Board that no existing member be reappointed if such reappointment would result in such member's serving in excess of three (3) consecutive full terms of three (3) years each (not including any partial term served by such member to fill a vacancy in an existing position on the Board or a newly created position).

(B) In accordance with §24-80-201.5(2)(c), C.R.S., no more than seven (7) members of the Board of Directors appointed by the Governor shall be affiliated with one political party or unaffiliated persons.

4. Term. Except as provided in Section 17 of this Article III below with respect to the filling of vacancies and except for any shorter initial terms as may be required by statute with respect to newly created positions in order to create or preserve the classification or staggered terms of the Board, the terms of all members of the Board of Directors shall be three (3) years.

The terms of the Board members are staggered such that the three-year terms of four (4) members shall expire each year, except that in the year 2021 and every three (3) years thereafter the three-year terms of five (5) members shall expire.

5. Authority. In accordance with § 24-80-201.5(2)(d), C.R.S., members appointed to the Board shall have the authority to act on behalf of the Board after appointment by the Governor, notwithstanding that such member has not yet been confirmed by the Senate.

6. Annual Meeting. An annual meeting of the Board of Directors shall be held in June of each year (or as soon thereafter as practicable).

7. Regular Meetings. The Board of Directors may provide by resolution the date, time and place for the holding of regular meetings of the Board; provided, however, that the Board of Directors shall have regular meetings at least quarterly.

8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two members of the Board.

9. Open Meetings Laws. The Board of Directors shall at all times comply with the Colorado Open Meetings Law, § 24-6-401, et seq., C.R.S. (the “Open Meetings Law”). To the extent any provisions of the Open Meetings Law are inconsistent with any provision of these Bylaws, the provisions of the Open Meetings Law shall be deemed to control over the conflicting provision of these Bylaws. All meetings of two or more members of the Board at which any public business is discussed or at which any formal action may be taken are declared to be public meetings open to the public at all times, except for executive sessions, in compliance with the Open Meetings Law, § 24-6-402(2), C.R.S.

10. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the Board of Directors shall be delivered, either personally, by telephone, by e-mail or other electronic transmission, by other form of wire or wireless communication, or by first class or registered mail, to each member of the Board of Directors, not less than seven (7) days before the date of such meeting, by or at the direction of the Chair or the officers or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. If mailed by first class or registered mail, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director’s address as it appears on the records of the Society, with postage thereon prepaid.

11. Public Notice. In addition to the notice to Directors called for in Section 10 of this Article III, full and timely public notice shall be provided for each meeting. At a minimum, the public notice must be posted in the designated public area no less than 24 hours prior to the meeting pursuant to § 24-6-402(2)(c), C.R.S. The public place for posting such notice shall be designated annually at the Board’s first regular meeting of each calendar year. The public notice of all meetings shall state the place, date and hour thereof as well as agenda information. The Chair shall be responsible for maintaining oversight over the proposed agenda.

12. Executive Sessions. The Board of Directors may convene in Executive Session pursuant to the requirements of § 24-6-402(3)(a), C.R.S. Executive Sessions shall be properly noticed pursuant to § 24-6-402(3)(a), C.R.S, including specific citation to the provision of § 24-

6-402(3)(a), C.R.S., authorizing the Board of Directors to convene in Executive Session and identification of the particular matter to be discussed in as much detail as possible without compromising the purpose for which the Executive Session is authorized. Two-thirds of the entire membership of the Board of Directors must affirmatively vote to convene in Executive Session. No formal action may be taken by the Board of Directors in Executive Session pursuant to § 24-6-402, C.R.S. Executive Sessions shall be electronically recorded as required by § 24-6-402(2)(d.5)(I)(A), C.R.S. The electronic recording of an Executive Session shall be retained for a minimum of ninety (90) days. After the ninety (90) day period, the electronic recording may be destroyed. The meeting minutes shall reflect the topic(s) discussed as part of the Executive Session without further explanation.

13. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for any regular or special meeting of the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Society in the State of Colorado.

14. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

15. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

16. Resignations; Removal. Any Director may resign at any time by giving written notice thereof to the Governor. Directors may be removed only by the Governor in accordance with applicable law.

17. Vacancies. If there is a vacancy in any position appointed pursuant to Section 3(A) of this Article III during the term of such position, whether by reason of death, removal, or resignation, the Governor shall appoint a new member of the Board pursuant to the provisions of Section 3 of this Article III to fill such position for the balance of the unexpired term.

18. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors the actual and reasonable expenses of attendance, if any, may be allowed for attendance at a regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from also serving the Society in some additional capacity other than as Director and receiving compensation for such other service, so long as such arrangement complies with the provisions of Article VII, "Conflicting Interest Transactions."

