

By-Laws

The Rex Allen Arizona Cowboy Museum

Article I – Name

The Name of the organization shall be The Rex Allen Arizona Cowboy Museum.

Article II – Purpose

The purpose of this organization shall be:

Section 1. To preserve and maintain the artifacts and life story of Rex Allen, the cowboy, movie star, singer, and entertainer who was born in Willcox, grew up in Willcox and always referred to Willcox as his home town.

Section 2. To operate a museum through which the cultural preservation, public education and history of the ranching heritage and integrity of Willcox, the Sulphur Springs Valley area and the Southwest will be perpetuated.

Article III – Membership Dues

Section 1. Any person interested in the purpose of this organization may apply to become a member. Said application shall include payment in advance of dues prescribed for one of the following classes of membership. Annual dues for each calendar year shall be determined and set by the Board of Directors. The Board of Directors may, at its discretion, review applications for memberships and, upon a majority of those Board members choosing to vote, may approve or deny each said application. Upon denial of an application for membership, the applicants advance payment, if any, shall be returned to the applicant. Absent action by the Board of Directors, an applicant shall become a member Forty-Five (45) days after the date of application. The date of application is defined as the date received by the Board Secretary or Five (5) days after being mailed by the applicant to the mailing address of the corporation, whichever is earlier.

Individual: Any one individual. An individual member will receive free admission to the museum for the term of membership and shall receive special invitation to private showings and previews.

International Individual: Any one individual with a mailing address outside of the United States of America. An individual member will receive free admission to the museum for the term of membership and shall receive special invitation

to private showings and previews. The dues for this class shall be an additional \$5 over the price of Individual as set by the Board of Directors.

Family: All immediate family members domiciled under one roof. Family members will receive free admission to the museum for the term of membership and shall receive special invitation to private showings and previews.

International Family: All immediate family members domiciled under one roof, with a mailing address outside of the United States of America. Family members will receive free admission to the museum for the term of membership and shall receive special invitation to private showings and previews. The dues for this class shall be an additional \$5 over the price of Family as set by the Board of Directors.

Business: Any business, corporation or organization. Business members will receive free admission for the CEO, his or her family and guests for the term of membership and shall receive special invitation to private showings and previews.

Sponsors: Any individual, family or business that wishes to commit to a benefactor fee. Benefactors will receive free admission for CEO and unlimited guests for the term of membership and shall receive special invitation to private showings and previews. Sponsors will have a special engraved plaque located on the "wall of fame" (showing each year the entity made a benefactor level contribution) and their name shall be listed on all promotional material.

Honorary Membership: All individuals who have served as a regular docent at the Rex Allen Arizona Cowboy Museum for at least six months during the previous calendar year will receive a free family membership with the associated privileges and voting rights.

Life: A life membership shall have the same privileges, voting rights, and benefits as a family membership. The requirements of a Life Membership shall be set by the Board of Directors.

Section 2. Membership year is from January 1 to December 31. New members applying for the current year, between July 1 and December 31 pay half price. A yearly renewal notice will be mailed by the corresponding secretary to all current members of each year.

Article IV – Meetings

Section 1. Board of Director meetings shall be held monthly, time and place to be determined by the Board of Directors. (with the exception of January when the annual membership/business meeting will be held). (A meeting agenda will be distributed to the Board members at least one day prior to the meeting.)

Section 2. An annual membership meeting shall be held in January of each year at which time election of directors will be held. Time and place of the annual meeting is to be determined by the Board of Directors. A quorum at each membership meeting shall consist of 5% of the paid membership.

Section 3. The President of the Board of Directors may call special meetings of the Board. One week's notice shall be given to each Director. The President of the Board of Directors may call special meetings of the general membership for the transaction of business. One week's notice shall be given to each member. Special meetings shall be held at the call of the President or within fourteen (14) days upon receipt of the request of at least three (3) members of the Board. The person, or persons, authorized to call special meetings of the Board of Directors or Membership may fix the place for holding any special meeting called by them.

Section 4. Notice shall be defined as a written notice including the date, time, and location hand delivered, or sent to his/her mailing address, or e-mail address if provided, as listed in the records of the organization. Such notice shall be sent by the Corresponding Secretary at the direction of the officer or officers calling the meeting. Any director may waive such notice of any meeting. The attendance of any director at a meeting shall constitute a waiver of notice of such meeting, except where such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article V – Board Officers and their Duties

Section 1. The Board Officers of the Museum shall be a President, Vice President, Recording Secretary, Treasurer. Also, the Corresponding Secretary, if not performed by the Museum Manager.

Section 2. The term of office for officers shall be for a period of one year.

Section 3. The President shall preside at all meetings of the general membership and the Board of Directors. The President shall designate committees as needed and be an ex-officio member of all committees, except the Executive Advisory Committee. The President shall, with the approval of the Board of Directors, appoint committee chairs. At the November meeting, the President shall appoint a nominating committee to report to the membership at the January meeting. He/She may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The President shall be on the signature card to sign all checks. In general, he shall perform all duties incident to the office of president and such other duties as may be assigned to him by the Board of Directors.

Section 4. The Vice President shall be an aide to the President and in the absence of the President, perform the duties of that office. The Vice President shall be on the signature card to sign all checks. In general, he/she shall perform all duties incident to the office of Vice President and such other duties as may be assigned to him/her by the President or Board of Directors.

Section 5. The Recording Secretary shall keep the minutes and maintain records of the meetings of the Board of Directors and of the Members in one or more books, a digital back up, and be able to refer to past minutes. The Recording Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law. The Recording Secretary shall be on the signature card to sign all checks. In general he/she perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned to him/her by the president, or by the Board of Directors.

