

BESSEMER HISTORICAL SOCIETY

BYLAWS

ARTICLE I: INTRODUCTION

Section 1.1 Name. The name of the organization shall be Bessemer Historical Society, hereinafter referred to in these Bylaws as “BHS.” BHS is duly registered as a nonprofit organization under the laws of the State of Colorado.

Section 1.2 Bylaws. These constitute the official Bylaws of BHS and the Board of Directors.

Section 1.3 Fiscal Year. The fiscal year of BHS shall be the calendar year January 1 through December 31.

Section 1.4 Business Offices. The principle office of the corporation shall be 215 Canal Street, Pueblo, Colorado. The Board of Directors is hereby granted power and authority to change the location of said principal office in such manner as is necessary and proper, provided that the principal office of the society shall never be located outside of the Bessemer area, Pueblo County, Colorado.

Section 1.5 Registered Office. The registered office of the corporation required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principle office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors or by the officers of the organization.

Section 1.6 The Corporation is organized exclusively for charitable, literary, religious, educational, and/or scientific purposes. While the primary purpose of the corporation is to administer funds for purposes within the Pueblo area, the corporation may receive funds from outside Southern Colorado to implement its programs and projects to meet its state of purpose.

Section 1.7 The corporation will not discriminate against any employee, donor, patron, board member, grantor or member of the public because of gender, race, creed, national origin, marital status, religion, ancestry, mental or physical disability, age or sexual orientation.

ARTICLE II: STATEMENT OF PURPOSE

Section 2.0 The purpose of the corporation is to:

- A. Provide permanent care for significant information and objects of the CF&I Steel collection from its beginning in 1872 to 1993. The focus of the collection includes the Pueblo steel works, the company mines and towns, and real estate of Colorado, Wyoming, New Mexico and other states and the company owned Colorado and Wyoming Railroad.

- B. Collect, preserve and interpret the contributions of the steel industry to Colorado's history and to honor the company's employees.
- C. Collect, preserve and interpret the contributions of the Bessemer area to Colorado's history and to honor its residents.

ARTICLE III: MEMBERSHIP

Section 3.1: Eligibility: All persons shall be eligible for memberships in the society who meet the requirements of the Bylaws and while members, continue to comply with the requirements of these Bylaws. All members of the Board of Directors and docents must be members.

Section 3.2: Requirements for Membership: Dues must be paid annually unless otherwise stated under classification of membership.

Section 3.3: Classification of Memberships: The Board of Directors may determine certain membership classes.

Section 3.4: Annual Dues: The annual dues for each membership classification shall be determined by the Board of Directors and shall be due and payable annually on anniversary date.

Section 3.5: Membership Records: The Society shall keep a record of the names and addresses of all members. Memberships shall not be transferred or reassigned.

Section 3.6: Termination of Membership: Membership in the Bessemer Historical Society may terminate by death, voluntary withdrawal or otherwise pursuant to these Bylaws. All rights, privileges and interests of a member shall cease on the date of termination of membership. The membership of any member may be cancelled if such member fails to pay its, his or her dues within three months (90 days) after the due date.

ARTICLE IV: DIRECTORS

The corporation shall have a Board of Directors consisting of a minimum of eleven (11) board members but no more than sixteen (16) board members. The board shall always include one appointed (1) appointed member: an Evraz Rocky Mountain Steel representative, whose appointment and selection shall be in accordance with the procedures set forth below, with the remaining board members being elected.

Section 4.1. Members of the Board of Directors: The Corporation shall have on its Board of Directors a balanced composition of members from various backgrounds.

Section 4.1.1 Appointed members of the Board of Directors.

(a) EVRAZ Rocky Mountain Steel representative.

