

SHASTA HISTORICAL SOCIETY  
By-Laws

POLICY NUMBER: B.01

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CERTIFICATION

We hereby certify that we are the duly elected and acting President and Secretary of the Shasta Historical Society, a 501(c)3 Corporation, and that the proceeding Bylaws constitute the Bylaws of said Corporation as duly adopted by the Board of Directors by a two-thirds majority as of July 7, 2015, and by the General Membership of the Society on October 21, 2015.

IN WITNESS WHEREOF, we have signed our name and affixed the seal of the Shasta Historical Society on October 21, 2015.

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Gary A. Lewis  
President of the Board

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R. Russ Peterson  
Secretary of the Board

RETENTION

This policy will be in effect indefinitely, unless changed by a two-thirds majority vote of the Board of Directors. In accordance with AASLH STePs Standards and good practices, all policies will be reviewed by the responsible Committee yearly and by the Board of Directors at least once every three years.

Approved October 21, 2015

## **Article I Name and Purpose**

**Section 1. Name.** The name of this organization shall be SHASTA HISTORICAL SOCIETY, hereinafter referred to as “The Society”.

**Section 2. Purpose.** **The purpose of The Society** shall be to *act as an educational society, to obtain, preserve and perpetuate the history of Shasta County, California.* To carry out its purpose, The Society shall:

1. Identify and preserve places of historical interest, including real property.
2. Assemble, arrange, display, and disseminate historical information through publications, programs, exhibits, and other means.
3. Preserve, display, and make accessible to the public historical collections and archives.
4. Promote local history education and establish and award Scholarships.

## **Article II Organization and Status**

The Society is a nonprofit corporation. Its financial transactions are governed by Articles of Incorporation, filed on June 16, 1951 and amended on November 21, 1974. These bylaws are written in accordance with the Articles of Incorporation. All amendments and official policies of the Shasta Historical Society must be approved by the board and membership as defined in Article VIII of these bylaws. All documents that are approved through this process shall be dated and signed by the Board President and Board Secretary.

## **Article III Membership and Voting Privileges**

### **Section 1. General Membership.**

- A. Members in Good Standing** are defined as Members who have paid the required dues, fees and assessments as approved by the Board and ratified by members.
- B. Termination of Membership:** A membership shall terminate on the occurrence of any of the following events:
- Resignation of the member;

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- Expiration of the membership, unless the membership is renewed on the renewal terms fixed by the Board;
- The member's failure to pay dues, fees, or assessment as set by the Board within 30 days after they are due and payable;
- Any event that renders the member ineligible for membership, or failure to satisfy membership qualification; or
- Termination of membership under Article IV, Section 1(D) of these Bylaws

**C. Suspension of Membership:** A member may be suspended under Article III, Section 1(D) of these Bylaws.

**D. Procedure for Terminating or Suspending Membership:**

- Termination or suspension may be made based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purpose and interests. A person whose membership is suspended shall not be a member during the period of suspension.
- The Board shall give the member at least 15 days prior notice of the proposed termination or suspension and the reason(s) for the proposed termination or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first class or certified mail with the member's last address on the corporation's records.
- The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination or suspension. The hearing shall be held, or the written statement considered, by the Board or a committee or person authorized by the Board to determine whether the termination or suspension should occur.
- The Board, committee, or person shall decide whether the person shall be terminated, suspended, expelled or sanctioned in any way. The decision of the Board, committee or person shall be final.
- Any action challenging a termination or suspension of the membership, including a claim alleging defective notice, must be commenced within one year after the date of the termination, suspension, or expulsion.

**Section 2. Payment of Dues.** Dues are payable annually on a date set by the Board. Dues are not refundable. Membership will terminate if dues are not paid within a time limit specified by the Board of Directors.

**Section 3. Membership Meetings.**

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- A. **Meetings** are held at least four times a year including the Annual Meeting, at times and places designated by the Board of Directors President. The President may call special meetings by giving at least five days written notice to all voting members. A special meeting will be held upon written demand by 20 or more voting members to the President, stating the purpose of the meeting and fixing a place of meeting and a time not less than 10 days after presentation of the demand.
- B. **Annual Meetings** shall be held during the month of May at a time and place designated by the Board of Directors' President. Notice of the annual meeting will be provided to all members no less than 30 days prior to the meeting date. Agenda items shall include election of Board directors and presentation of the adopted budget.
- C. **Notices** will be deemed delivered when deposited in the United States Post Office, postage prepaid, directed to members' addresses appearing on The Society's records at time of mailing or via member e-mail addresses.
- D. **Quorums:** At a membership meeting, those members present will constitute a quorum.
- E. **Parliamentary Procedure.** "Parliamentary Rules of Order" will govern meetings of membership, Board of Directors, and all committees.

