

# **Bylaws of the Historical Society of Southern California**

## **A Non-Profit Public Benefit Corporation**

### **ARTICLE I. NAME**

The name of the Corporation shall be the Historical Society of Southern California.

### **ARTICLE II. PURPOSE**

The Historical Society of Southern California is committed to preserving, interpreting, and promoting the diverse history of Southern California and the West.

### **ARTICLE III. OFFICES**

The society's principal office shall be within Southern California.

### **ARTICLE IV. CORPORATE POWER**

The corporate power of this society shall be vested in a board of directors.

### **ARTICLE V. EXECUTIVE COMMITTEE**

**Section 1.** The executive committee shall be comprised of the officers. The officers of the society shall be: president, 1st vice-president, 2nd vice-president, secretary, and treasurer.

**Section 2.** Each officer shall be a member in good standing.

**Section 3.** Each officer shall be elected by a majority of the board at the annual meeting of the society, and shall serve without compensation.

**Section 4.** Each officer shall be elected to a three-year term, which shall begin with the adjournment of the annual meeting.

**Section 5.** No individual shall hold more than one position as an officer.

**Section 6.** The executive committee shall authorize the Executive Director to enter into contracts pursuant to the operational needs of the society.

**Section 7.** The president, or designee, shall be signatory to contracts the board of directors deem desirable and suitable for furthering and carrying out the purpose of the society.

**Section 8.** Any rules for governance of the executive committee must be adopted by 2/3 vote of the executive committee.

**Section 9.** The president will report any decisions or actions of the executive committee to the board of directors at the next regular meeting. Minutes of the Executive Committee meetings shall be made available to the board on request.

**Section 10.** If an officer is unable to complete a full term, the president shall make an interim appointment, approved by the board of directors, to fill the vacancy until an election can be held.

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**Section 11.** Removal of a sitting officer requires a 2/3 vote of the board of directors.

## **ARTICLE VI. DEFINITION AND DUTIES OF THE OFFICERS**

### **Section 1. The President shall:**

- 1) Be the chief executive officer of the society.
- 2) Set the agenda for and preside at the meetings of the executive committee, and regular and special meetings of the board of directors.
- 3) Have general supervision of the affairs and the property of the society, and generally shall discharge such other duties as may be required by law or by the bylaws of the society.
- 4) Formulate policies, projects, and programming for presentation to the board of directors to fulfill the obligations and purposes of the society as described in the bylaws, mission statement, and strategic plan.
- 5) Make a summary report in writing and orally deliver to the board of directors at the annual meeting.

### **Section 2. The 1<sup>st</sup> Vice-president(s) shall:**

- 1) The 1st vice-president shall oversee the operations of the society in collaboration with the president and executive director and according to the wishes of the board of directors.
- 2) In the case of the absence or disability of the president, the 1st vice-president shall act as president.
- 3) Have such other duties as may be assigned by the president.
- 4) Make a summary report in writing and orally deliver to the board of directors at the annual meeting.

### **Section 3. The 2<sup>nd</sup> Vice-president shall:**

- 1) The 2<sup>nd</sup> vice-president shall oversee membership and outreach to the society in collaboration with the executive director and according to the wishes of the board of directors.
- 2) Have such other duties as may be assigned by the president.
- 3) Make a summary report of the year's activities in writing and orally deliver to the board of directors at the annual meeting.

### **Section 4. The Secretary shall:**

- 1) Keep, or cause to be kept, minutes-of the executive committee meetings and meetings of the board of directors.
- 2) Designate an appropriate substitute to take minutes for a meeting they are unable to attend. If the secretary is unable to act, the president shall appoint an appropriate substitute to take minutes.

### **Section 5. The Treasurer shall:**

- 1) Advise the society concerning its financial affairs of the society.
- 2) Recommend the procedures to be followed as to the keeping of the books and the handling of the funds of the society.

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- 3) Be the officer who is an authorized signer on each of the financial accounts.
- 4) Advise the board of directors on requesting the services of an accountant.
- 5) Oversee the work of an accountant (if such has been retained).
- 6) Work with the executive director and accountant (if such has been retained) to complete reports required by federal and state law.
- 7) Report to the executive committee as needed or requested by the president.
- 8) Present a financial report to the board of directors at all regular meetings.
- 9) Make a summary report in writing and orally deliver to the board of directors at the annual meeting.

### **ARTICLE VII. THE BOARD OF DIRECTORS**

**Section 1.** Each member of the board of directors shall be a member in good standing.

**Section 2.** The board of directors shall nominate candidates for appointment to the board of directors.

**Section 3.** Each member of the board of directors shall be elected by a majority of the board of directors at the annual meeting.