EVRAZ Rocky Mountain Steel being the donor of the CF&I archive collection, will retain one (1) position on the Board of Directors of the Bessemer Historical Society, Inc. This position shall be subject to Board of Directors approval and this representative shall remain employed by EVRAZ Rocky Mountain Steel at all times during their term as EVRAZ Rocky Mountain Steel representative. The EVRAZ Rocky Mountain Steel representative vacant position shall remain vacant until filled by EVRAZ Rocky Mountain Steel.

Section 4.1.2 Community Representatives of the Board of Directors.

There shall be a minimum of ten (10) and no more than fifteen (15) Community representatives on the Board of Directors. Community representatives are those members from the Community, and may or may not be an employee of EVRAZ Rocky Mountain Steel.

Section 4.2. Staggered Terms.

Community Representative Board Members, excepting the EVRAZ Rocky Mountain Steel representative, will have staggered terms:

Terms for Community Representative Board Members will be three (3) years each.

Section 4.3. Term of Office: Elected Directors shall serve a term of three years. Terms of Directors shall commence January 1, consistent with the organization's fiscal year.

Section 4.4. Attendance and Voting: Each member of the Board of Directors shall be permitted to attend a meeting of the board remotely via teleconference, telephone, skype, facetime, video projection/participation, or any other electronic method which permits the board member not physically present, and the other participants at the meeting who are physically present, to hear one another and exchange information and ideas. Each member of the Board of Directors shall have one vote and voting by proxy shall not be permitted.

Section 4.5 Quorum: A quorum will be determined based upon the presence of board directors and is based upon a majority of the occupied board member seats (as measured at the time of the meeting).

Section 4.6. Eligibility: No person shall be eligible for the office of active voting director, whether elected or appointed, until he or she is a member of the Bessemer Historical Society. Upon termination of his/her membership in the Bessemer Historical Society, his/her term of office shall thereby immediately terminate and the Board of Directors shall declare a vacancy which vacancy shall be filled by the Board as provided for by these Bylaws.

Section 4.7. Nominations: The President of the Board shall request from the Governance Committee, at least 90 days prior to November 15, a slate of candidates for the Executive offices of the Board of Directors (President and Vice President of Board, Secretary,

Treasurer and Assistant Treasurer of the Board). The report of the Governance Committee so nominating a slate of candidates for the Executive offices of the Board of Directors shall be submitted to the Board for certification that all nominees are eligible by reason of being active members in good standing.

Section 4.8. Ballots and Voting: The report of the Governance Committee nominating a slate of candidates for the Executive offices of the Board of Directors shall be given to the Board of Directors via electronic means, website or newsletter by November 30. The report shall include information to be included on the Agenda during the December Board meeting for the purpose of accepting the recommendation of the Governance Committee regarding candidates of the Executive offices of the Board of Directors. In addition, after this report of the Governance Committee, open nominations of candidates for the Executive offices of the Board of Directors may be taken from the Board of Directors. In the event there are nominations from the floor recommending someone other than the individual recommended by the Governance Committee, then in that event, a ballot will be issued for those in attendance to vote between the candidates facing a contested election for a particular Executive office of the Board of Directors. The President shall appoint one (1) teller to count and canvass the ballots and report the result of the election to the Board members present. The candidate receiving the highest number of votes in any contested election shall be declared elected for that position they sought election to.

Section 4.9. Vacancies: A vacancy on the Board of Directors shall exist due to the death, resignation, or disqualification of a director. A vacancy may be declared by a majority vote of the Board of Directors if a director has accrued three (3) unexcused absences from board meetings during the course of one calendar year. In case of a vacancy, a new director shall be appointed by the Board of Directors to fill the unexpired term.

Section 4.10. Board Responsibilities: The property and affairs of the Corporation shall be conducted and managed by the Board of Directors; in addition to the powers expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such other powers as indicated by statute or by the Articles of Incorporation or by these Bylaws expressly reserved unto the members of the Corporation.