**Section 4. Conduct of Members.** Shasta Historical Society has the right to make and enforce its own rules, and require that all officers and members refrain from conduct injurious to The Society or its purposes, and reserves the right to refuse entry or membership to anyone not following these rules.

**Article IV**  
**Board of Directors**

**Section 1. Number and Makeup.** The administration of The Society, direction of all its activities, and control of its properties and finances is vested in a Board of Directors. The number of the Directors shall be at least 10 and no more than 16, four of whom shall serve as officers, see Article V of these Bylaws. Eligibility requires Directors must be members in good standing of the Shasta Historical Society, in accordance with Article III.

**Section 2. Purpose and Duties.** The Board of Directors shall provide direction and support to the Executive Director for the betterment of The Society, and shall take an active part in its proceedings. The Board will support the work of The Society and provide mission-based leadership, strategic governance, and oversight.

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**Section 3. Election.** Directors will be elected at each annual meeting. An even number of directors shall be elected in even-numbered years and an even number elected in odd-numbered years.

**Section 4. Terms of Office.** Terms of office shall be two (2) years, beginning July 1 and ending June 30; or, until the Director's successor is elected.

**Section 5. Attendance.** Board Members shall be allowed no more than three (3) unexcused absences from regularly scheduled Board of Directors' meetings in a rolling 12-month period.

**Section 6. Vacancies.** Vacancies on the Board are filled through the Nominating Committee process.

**Section 7. Removal of Directors.** Any Director being subject to removal shall have the rights as set forth in Article III, Section D. Any Director may be removed, with or without cause by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of the meeting and of the removal questions are given. The Board shall give the Director at least 15 days prior notice of the proposed removal. Notice shall be given by any method reasonably calculated to provide actual notice. If notice shall be given by mail, it shall be sent by first class or certified mail to the Director's last address as shown on the corporation's records. Any vacancy caused by the removal of a Director shall be filled as provided in Section 4.

**Section 8. Meetings.** Meetings of the Board of Directors will be held within the two weeks preceding each regular membership meeting; at other times designated by the President; and at any time upon request by at least three Board members. Intervals between Board meetings will never exceed 100 days. A majority of Board members will constitute a quorum.

## Article V Officers

**Section 1.** Elected Board of Directors officers shall include a President, Vice President, Treasurer, and Secretary. Each officer works under the direction of the Board and acts as one of two required authorized signatures for the checking account, savings account, investment account, safe deposit box, contracts, deeds and other documents as an agent of The Society.

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Election cycles and duties of the respective officers shall be as follows:

**A. President**

- Elected in even-numbered years
- Works in partnership with the Executive Director to supervise all The Society's activities and transactions
- Presides as a non-voting, tie-breaking member of the Board at meetings.
- Serves as Chair of the Executive Committee and the Board.
- Ex-officio member of all committees except the Nominating Committee.

**B. Vice President**

- Elected in even-numbered years
- Perform duties of the President in the President's absence or inability or refusal to act, or upon the President's request.
- Serves as Chair of the Committee Chairs' Roundtable.
- In the event of death, resignation, or continuing incapacity of the President, becomes President until the next regular election of officers.

**C. Secretary**

- Elected in even-numbered years.
- Oversees maintenance of all records and papers of the corporation except records of the Treasurer.

**D. Treasurer**

- Elected in odd-numbered years
- Oversees maintenance of all financial records of The Society. Reports financial condition to the Board of Directors.
- Maintains general oversight on expenditures in compliance with policies established by the Bylaws and the Board of Directors.
- Serves as Chair of the Finance Committee.

**E. Past-President (serves a one-year term after Presidency)**

- After expiration of his or her term, the Past-President acts as policy adviser to the newly elected President to assure continuity of the actions with the previous term.
- Serves as an ex-officio non-voting member of the Board of Directors.