**Section 4.** Members shall serve without compensation.

**Section 5.** Board members shall be elected to a three-year term, which shall begin with the adjournment of the annual meeting.

**Section 6.** Members may serve three consecutive terms after which they must wait one (1) year before being elected to a new term.

**Section 7.** The board of directors shall include the officers, the past president, and at-large members.

**Section 8.** The board of directors shall conduct, manage and control the affairs and business of the society and its collections.

**Section 9.** The board of directors shall maintain and preserve records of the society pursuant to all legal requirements.

**Section 10.** Rules of governance must be adopted by a 2/3 vote of the board of directors.

**Section 11.** The board of directors shall oversee the duties of executive director and any employees and staff of the society. The executive committee shall evaluate the executive director, employees and staff annually, or as needed, and present the evaluation to the board of directors for consideration.

**Section 12.** If a board member is unable to complete a full term, the president shall make an interim appointment, approved by the board of directors, to fill the vacancy until an election can be held.

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**Section 13.** The board of directors may remove a board member, for whatever reason, with a 2/3 vote of the board of directors.

**Section 14.** The board of directors may grant a temporary leave of absence to any director upon such director's written request to the president.

## **ARTICLE VIII: THE PAST PRESIDENT**

- 1) Shall serve a one-year term.
- 2) Shall be a resource of organizational knowledge and procedure for the officers and the board of directors.
- 3) Shall advise the board of directors about promising candidates for nomination to the board of directors.

## **ARTICLE IX: THE SOUTHERN CALIFORNIA QUARTERLY EDITOR**

The editor of the Southern California Quarterly shall:

- 1) Be responsible for editing four issues a year of the journal.
- 2) Oversee the work of the editorial staff.
- 3) Oversee the work of the board of editors.
- 4) Chair award committees for article awards.
- 5) Make a summary report to the board of directors at the annual meeting.

## **ARTICLE X. COMMITTEES**

### **Section 1. Establishment of Committees**

- 1) The president will establish or remove standing or ad hoc committees with approval of the board of directors.
- 2) The president will appoint members of standing or ad hoc committees with approval by the board of directors.
- 3) The president will select the chair of each committee.

### **Section 2. Committee Chair**

- 1) With the exception of the article award committees, the chair of any committee shall be a member of the board of directors.
- 2) The committee chair shall call meetings of the committee, as needed.
- 3) The chair of any committee shall make a summary report in writing and orally deliver to the board of directors at the annual meeting.

### **Section 3. Committee Membership**

- 1) With the exception of the article award committees, membership on committees is open to any member in good standing.

## **ARTICLE XI: ARTICLE AWARD COMMITTEES**

### **Section 1. Award Committee members shall:**

- 1) Be members of the board of editors.

### **Section 2. Award Committee chair shall:**

- 1) Be the editor of the *Southern California Quarterly*.

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- 2) Be responsible in overseeing the work of the committee, including timely determination of award recipient(s), and notification of the decision to those applicants selected and to the executive director.
- 3) Present, or appoint someone to present, the award when given.
- 4) Make, or designate someone to make, a summary report to the board of directors at the annual meeting.

## **ARTICLE XII. EXECUTIVE DIRECTOR**

### **Section 1. The executive director shall:**

- 1) Be the chief operational officer of the society.
- 2) Be appointed by the president and confirmed by the board of directors.
- 3) Report to and serve at the pleasure of the board of directors.
- 4) Is an employee of the society, with all the rights and benefits of same.
- 5) Perform said duties as stipulated in the bylaws in addition to such duties as the executive committee or board of directors shall deem necessary for the temporary or permanent operation of the society.
- 6) Enter into contracts at the direction of the executive committee.
- 7) Manage the ongoing business and professional affairs of the society and shall be at the head of the society staffing structure, responsible for:
  - a) Overseeing the daily business activities and financial duties of the society
  - b) Supervising other employees of the society.
- 8) Work with the treasurer and accountant (if such has been retained) to complete reports required by federal and state law, as needed.
- 9) Support the president in the formulation of policies and projects for submission to the board of directors.
- 10) Support the board of directors in fundraising and grant writing.
- 11) Oversee the management of the membership database and membership records.
- 12) Produce and publish the society's newsletter with assistance from the publication committee.
- 13) Support the board of directors in the recruitment of new members.
- 14) Support the 2<sup>nd</sup> vice-president to improve outreach.
- 15) Oversee the design, maintenance and updates of the society's web page and such social media sites as the board of directors deems necessary.
- 16) Make a summary report to the board of directors at each regular meeting.