Section 4.11. Standard of Care. Each Board Member shall perform their duties, including those as a member of any Board Committee, in good faith; in a manner reasonably believed to be in the best interests of BHS, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4.12. Board Duties and Obligations. For purposes of encouraging full and knowledgeable participation of its Board of Directors, each Board Member is expected to fulfill the following duties and obligations:

- i. Attend monthly board meetings and be informed on and knowledgeable about essential documents binding or affecting BHS, including contracts, these Bylaws, BHS's budget, Board and BHS policies and procedures.

- ii. Maintain the confidentiality of discussions in executive session and where necessary to preserve the confidentiality of personnel matters, membership matters, and/or BHS business.
- iii. Respect and adhere to the lines of communication established by the Board as to any specific matter requiring an official spokesperson on issues involving the press, outside agencies, mediators/arbitrators, and/or attorneys. In the event individual Board Members are contacted for information where an official spokesperson has been designated, by the Board, Board Members are required to defer to the chosen spokesperson(s).
- iv. Recognize and act in accordance with all Board-approved BHS policies, and to work in concert with the Executive Director and staff, whose responsibility is to lead effectively and to administer the daily operations of BHS.
- v. Respect the province and responsibilities of the Executive Director, including BHS staff and the hiring and firing of any and all staff.
- vi. Maintain discretion as it concerns expressing and relaying personal opinions formed about staff.
- vii. Follow BHS policies, as approved by the Board, with respect to staff evaluations.
- viii. Develop a system of fair evaluation of the Executive Director's performance based on:
 - a. the accomplishment of reasonable progress toward fulfillment of Board established Executive Director goals; and
 - b. fulfillment of duties and responsibilities outlined in job description.
- ix. Maintain discretion and act in a professional manner at all times when dealing with Board business and regardless of the Board Member's personal opinion, will, after the BHS Board has voted on an issue, support the decision of the BHS Board and refrain from advocating an alternative position contrary to the authorized action of the Board.
- x. Discuss issues with one another, treat each other, the Executive Director, members of the staff and visitors, members, and the public, with the utmost respect and consideration.
- xi. Board Members will respect all privacy laws and BHS policies regarding issues involving administrative and general staff of BHS and members of BHS and/or the general public.
- xii. Each Board Member shall annually sign a conflict of interest statement approved by the Board.
- xiii. Shall not expend any monies, or attempt to obligate BHS in any fashion unless approved by the Board.
- xiv. Serve on one existing sub-committee and actively facilitate fundraising efforts throughout the year.

Section 4.13 Addressing Board Member Violations. The Board and its members are committed to faithful compliance with the provisions of the Board's governing policies. In the event a Board member's actions are perceived to be a violation of these policies, the Board will address the situation by the following process

- i. Any member of the Board can bring to the Board of Directors as a whole, any discussion regarding concerns regarding compliance with these Bylaws and any other policies/procedures of the organization.
- ii. The Board, after discussion, may then make a subsequent determination, by vote, as to whether the conduct complained of constitutes a violation with a Board member's duties.
- iii. If, in the judgment of the majority of the Board, the actions of the Board member constitute violations of these Bylaws or any other policy/procedure of the organization, the Board shall then determine what it considers to be the appropriate steps to remedy the situation. These may include:
 - a. Reminding the Board member of the requirement to cease such actions/behaviors.
 - b. Limiting the Board member's authority to represent the Board.
 - c. Publicly censuring the action.
 - d. Requiring the Board member's resignation (from the Board or, as the case may be, from the office of the President, Vice President, or Secretary, or Treasurer or Assistant Treasurer).