19. Minutes. Formal minutes of each meeting will be maintained pursuant to the requirements of the Colorado Open Meetings Law, § 24-6-402(2)(d)(I), C.R.S. A draft of the minutes will be provided to the Board of Directors for review and formal adoption at a subsequent meeting. The minutes of a meeting during which an Executive Session authorized under § 24-6-402(3), C.R.S., is held shall reflect the topic of discussion at the Executive Session.

20. Meetings by Telephone or Similar Communications Equipment. Members of the Board of Directors may attend board meetings by electronic means with prior permission from the Chair if they attend the relevant portion of the meeting in its entirety providing a full explanation of the matter on which they are voting and as long as a method for public access and participation is available.

ARTICLE IV **OFFICERS**

1. Officers of the Corporation.

(A) **Board Officers.** Pursuant to the Nonprofit Act, the Board of Directors shall elect at its annual meeting (or as soon thereafter as may be convenient) a Chair of the Board of Directors (the “Chair”), one or more Vice Chairs (the number thereof to be determined by the Board of Directors), and such other officers as may be elected in accordance with the provisions of this Article IV (collectively, the “Board Officers”). Board Officers shall be members of the Board of Directors. The Board of Directors may elect such other Board Officers as it shall deem desirable, such Board Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. New Board Officer positions may be created and filled at any meeting of the Board of Directors.

(B) **Appointed Officers.** The Board shall appoint from time to time an Executive Director of the Society who shall have the powers and responsibilities set forth in Section 8 of this Article IV. Pursuant to § 24-80-404, C.R.S., the Board shall also appoint from time to time the State Archaeologist. In addition to these positions, the Board may from time to time appoint a State Historian, one or more Deputy State Historic Preservation Officers, and such other officers as the Board may determine to be appropriate or necessary in accordance with the provisions of this Article IV. Each such person identified in this Section 1(B) is hereinafter referred to as an “Appointed Officer.” Appointed Officers shall not be members of the Board of Directors and may or may not be employees of the Society, as the Board shall determine. Each Appointed Officer shall serve at the pleasure of the Board of Directors at such compensation, if any, as shall be determined by the Board of Directors from time to time in accordance with any applicable State law and regulation, including § 24-80-204, C.R.S.

2. Term. Subject to the provisions of Section 3 of this Article IV, the term of each Board Officer shall be from July 1 following such person’s election as such (or, if later, the date of such election) until June 30 of the following calendar year (or such later date as such Board Officer’s successor in office shall have been duly elected).

3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Society would be served thereby; provided, however, that such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancies. A vacancy in any Board Officer position because of death, resignation, removal, disqualification, non-reappointment, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term at any regular, annual, or special meeting. A vacancy in any Appointed Officer position may be filled in the manner specified in Section 1(B) of this Article IV.

5. Chair of the Board of Directors. The Chair shall have general oversight responsibility over the business and affairs of the Society and preside at all meetings of the Board of Directors. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect and in general shall perform such duties as may be assigned by the Board of Directors.

6. Vice Chairs. A Vice Chair shall, in the absence of the Chair, preside at all meetings of the Board of Directors, and have all authority of the Chair in such circumstances. In addition, the Vice Chairs shall perform such duties as may be assigned by the Chair or the Board of Directors.

7. Immediate Past Chair. At the end of the term of the Chair under Section 5 of this Article IV, and provided such individual shall continue to remain as a member of the Board of Directors after the end of such term, such individual shall automatically assume the office of Immediate Past Chair. Such individual shall continue to hold office as Immediate Past Chair until the earlier of (a) such person's term as a member of the Board of Directors shall end for any reason or (b) the existing Chair shall have become Immediate Past Chair by virtue of this Section 7. The Immediate Past Chair shall perform such duties as may be prescribed from time to time by the Board of Directors.

8. Executive Director. The Executive Director shall be the chief executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society and in general shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. He or she may sign contracts or other instruments on behalf of and in the name of the Society within any limitations on such authority specifically provided for by resolution of the Board of Directors, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws, or by State law or regulation to some other officer or agent of the Society.

ARTICLE V **COMMITTEES**

1. Establishment. The Board of Directors may establish by resolution such committees of the Board as it shall determine from time to time to be appropriate or useful. Such resolution shall specify the purpose and intent of the committee. The Chair shall make appointments to such committees with the approval of the Board of Directors.

2. Term of Office. Each member of a committee shall continue as such until the next regular annual meeting of the Board of Directors and until his or her successor is appointed,

unless the committee shall be sooner terminated or unless such member is removed from such committee, the member resigns from the committee, or unless such member shall cease to qualify as a member thereof.

