

**BYLAWS  
OF  
THE GALLOPING GOOSE HISTORICAL SOCIETY OF  
DOLORES, INC.**

These revised bylaws will adopted at the annual meeting of the society on September 10, 2016.

**ARTICLE I**

**ORGANIZATION**

**Section 1**

The principal office of the corporation shall be located within the town of Dolores, Montezuma County, State of Colorado.

**Section 2**

The corporation may have other offices for the conduct of business either within or outside Montezuma County, State of Colorado as the Board of Directors may designate.

**Section 3**

The registered office of the corporation required by the Colorado Corporation Code will be maintained in Colorado and may be, but not need be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**Section 4**

The official title of this corporation is: *The Galloping Goose Historical Society of Dolores, Inc.*, hereinafter referred to as the “society.”

**ARTICLE II**

**PURPOSE**

The purpose of this society is to preserve, restore and operate the historical Rio Grande Southern Railroad and all necessary equipment, rolling stock, real property, historical sites and buildings necessary and incident thereto; to establish museums, research projects and operations in furtherance of the historical significance of the Dolores River Valley; to educate and produce educational materials and scholarships for education and research incident to the above and forgoing, all being exclusively for charitable, educational or scientific purposes and good and no other.

## ARTICLE III

### MEMBERSHIP

#### Section 1

Any person interested in the objectives and purposes for which this society has been organized and expressing a desire to support the society's programs in furtherance thereof, may become a member of this society as long as that person pays the dues as prescribed by the board of directors.

#### Section 2

Dues for membership in the society shall be established by the board of directors.

#### Section 3

The Galloping Goose Historical Society of Dolores, Inc. does not discriminate on the basis of race, age, color, religion, national origin, gender, disability, sexual orientation, gender identity, gender expression, political beliefs, or veteran status.

## ARTICLE IV

### ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP

#### Section 1

The annual meeting of the members of the society shall be held ~~in the second weekend~~ in September, the board of directors setting the exact date and notifying the membership at least fifteen (15) days in advance via official GGHS newsletter or direct mailing (US Postal Service) of the date, time, and location of the meeting.

#### Section 2

Special meetings of the membership may be called at any time by the board secretary when so directed by the president or by a majority of the board of directors. Special meetings of the membership will only be called and held for a single agenda item. Notice of any special meeting of the membership shall be posted, visible from the outside, at the offices of the society and shall be mailed via US Postal Service to each member of the society at least fifteen (15) days in advance of such special meeting. Such notice shall specify the agenda item to be discussed and give the date, time and location of the special meeting.

#### Section 3

The location of the annual and special meetings shall be at a public location, unless weather or other extenuating circumstances prohibit meeting at such a location.

#### Section 4

Each person who has been a member of the society for at least thirty (30) days and who is physically present has the right to vote on issues at the Annual Meeting and special meetings.

#### Section 5

At least four (4) members of the board of directors and four (4) other society members shall constitute a quorum for the transaction of business at any annual or special meeting of the membership.

## **Section 6**

The Board shall present a written annual report to the membership that includes the accomplishments achieved during the previous year and a full financial accounting of the organization.

## **Section 7**

Any question concerning parliamentary procedure at meetings of the society shall be determined by reference to the most current edition of *Robert's Rules of Order Newly Revised* (RONR) as approved by the National Association of Parliamentarians.

# **ARTICLE V**

## **BOARD OF DIRECTORS**

### **Section 1**

The officers of the society are contained in the Board of Directors, herein after referred to as the board, and shall consist of seven (7) individuals as follows: a President, Vice President, and five (5) Directors. (The president and vice president are members of the board and, as such, count in determining a quorum and are able to vote in meetings of the society.) (See Article V, Section 9 for other positions on the board.)

### **Section 2**

The president, vice president, and directors will be elected ~~individually~~ at the annual meeting except as provided for in Article V, Section 7. The term of office for a director is three (3) years. The president and vice president terms of office are one (1) year.