Section 4.14 Resignations and Removal of Board Members.

i. Resignations. Any Board Member may resign at any time by providing written notice to the President or Secretary of the Board of Directors. An e-mail transmission of resignation constitutes a written notice of resignation. Such resignations shall take effect at the time specified in the written notice but if a time is not specified, the effective date of resignation shall be upon receipt of the written resignation by either the Board President or Secretary.

ii. Removal. Any Board Member may be removed from office for violation of the duties of these Bylaws, the violation of any policy/procedure of the organization, or for any reason as determined and voted upon by the Board of Directors, upon a two-thirds (2/3) favorable vote of all regular voting members of the Board of Directors. For cause grounds may include but is not limited to the following:

- a. Absence from more than three (3) consecutive regular Board Meetings without a valid excuse may be grounds for removal;
- b. Inability or refusal to perform Board duties and obligations as defined in these Bylaws or any policy/procedure of the organization;
- c. Any conduct deemed "unethical" or "illegal" as determined by the Board of Directors, including, though not limited to: the following:
- d. Unethical conduct includes, but is not limited to:
 1. Acting in an unprofessional manner towards BHS staff, fellow board members, volunteer or member of BHS, or any member of the public while representing BHS.
- e. Any specified actions that the Board of Directors deems are grossly inimical to BHS.

iv. Removal Procedure. If a Board Member has been asked to resign for any of the reasons specified above and has declined to do so or fail to respond, the matter can be placed for

hearing on the agenda of any regular or special meeting of the Board of Directors upon written consent of five (5) regular voting Board Members. The Board Member being asked to resign must be notified of the action at least 7 days prior to the date of the Board Meeting. The Notice shall include the date, time, and place of the Board Meeting, as well as the reasons that the resignation is being sought. The Board Member shall be deemed duly notified once the notification has been mailed, emailed, faxed, or sent via certified mail. At the meeting of the Board, a vote shall occur upon motion for the removal of the Board member and a Board member may be removed by a two-thirds (2/3) vote of all regular voting members of BHS.

ARTICLE VI: OFFICERS

Section 5.1. Officers: The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and Immediate Past President. The term of office of each of the officers shall be for one (1) year.

Section 5.2. Election: Officers shall be elected by and from the Board of Directors at the December Board meeting. The offices shall be filled separately and in the order named in this Section IV by a majority of all votes cast by the Board of Directors at the December meeting. Each officer shall assume his or her duties January 1, consistent with the organization's fiscal year.

Section 5.3. Vacancies: The Vice President shall automatically succeed to the office of President in the event that said office becomes vacant. All other vacancies shall be filled for the balance of the unexpired term by a majority vote of the Board of Directors.

Section 5.4. Duties:

A. **President:** The President of the Board shall preside at all meetings of the Board of Directors, and shall have general management of the affairs of the Corporation. The President shall see that all orders and resolutions of the board are carried into effect and in general, shall perform all duties as may, from time to time, be assigned to the President by the Board of Directors. The President shall have the right to vote on any committee or sub-committee except on the Governance Committee.

B. **Vice President:** In the absence or inability of the President, the Vice President shall perform all of the duties of the President. The Vice President shall utilize the year to become familiar with all of the duties and responsibilities, which must be accomplished by the President. Upon completion of his or her term, the Vice President shall become President of the Bessemer Historical Society. The Vice President shall perform such other duties as the Board of Directors may, from time to time, assign to the Vice President.

C. **Secretary:** The Secretary shall keep the minutes of the Society, the Board of Directors, and the Executive Committee; assist the other officers with correspondence;

oversee the filing of necessary corporate reports as required by state or federal statutes; and perform such other duties as may be assigned by the Board of Directors.

D. Treasurer: The Treasurer shall be the custodian of the funds, supervise the receipt and distribution of all monies and make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget and make financial information available to board members and the public.

E. Immediate Past President: The Immediate Past President shall serve on the Executive Committee and shall continue to serve on the board until the occurrence of one of the following, whichever occurs first: their one (1) year term serving as Immediate Past President is complete, or they have served on the board for three (3) consecutive years.

G. All elected officers shall serve without compensation.

ARTICLE VI: COMMITTEES

Section 6.1. Committees. The committees of the Bessemer Historical Society shall be established by the Board of Directors as necessary to meet the mission and goals of the organization. Committee Chairmen may create sub-committees as needed with the approval of the committee membership. Members of the Committees shall be members of the Society in good standing.