3. Committee Chair. One member of each committee shall be appointed chair of the committee by the Chair with the approval of the Board of Directors.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made by the Chair with the approval of the Board of Directors.

5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

7. Meetings. The members of a committee may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all committee members participating may hear each other during the meeting. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI

STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS

1. Standards. Pursuant to § 7-128-401, C.R.S., each Director shall discharge such individual's duties as a Director, including any duties as a member of a committee of the Board of Directors, and each officer with discretionary authority shall discharge the officer's duties under that authority, in each such case: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Director or officer reasonably believes to be in the best interests of the Society. A Director or officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Society whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted.

2. No Liability. A Director or officer is not liable as such to the Society for any action taken or omitted as a Director or officer, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with the provisions of this Article VI.

3. Director Not a Trustee. Pursuant to § 7-128-401(5), C.R.S., a Director, regardless of title, shall not be deemed to be a trustee with respect to the Society or with respect to any property held or administered by the Society, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property; provided, however, that the Society shall continue to be the trustee of the State of Colorado as set forth in § 24-80-202, C.R.S.

ARTICLE VII

CONFLICTING INTEREST TRANSACTIONS; LOANS TO DIRECTORS

1. Conflicting Interest Transactions. The Board of Directors of the Society shall maintain in effect at all times a separate policy governing conflicting interest transactions (as defined in such policy) between Directors and the Society. Such policy may be extended to Society employees and volunteers, as the Board of Directors shall determine to be appropriate.

2. Prohibition Against Loans to Directors or Officers. No loans shall be made by the Society to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Society for the amount of such loan until the repayment thereof.

ARTICLE VIII

INDEMNIFICATION

The Society may, to the extent determined by the Board of Directors and permitted by the Nonprofit Act, indemnify and/or advance expenses of officers, directors, employees, fiduciaries, and agents of the Society, but subject to the following limitations and qualifications:

(A) Indemnification shall be limited to the amount of available insurance, if any.

(B) Mandatory indemnification and advancement of expenses shall not be available under § 7-129-103, § 7-129-105, § 7-129-107(1)(a), C.R.S., or any other provision of the Nonprofit Act.

(C) Liability for claims for injuries to persons or property arising from the negligence of the State of Colorado, its departments, institutions, agencies, boards, officials and employees is controlled and limited by the provisions of the Governmental Immunity Act, § 24-10-101, et seq., C.R.S., and the risk management statutes, § 4-30-1501, et seq., C.R.S. Nothing in these Bylaws shall limit, expand, or modify the operation of said Governmental Immunity Act or risk management statutes.

ARTICLE IX
OPERATION AS AN AGENCY OF THE STATE OF COLORADO

The Society operates both as a non-profit corporation and an agency of the State of Colorado. Board Officers, Appointed Officers, and employees of the Society, shall comply with all applicable laws, regulations and procedures of the State of Colorado, including those relating to entering into and managing contracts and dealing with funds of the Society.

ARTICLE X
PERFORMANCE OF THE WORK OF THE SOCIETY

The Appointed Officers and employees of the Society shall, under the supervision and direction of the Board of Directors, have charge of the work of the Society and of its library and collections. Their respective duties shall be determined by the Board of Directors. Report of the work shall be made to the Board of Directors, as the Board of Directors may request, and in all work the Society's obligation to the State shall be recognized.

ARTICLE XI
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 XII
FISCAL YEAR

The fiscal year of the Society shall correspond to that of the State of Colorado.

ARTICLE XIII
CORPORATE SEAL

The corporate seal shall be the arms of the State of Colorado, surrounded by the inscription "The State Historical Society of Colorado – 1879." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Chair for the authentication of contracts or other papers requiring the seal.

ARTICLE XIV
SERVICE OF BOARDS AND COMMISSIONS

The Society recognizes the benefits of the members of the Board of Directors and the Society's employees serving on and participating in boards and commissions outside of the Society, including organizations and agencies such as, but not limited to, the Executive Residence Advisory Commission, State Capitol Building Advisory Committee, Colorado Historical Records Advisory Board, and the Civic Center Cultural Complex. Such service and participation, when directed by the Board of Directors, shall be considered within the performance of his or her duties and within the scope of his or her duties for the purposes of the Colorado Governmental Immunity Act, § 24-10-101, et seq., C.R.S, and any subsequent amendments thereto, and in keeping with the Society's mission and purpose as an educational institution of the State of Colorado.

ARTICLE XV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Act or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI
AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors present at any regular meeting or at any special meeting, provided that any such change is allowed by and does not conflict with the Articles of Incorporation or the laws of the State of Colorado.