### **Section 3**

The president, vice president, and directors shall be elected by a plurality of the votes cast by the society members physically present at the annual meeting. All nominations for the offices of president, vice president or director shall be from the floor, by voice, at the annual meeting. **Any person nominated for a position on the Board must be present at the annual meeting or must submit a written statement that verifies their intent to serve on the Board, if elected.** Nominations must be seconded by another society member who is physically present. There shall be no absentee or proxy nominations or voting.

### **Section 4**

**The order of elections is president, vice president, directors. Written ballots shall be distributed for each position. Director vacancies shall be filled with a single ballot, listing all director candidates and the number of vacancies that exist.**

### **Section 5**

Eligibility to hold office: A person must have been a society member in good standing for a period of six (6) months prior the annual meeting and have attained the age of eighteen (18) years old to be qualified to hold any office on the board of directors of the society.

### **Section 6**

Eligibility to vote: A person must have been a society member in good standing for a period of 30 days prior the annual meeting and have attained the age of sixteen (16) years old to be qualified to vote in any election for any office on the board of directors of the society or any other society business.

## **Section 7**

The board, by action of a majority of those present at any meeting, and constituting at least a quorum, shall have control of and be responsible for the management of the affairs and property of the society; shall have the power to, if deemed necessary, fill vacancies on the board for any unexpired portion of any term including the offices of president or vice president. The board shall have full discretion in the acceptance of membership or termination of membership in the society; shall have the power to remove any member of the board for reason of their being deemed unsuitable to serve; shall have the power to appoint or remove all employees or contract labor and prescribe their duties; and generally shall have full power to do, or require done, everything deemed necessary or expedient for the promotion of the society's welfare. (See Article VI, Section 3 for definition of a quorum.)

## **Section 8**

At the first regular meeting of the board after each annual meeting, the board shall elect a Secretary and a Treasurer of the society. These positions shall be filled from within the board membership excluding the president and vice president. At the discretion of the board, these two offices may be combined.

## **Section 9**

Duties and functions of the Board of Directors:

- a. The **President** shall function as the chief executive officer of the society and, as a member of the board, shall preside at all meetings of the board and of the membership; be a member, ex officio, of all standing and special committees, and shall have, at the direction of the board, the authority to sign such papers, documents, promises and undertakings as may be required in the sale of any asset of the society, securing the repayment of any debt of the society, and in connection with the settlement of estates or trusts in which the society has an interest. The president, without previous board approval, shall not have the power to enter into any contractual agreement, written or verbal, on behalf of the society, and shall not have the power to unilaterally overturn or ignore any official action of the board. The president may form special or standing committees and appoint members thereto when deemed necessary. (Also see Article VII concerning committees.)
- b. The **Vice President** shall, in the absence or disability of the president, perform the duties of the president and act in the president's stead. The vice president shall also carry out such assigned duties as may be directed by the president.
- c. The **Secretary** shall give due notice of the time and place of all meetings, preserve the record of the proceedings of the society and the board and perform other such duties as are usually expected of such an officer. The secretary shall have and maintain custody of the bylaws, records, and general archives of the society, except as may be expressly placed in the charge of others by order of the board or these bylaws.
- d. The **Treasurer** shall have charge and custody of the financial records of the society and shall be responsible for depositing in its name, in one or more national or state chartered banks or incorporated trust companies designated as depositories by the board, all monies received. The treasurer shall have the authority to sign such papers, documents, and undertakings as may be required

in the sale of the assets of the society in connection with the settlement of estates or trusts in which the society has an interest. Funds shall be withdrawn from any depository, only by a check or draft signed by the treasurer or his/her designee and co-signed by the president or vice president. The treasurer may cause the books and accounts of the society to be audited once a year, or more often upon the direction of the board, by certified public accountant selected for such purposes by the board.