The meetings of each committee shall be held upon call of its Chairman. The Chairman of each of the committee shall be annually appointed by the Executive Committee.

No committee, or member of a Committee or Chairman of a Committee shall have authority to issue reports of such Committee publicly or to state the position of the committee on any subject without the prior approval of the Board or in-between Board meetings, the Executive Committee.

Committee decisions constitute only a recommendation to the Board of Directors, not corporate policy. No resolution or policy statement may be considered by the Board unless Directors have had copies at least 7 business days prior to a Board meeting, except by special approval from the President of the Board.

Each committee of the corporation shall, after consideration, issue a report and recommendation to the entire Board of Directors so that the organization's decision can be determined by a vote of the entire Board of Directors, informed by the report and recommendation of the relevant committee.

Section 6.2 Executive Committee: An Executive Committee, consisting of all of the officers, and immediate past president, shall meet at the call of the President or any other two officers. It shall consider questions, give advice and make suggestions to the Board. Its power

shall be purely advisory except in those instances in which the Board delegates specific authority. Minutes of the meetings of the Executive Committee and/or agendas formulated at meetings of the Executive Committee shall be available to all Directors.

Section 6.3. Governance Committee: The Governance Committee shall be appointed by the President from among the Board of Directors. The Committee shall work on the nomination of members to the Board of Directors, review and update Bylaws and policies at least once every two years, develop policies for the organization and provide Board orientation/training.

Section 6.4. Finance Committee: The Treasurer shall be the chairperson of the Finance Committee. The Finance Committee shall assist the Society management in developing and finalizing the operating, equipment and capital budgets for the upcoming fiscal year; in reviewing in detail, on a quarterly basis, the Society's actual financial results compared to the budget and, when appropriate, make recommendations for any action; assist in the selection of the Society auditors; and review in detail audits of the Society with the auditors and make a report on those audits to the full Board.

Section 6.5. Development Committee: The Development Committee will prioritize strategic efforts. While various sub-committees of the board will be charged with prioritizing a list of needs relative to each sub-committee, it is the role of the Development Committee to manage the overall efforts and plans on accomplishing the goals desired by the various sub-committees. Additionally the Development Committee will prioritize operations and all the various projects BHS is, or may be involved in. In strategizing on each submitted proposed project, on a case by case basis the Development Committee may assign the sub-committee to engage in its own fundraising efforts (as is the case with the Facilities Committee in relation to the Transportation Park proposed project)while at the same time coordinating and tracking those efforts made by the sub-committee. In other instances, the Development Committee may establish a specific fundraising approach/strategy specific to that sub-committees proposal. The Development committee is envisioned as being the committee to coordinate all fundraising efforts and prioritization of efforts of the Bessemer Historical Society.

Section 6.6. Ad Hoc Committees: The President, with the approval of the Board, may appoint ad hoc committees as they are needed. At the time of the adoption of these Bylaws, the following ad hoc committees exist:

- i. Development Committee;
- ii. Education Committee;
- iii. Museum and Archives Committee; and
- vi. Facilities Committee.

ARTICLE VII: EXECUTIVE DIRECTOR

The Executive Director, subject to the direction of the President of the Board, shall be the Chief Executive Officer (CEO) of the Corporation, perform all administrative duties, attend meetings of the Corporation and of the Board and as far as possible, attend all meeting of the committees of the Corporation, supervise all publications of the Corporation, cause a proper system of accounts to be kept of all moneys received and disbursed by the Corporation, make an accounting thereof to the Board at each regular meeting, and perform such other duties as shall be assigned by the President or Executive Committee with the approval of the Board of Directors. As Executive Director, he or she shall employ, and may terminate the employment of the members of the staff he or she may determine necessary to carry on the work of the Bessemer Historical Society. The Executive Director of his or her appointee shall be ex-officio, the Secretary of all the councils and committees of the Corporation, unless otherwise arranged by the Board of Directors.