**Section 2. Terms of Office.** Terms of office shall be two years, beginning July 1 and ending June 30; or until the officer's successor is elected. When an office other than the President is vacated prior to expiration of the incumbent's term, the Board of Directors will promptly choose a successor from the Board for the remainder of the term.

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**Section 3. Election of Officers.** To be eligible to serve as an officer of The Society, the candidate must have been a member of the Board of Directors for at least one year before taking the position as an officer of the Society. The election of officers shall be conducted through the Nominating Committee process.

**Section 4. Installation of Officers.** Installation of officers will take place at the May Membership meeting each year.

## **Article VI Committees**

### **Section 1. Standing Committees.**

- A. Executive Committee** shall consist of the Board of Directors' President, Vice President, Secretary, Treasurer, the Nominating Committee Chair, and a staff representative. The Committee manages the operations of the Board, and often acts on behalf of the Board during on-demand activities that occur between meetings. All actions taken by the Executive Committee are presented for full Board review at the next scheduled Board meeting. The Executive Committee oversees the development of the long-range and strategic planning of The Society.
- B. Nominating Committee** shall consist of the Chair, and at least one additional current member of the Board, two former members of the Board, and two members of the general membership.
- **Election of Board Members.** The Nominating Committee shall report their nominations to the Board at the March meeting of the Board of Directors. The President will read the names of persons nominated by the Committee at the March Membership meeting, after which additional nominations will be invited from members attending this meeting. Nominations must be submitted in writing. Before announcing the names of any candidate at the April Membership Meeting, the President will have assurance of that person's willingness and ability to serve. When the Committee offers only one candidate for an office and no additional nominations are forthcoming at the March Membership meeting, the President will declare the nominee elected. When two or more candidates are nominated, selection will be made by casting ballots by the members present at the Annual May Membership meeting. The candidate receiving the highest number of votes will be declared elected.
  - **Election of Officers.** The Nominating Committee shall be responsible for presenting a slate of candidates for officer positions to be filled to the Board at the May meeting of the Board of Directors. Additional nominations may be

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made by any member of the Board provided the consent of the nominees has been given. The officers shall be elected by a majority vote of the Board at the May meeting. The officers elected shall assume their office July 1.

- C. Finance Committee.** Oversees the annual budgeting process and long term financial goals with the staff and board. Develops reporting and accountability policies and internal financial controls. Reviews the annual taxes and accountants reports. Oversees The Society's investments and works closely with the Endowment Trust Fund Committee to oversee The Society's endowment fund.
- D. Roundtable of Appointed Committees' Chairs:** Meets regularly to foster committee collaboration and align goals. The Vice President oversees the Committee Chair Roundtable and reports the Roundtable's findings and progress to the Board of Directors.

**Section 2. Appointed Committee Departments** Appointed by the Board, as needed, committees in the following departments will accomplish the strategic goals and fulfill the mission of The Society in the following focus areas:

#### **Historic Resources**

- The strategic planning and execution of the management, protection, and interpretation of The Society's internal historic resources, such as the collections, library, and museum.

#### **Development**

- Seeks and secures funding from a variety of sources, including but not limited to, individual donors, fundraising events, and grants.
- Oversees development and implementation of the Society's marketing plan.

#### **Community Education**

- Increases public awareness about local history through programs, publications, exhibits, displays, curriculum, scholarships, and participation in community events.

#### **Historic Structures and Facilities**

- Oversees The Society's facilities and infrastructure.
- Advocacy for historic resources outside The Society in Shasta County, like historic preservation projects, local archaeology, and collaboration with national, state, and local history organizations.

**Section 3. Ad Hoc Committees.** Temporary committees, formed to perform specific functions during a prescribed period of time, may be appointed by the President as deemed necessary or as requested by the Board of Directors.

#### **Section 4. Committee Member Protocols.**



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- **Number and makeup.** Committees shall include a chair and secretary, with additional appointments as deemed necessary to accomplish the work of the committee. Each chair shall be a current member of the Board of Directors. All other committee appointees must be members in good standing of the Society.
- **Terms of Office.** Committee members will be appointed for a term of two (2) years, beginning July 1 and ending June 30.
- **Vacancies.** Vacancies will be appointed by the Board.
- **Meetings.** Each committee shall meet regularly as defined by the needs of The Society.
- **Parliamentary Procedure.** "Parliamentary Rules of Order" will govern meetings of all committees.