Section 6. The Corresponding Secretary shall take care of correspondence unless otherwise ordered. The Corresponding Secretary shall keep record of the membership. The office of the Corresponding Secretary may be filled by the Museum Manager. She/he shall perform all duties incident to the office of Corresponding Secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 7. The Treasurer shall receive all monies, giving receipt for same, and deposit all monies in a bank approved by the Board of Directors and in the name of the Rex Allen Arizona Cowboy Museum. The Treasurer shall prepare all checks for payment of obligations of the Museum and be on the signature card to sign all checks. No checks shall be issued without the prior approval of the Board of Directors. The Treasurer shall present a report of financial activities at the Board of Directors meetings. The Treasurer shall be responsible for the preparation and filing of all IRS, State Compensation and other required reports. The Treasurer may turn over pertinent information for said forms or reports to be prepared by a professional, if approved by the Board of Directors. In general she/he shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Article VI – Board of Directors

Section 1. The Board of Directors shall consist of eleven elected members. At least six of the eleven elected Directors shall be legal residents of the Willcox area and have local mailing addresses.

Section 2. Directors shall receive no salary or other monetary compensation from the Museum for any duties or service performed relating to their position on the Board of Directors. The term of office for Directors shall be for a period of three (3) years, with one-third (1/3) of the elected members of the Board of Directors being elected to office each year. Directors may be elected to succeed themselves. The newly elected Directors shall assume their duties at the annual meeting.

Section 3. At their February meeting, the Board of Directors shall elect Board Officers. Elected Officers shall assume their duties immediately.

Section 4. The Board of Directors shall be responsible for the establishment of museum policy, and the hiring or appointment of a Museum Manager.

Section 5. The absence of a Director for three consecutive Board of Director meetings, without a valid excuse, shall constitute a vacancy. (The Director, thus vacated, may petition the Board for reinstatement, in writing, at the next meeting.) Should a seat on the Board of Directors become vacant by the absence of the Director, the vacancy shall be acknowledged at the next regularly scheduled meeting. Letters of intent shall be received by the President for the month immediately following the acknowledged vacancy, from parties interested in filling that seat on the Board of Directors. The Board of Directors

shall then fill any vacancy occurring by this absence, by a majority vote of the Board.

Section 6. Should a seat on the Board of Directors become vacant during their term by a Director submitting a letter of resignation, the letter shall be accepted at the next scheduled meeting. Letters of intent shall be received by the President for the month immediately following from parties interested in filling the vacant seat on the Board of Directors. If a vacancy on the board occurs other than by expiration of term, the remaining members by a majority vote shall fill the vacancy.

Section 7. A majority of elected Directors shall constitute a quorum at any meeting of the Board. In case of the absence of any officer of the corporation or for any reason they may deem sufficient, a majority of the entire Board may delegate for the time being any powers or duties of an officer to any other officer or to any director.

Section 8. One of the duties of a Director is to work three (3) hours a month, as a volunteer in the Museum, or in any capacity to benefit the Museum.

Section 9. The Board of Directors may enter into any contract or agreement of employment with any officer, or officers, agent or agents, in the name of and on behalf of the corporation, and authority conferred thereunder may be general or confined to specific matters. No loans to the corporation shall be contracted on its behalf and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific matters. No bank accounts shall be opened in the name of the corporation unless approved by a resolution of the Board of Directors. All Checks, Drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The funds of the corporation shall be deposited only as authorized by the board.

Section 10. Should there be dissolution of the Museum, the Board of Directors shall make the provision for making payment of the liabilities and dispose of holdings. All remaining assets shall be distributed to one or more non-profit, tax exempt organizations as defined by the Internal Revenue Code, Section 501 C (3), at the time of dissolution.

Section 11. Until such time as a dissolution of the Museum may become a reality, all properties on display either loaned, owned, donated or being sold to the Museum shall remain under the custody of the Board of Directors and shall not be removed. Items on loan shall be removed only by receipt of written intent to remove by the owner. Such intent to remove shall be in writing and signed by the owner, or their legal representative, and a witness for the Museum.

Article VII – Qualification and Election of Officers and Directors

Section 1. Any Officer or Director of the Rex Allen Arizona Cowboy Museum must be a member in good standing prior to the meeting at which they are appointed or elected, and shall remain a member in good standing, for the full length of their term.

Section 2. The Directors shall be elected by the membership at the annual business meeting in January.

Section 3. Any membership in good standing with paid up membership at the time of the annual meeting shall be entitled to one vote, except in the case of family memberships, where any two members of the family shall be entitled to vote.

Section 4. The President shall appoint a nominating committee to develop and present a slate of Directors for election at the annual meeting in January.

Section 5. Voting shall be by ballot. Should there be but one nominee for an office, the ballot, by unanimous consent, may be dispensed with and a voice vote taken.

Article VIII – Parliamentary Procedures

The rules of the most current “Robert’s Rules of Order” shall govern the Museum and the Board of Directors in all cases applicable and not inconsistent with these By-Laws or the Articles of Incorporation of the society.

Article IX – Amendments

The Board of Directors may alter, amend, or repeal these Bylaws, or adopt new Bylaws, by a majority vote of the Directors. These By-Laws shall be subject to repeal or change by a two-thirds (2/3) vote of qualified voting members at the annual membership meeting of the Museum provided notice of such amendment(s) has been given in writing by mail five (5) days prior to the

By-laws as amended and approved by the Board of Directors on February 6th, 2012.

business meeting and provided such amendment(s) is not inconsistent with the Articles of Incorporation.