ARTICLE VIII: MISCELLANEOUS

Section 8.1. Society Funds: All funds of the Society shall be deposited and kept in such bank accounts as the Board of Directors from time to time designates. Only the Officers and Executive Director shall be authorized to sign Society instruments. The Society shall use its funds only to accomplish the objects and purposes specified in the Bylaws and no part of said funds shall be distributed to the Directors of the Society, except for approved reimbursement of expenses.

Section 8.2. Contracts and Undertakings: No contract shall be entered into by any officers, or any promotions undertaken, no any commitments entered into except that they are first approved by the Board of Directors or are included in the organization's Work Plan in which case, it is the Executive Director's responsibility. The Board of Directors shall have power and authority to delegate in such manner as it sees fit to pass upon and approve contracts, promotions, commitments and other undertakings.

Section 8.3. Rules and Regulations: The Board of Directors may from time to time adopt such rules and regulations, not inconsistent with these Bylaws and the Articles of Incorporation, as it deems necessary and proper.

Section 8.4. Audit: A financial audit shall be performed as required by a certified public accountant approved by the Board of Directors.

Section 8.5. Annual Meeting: The Board of Directors shall determine the annual meeting date.

Section 8.6. Donations, Gifts, Endowments: The Board of Directors or the Executive Committee, on behalf of the Society, shall accept donations, gifts, and endowments from any source in cash or other property acceptable to the Executive Committee through its Accessions Policy. Donations, gifts, endowments, bequests or devices may be accepted subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that the uses and purposes and

the terms of application are specified and within the purpose of the Society and do not violate the Articles of Incorporation of the Society, these Bylaws, or any applicable statute or rule of law.

Section 8.7. Indemnification of Officers and Directors. The Society shall indemnify each Director or officer of the Society and any of its subsidiaries, now or hereafter a Director or officer, his or her heirs, executors and administrators, against all costs, expenses and liabilities, including settlements approved by the Board of Directors, reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding or the settlement or compromise thereof, prior to final adjudication, to which he or she is, or may be, made a party by reason of his or her being, or having been, a Director or officer of the Society, or any of its subsidiaries, except in relation to matters as to which he or she is finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which such officer or Director may be entitled as a matter of law.

ARTICLE IX: DISSOLUTION

Section 9.1. Procedure: The Corporation may be dissolved and its affairs settled in accordance with the applicable laws of the State of Colorado provided, however, that (a) members be given sixty (60) days written notice of the meeting of the Board of Directors to consider the dissolution of the Society and that (b) a resolution of dissolution only be adopted upon receiving the affirmative vote of two-thirds of the Board of Directors.

Section 9.2. Distribution of Surplus: The Society is not organized for profit, and no part of the net earnings or assets of the Society shall inure to the benefit of any private individual. In the event of liquidation or dissolution of the Society, the balance of all money and other property received by the Society from any source, after payment of all debts and obligations of the Society, shall be used or distributed exclusively to a non-profit organization with a similar mission as stated in Article II and as determined by the Board of Directors.

ARTICLE X: AMENDMENTS AND PARLIAMENTARY AUTHORITY

Section 10.1. Amendments: These Bylaws may be amended by a two-thirds vote of the Board members present at any meeting of the Board provided that the Society's membership has been informed through a newsletter or special mailing at least 10 days prior to the meeting at which a vote will be taken.

Section 2. Parliamentary Authority: *Roberts' Rules of Order Revised* shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.

Adopted July 2000.
Amended April 2001
Amended February 2002
Amended September 2002
Amended March 2005.
Amended and Restated February 2009
Amended March 2012
Amended August 2012
Amended March 2014.
Amended January, 2017
Amended August, 2017
Amended December, 2017