## **Article VII Financial Administration**

**Section 1. Debt Limitations.** No person will incur any debt against The Society unless assumption of the debt and a plan for its payment has been approved by the Board of Directors. Budget allotments approved by the Board will not be exceeded without advance consent from a majority of Board members.

**Section 2. Budget.** The Treasurer will prepare and present to the Board of Directors at the April meeting, a budget of the estimated income and expenses for the following fiscal year, for the Board's approval. Any expenditure in excess of \$500.00 or the budgeted amount must be approved by the Board of Directors.

**Section 3. Financial Statements.** The Treasurer will prepare Financial Statements to be presented to the Board of Directors monthly and at the end of each fiscal year, and in circumstances when there has been some significant change to the approved budget.

**Section 4. Authorized Signatures.** Two signatures of authorized Board members shall be required for transactions involving the checking account, savings account, investment account, safe deposit box, contracts, deeds and other documents (binding The Society).

**Section 5. Fiscal Year.** The Society's fiscal year shall begin July 1 and end June 30.

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**Section 6. Solicitations.** No solicitation of contributions in the name of The Society, or implying endorsement by The Society, will be made by anyone unless approved in advance by the Board of Directors.

**Article VIII**  
**Amendment of Bylaws and Effective Date**

**Section 1.** These Bylaws may be amended or repealed, or new Bylaws enacted, by a two-thirds vote of voting members present at any regular Membership meeting, provided that proposed changes, in printed form, are mailed to each voting member at least ten calendar days prior to that meeting.

**Section 2.** The Bylaws, or amendments thereto, will be effective immediately upon adjournment of the membership meeting in which they are approved.

### **Amendments**

#### **Amendment 1. Conflict of Interest.**

**Effective Date: October 21, 2015**

**Section 1.** The Shasta Historical Society shall not enter an employment relationship with a member of the Board of Directors or with any person who is a family relative of a Board member. A family relative is defined as a spouse a registered domestic partner, a lineal descendant, a lineal ascendant, a brother, a sister, an aunt, an uncle, a nephew, a niece, of a Board member, or a Board member's spouse or a Board member's registered domestic partner.

**Section 2.** Except as hereinafter provided, a Historical Society Board member shall not enter into a contractual or business relationship with The Society. This prohibition includes any proprietorship, partnership, corporation, venture or entity in which a Board member has an ownership or proprietary interest. Provided that if at least three-quarters of the Board members attending a Board meeting approves any such contractual or business relationship and the Board member is absent during any discussion and voting on the proposed arrangement, the Society shall be permitted to enter such a contractual or business relationship. Board members are encouraged to serve as volunteers for The Society.

**Section 3.** The Shasta Historical Society shall not enter into any financial or business relationship with a family relative of a Board member, as defined above in Section 1, unless both: 1) the Board member discloses such family relationship, does not in any way participate in any discussion or voting concerning any such transaction, and absents himself or herself from the room as soon as making the required disclosure; and, 2) The Shasta Historical Society obtains at least two other bids for the services to be provided or property to be purchased, and the family relatives' (requested) price (for the item) is (the least of the three bids).

#### **Amendment 2. Non-Liability.**

**Effective Date: October 21, 2015**

**Section 1.** Members of the Board of Directors will not be personally liable for any debts or obligations of The Society.

**Section 2.** To the fullest extent permitted by law, The Society shall indemnify its Directors, and Officers against all claims, expenses, judgments, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding,

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as that term is used in that Section. Expenses, as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

**Section 3.** To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by that section shall be advanced by The Society before final disposition of the proceeding, on receipt by The Society of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by The Society for those expenses.

**Section 4.** The Society shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

**CERTIFICATE OF ADOPTION OF AMENDMENTS**

We hereby certify that we are the duly elected and acting President and Secretary of the Shasta Historical Society, a 501(c)3 Corporation, and that the foregoing Amendments to the Bylaws as duly adopted by the Board of Directors by a two-thirds majority as of July 7, 2015, and by the General Membership of the Society on October 21, 2015.

IN WITNESS WHEREOF, we have signed our name and affixed the seal of the Shasta Historical Society on October 21, 2015.

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Gary A. Lewis  
President of the Board

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R. Russ Peterson  
Secretary of the Board

Approved October 21, 2015