## **ARTICLE XIII. MEETINGS OF THE SOCIETY**

### **Section 1. Annual Meeting**

The society shall hold its annual meeting for the election of officers and members of the board of directors and the transaction of other business in November.

### **Section 2. Executive Committee Meetings**

- 1) Regular meetings of the executive committee shall be held as needed.
- 2) The president shall call for a meeting.
- 3) The location, time, and place of meetings shall be determined by a consensus of the committee.

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- 4) Special meetings of the executive committee may be called at any time by any three officers.
- 5) An agenda and other material should be sent to committee members by the president or executive director at least four (4) days before a meeting.
- 6) The secretary, or designee, will keep minutes for all executive committee meetings.
- 7) The president shall report any actions taken by the executive committee at the regular next board meeting.
- 8) All meetings shall follow Robert's Rules of Order.

### **Section 3. Board of Directors Meetings**

- 1) Regular meetings of the board of directors shall be held as needed, with a minimum of four (4) times a year.
- 2) The president shall call for a meeting.
- 3) The location, time, and place of regular meetings shall be determined by the executive committee.
- 4) Board members shall receive thirty (30) days' notice of regular meetings.
- 5) Special meetings of the board of directors may be called with ten (10) days' notice at any time by any three officers.
- 6) Agenda and other materials shall be sent to board members by the president or executive director at least seven (7) days before regular or special meetings.
- 7) The secretary, or designee, will keep minutes at any meeting.
- 8) The secretary shall submit meeting minutes to the president and executive director within seven (7) calendar days after any meeting.
- 9) Minutes from any meeting of the board of directors will be approved at the next regular meeting of the board of directors.
- 10) All meetings shall follow Robert's Rules of Order.

### **Section 4. Committee Meetings**

- 1) Regular meetings of the committees shall be held as needed.
- 2) The committee chair will call for a meeting.
- 3) The time and place of meetings shall be set by a consensus of the committee.
- 4) Special meetings of a committee may be called at any time by 2/3 of the committee members.
- 5) Committee members shall receive ten (10) days' notice of scheduled meetings.
- 6) Agenda and other material should be sent to committee members by the committee chair or executive director at least seven (7) days before a meeting.
- 7) The committee chair shall keep notes of the meeting.
- 8) The committee chair, or designee, will report any actions taken by the committee at the next board meeting.
- 9) All meetings shall follow Robert's Rules of Order.

### **Section 5. Quorum**

- 1) A majority of the board of directors then in office shall constitute a quorum necessary to transact business.

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- 2) A quorum of members of the board of directors may adjourn any meeting at any point in the meeting, on announcing same, provided that the meeting is to reconvene at a stated day and hour.

## **Section 7. Limitations**

No committee, regardless of resolution by the board of directors, may approve any transactions between the society and any member of its board of directors in which an officer or board off director member have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

## **ARTICLE XV. MEMBERSHIP**

### **Section 1. Membership**

- 1) Membership shall be open all persons who are interested in furthering the mission of the society, who support the purpose of the society, and who pay annual membership dues.
- 2) The board of directors may establish classes of membership and determine contribution levels or other conditions applicable for members.

### **Section 2. Life Members, Privileged and Honorary Members**

Those individuals presently holding Life, or other such privileged or honorary levels of membership status, shall retain same even after adoption of these bylaws.

## **ARTICLE XVI. INDEMNIFICATION**

### **Section 1. Indemnification of officers, directors and employees**

The society shall have the power to indemnify officers, board of directors, employees, and other agents of the society as provided in Section 5238 of the California Nonprofit Corporation Law.

### **Section 2. Insurance**

The society shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents against liability asserted against or incurred by an officer, director, employee, and other agent in such capacity, or arising out of the officers', directors', employees', or agents' status as such.

## **ARTICLE XVII. AMENDMENTS**

**Section 1.** These bylaws may be amended or repealed or new bylaws adopted at a meeting of the board of directors called for the stated purpose of acting upon the bylaws, either solely or as an agenda item.

**Section 2.** The executive committee shall authorize the Governance and Administration Committee to review the bylaws and initiate amendments to the bylaws for approval by the board of directors when needed.

**Section 3.** Proposed changes must be circulated to the board of directors at least fourteen (14) days prior to the called meeting.

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**Section 4.** Action upon the bylaws requires a majority vote of the entire board of directors then in office.

**Section 5.** The society shall make its current bylaws available for inspection to the board of directors and members of the society.

### **ARTICLE XVIII. DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Historical Society of Southern California, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to the corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government for a federal purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association is located, exclusively for such purposes, or to such organizations, as the said Court shall determine which are organized and operated exclusively for such purposes.

Approved by the Board of Directors September 20, 2019