- e. Board members must strive to conduct themselves in a manner which reflects favorably on and in the best interest of the society. They will conduct themselves in a polite and dignified manner when representing the society in public or in meetings.
- f. Without written permission from the board, board members or society members will not engage in any activity or enterprise that uses, or perceives to use, their membership on the board or in the society to enrich themselves, their family, or any other person, company, or organization **with whom they have a formal or informal association.**

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

#### **Section 1**

**Regular meetings** of the Board of Directors shall be held at least bi-monthly **at the official office of the society. A schedule of regular Board meetings, subject to change at the Board's discretion, for the upcoming calendar year shall be published in the last (usually November) issue of the preceding year of the official GGHS newsletter.** Other regular and special meetings of the board may be held at other times as determined by the board.

#### **Section 2**

A **special meeting of the board** may be called by the president or a majority of the board members. When a special meeting is called, the secretary shall issue a notice of the time, place and agenda for such special meeting to each board member at least five (5) days in advance of said meeting. Special board meetings will have only one agenda item. **Special meetings of the board and changes to the regular Board meeting schedule shall be posted on the door of the official society office at least five (5) days in advance of said meetings.**

#### **Section 3**

At least four (4) members of the board must be present to constitute a quorum. No business may be conducted in the absence of a quorum. If a quorum is not present, any meeting may be convened only long enough to reschedule that meeting to a time when a quorum will likely be present. (The president and vice president are, as noted in Article V, Sections 1 and 9, members of the board and count as such in determining a quorum.)

#### **Section 4**

All members of the board shall attend meetings of the society on a regular basis. If any member of the board fails to attend three (3) consecutive meetings without valid cause, he or she may be removed from the board at their discretion.

## **Section 5**

Any board member will be allowed to attend meetings via electronic means – for example by phone or “Skype” – and counted as “present” in the official record (minutes) including being counted toward a quorum and have full voting rights on any issue. Votes by email or web forum are prohibited.

## **Section 6**

All meetings of the board are open public meetings except for “executive session” portions of any meeting as allowed by *Roberts Rules of Order Newly Revised*.

## **Section 7**

The board may, from time to time, adopt its own ~~rules of order~~ **Special Rules of Order** for the more efficient conduct of meetings. ~~and for the establishment of policies and procedures governing the general operation of the Society but not be so designed as to conflict with or circumvent these bylaws.~~ **It may also establish** of policies and procedures governing the general operation of the Society but not be so designed as to conflict with or circumvent these bylaws.

## **ARTICLE VII**

### **COMMITTEES**

## **Section 1**

The President or the board may, from time to time, form standing or special committees as deemed necessary for the efficient operation of the affairs of the Society. Membership on any standing or special committee shall be limited to members of the Society and such membership is held by appointment of the President or the board.

## **ARTICLE VIII**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

## **Section 1**

Reasonable expenses incurred by any member of the board of directors in defending a civil or criminal action, suit, or proceeding, arising as the result of official conduct for or on behalf of the society, shall have those reasonable expenses reimbursed at the final disposition of such action, suit or proceeding, **except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.** If it shall be determined that such director is not entitled to be indemnified by the society as authorized by the laws of the State of Colorado, such expenses may be paid upon terms and conditions as the board of directors deems appropriate.

## **ARTICLE IX**

### **AMENDMENT OF THESE BYLAWS**

#### **Section 1**

These bylaws may be repealed, altered, or amended at any annual meeting or special meeting of the membership called for the purpose, provided that any alteration or change proposed shall first have been submitted to the board of directors ~~and approved by a majority vote thereof~~ not less than ~~sixty (60)~~ seventy-five (75) days prior to the holding of the annual or special meeting.

When presenting to the membership the proposed alteration or change to the bylaws, the board shall make its recommendation to the membership in regards to the proposed change. Proposed alterations to the bylaws and the board's recommendation shall be available for viewing at the office of the society for at least fifteen (15) days before the annual or special meeting and shall be emailed or mailed via U.S. Postal Service to any member so requesting. Changes to bylaws are by majority vote of the membership physically present at the annual meeting or special meeting.

## **ARTICLE X**

### **DISSOLUTION**

#### **Section 1**

Upon termination or dissolution of the society, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501c3 of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have for a charitable purpose which, at least generally, includes a purpose similar to that of the society.

