

# Bylaws of the Solana Beach Civic and Historical Society

## ARTICLE I – NAME AND LOCATION

Section I – Name. The name of the organization shall be The Solana Beach Civic and Historical Society (the “Society”), a California Nonprofit Public Benefit Corporation. The California Nonprofit Corporation Law and the California Nonprofit Public Benefit Corporation Law (the “Laws”) shall control the interpretation and the application of these Bylaws.

Section II – Location. The Society’s principal place of business shall be in Solana Beach, California.

## ARTICLE II - PURPOSE

Section 1 – The purpose of the Society is to promote the civic welfare of Solana Beach by involvement in issues affecting the City; by the encouragement and support of cultural, educational and artistic activities in the community; by preserving and making publically available important historical community artifacts and records; and by similar activities that continue to improve the quality of civic life for both residents and visitors.

## ARTICLE III - MEMBERSHIP

Section I – Membership Qualifications. Membership will be open to all who are interested in furthering the purpose of the Society.

Section II – Non-discrimination. The Society shall not discriminate in its membership or in any of its activities on the basis of race, religion, sex, national origin or age.

Section III – Types of Membership. There shall be four types of membership.

1. General members. Persons who are interested in the purposes of the Society
  - a. Single
  - b. Couples
2. Business members/Institutional members. Any business with an interest in the purposes of the Society or any educational, cultural, philanthropic or historical group interested in Solana Beach.
3. Honorary Life members. Honorary Life membership may be conferred on individual members who have contributed exceptional services to the Society over a period of time. The President and a committee of four members may select the member to be so honored with final approval of the Executive Board. Honorary Life members shall be exempt from yearly dues.
4. Paid Life membership is available to individuals and couples for a one-time financial contribution in an amount to be set by the Society’s Board from time to time. Paid Life members shall be exempt from yearly dues.

## ARTICLE IV - MEMBERSHIP DUES

Section I – Fiscal Year. The fiscal year begins July 1<sup>st</sup> and ends June 30<sup>th</sup> of the following year.

Section II – Dues. Membership dues, as approved by the Board of Directors, will be payable July 1<sup>st</sup>,

delinquent October 1<sup>st</sup>, and effective for one year. All members except Honorary Life Members shall pay yearly dues. Any new person or organization joining the Society during the period February 1 through June 30 and paying dues immediately upon joining shall have their membership extended through June 30 of the following year.

## ARTICLE V - MEETINGS

Section I – Types of Meetings. The Society shall conduct its affairs through meetings which include the following: board meetings; executive board meetings; general meetings; special meetings (board and member); the annual membership meeting; and committee meetings.

### Section II – Board of Director Meetings

1. Regular Board Meetings. The Board of Directors meetings may be held monthly as called by the President or as approved by the Executive Board and may be held without notice if the time and place of the meetings have previously been fixed by the Board.
2. Executive Board Meetings. The Executive Board (elected officers) shall meet on the call of the President.
3. Special Board Meetings. Special meetings of the Board may be called by the President or Vice President or any two (2) Directors. Special meetings of the Board require five (5) days notice by first class mail or forty-eight (48) hours notice if notice is delivered to each Director by email or by telephone. The notice, whether by first class mail or email, must indicate the date, time and place of the meeting and generally describe the purpose of the meeting.

### Section III – Membership Meetings.

1. General Membership Meetings. Unless otherwise directed by the President or the Board of Directors, the general meetings of the Society may be held on the second Friday of the month, from September through June. The date, time and place of general meetings will be announced in the Newsletter and by email.
2. Annual Membership Meeting. The Society shall hold its annual meeting each May for the purpose of electing officers and directors and for the transaction of any other appropriately noticed and relevant business. Any proposal by a Society member regarding an item of business to be transacted at the annual meeting must be submitted in writing to the Board one week prior to the Board's regularly scheduled Board meeting in April.
3. Special Membership Meetings. Special meetings of the membership may be called at any time, for any lawful purpose, by the President or by action of the Board of Directors, or upon written request to the Board by ten (10) or more current members. Current members shall be given written notice at least twenty (20) days prior to the special meeting, by email or first class mail or a combination of the two. Written notice shall include information on the date, time and place of the meeting as well as a description of the purpose of the meeting and, if necessary, information on voting procedures.

### Section IV – Open Meetings. All meetings are open to the membership.

Section V – Voting Requirements. Society members must be present at a meeting (whether board or membership meeting) in order to vote. Only two (2) people, maximum, can vote under a General (Family) membership. All other types of memberships are limited to one (1) vote. Additional voting requirements are set forth in Article X, Quorum.

Section VI – Notice. Notice of the annual meeting shall be published in the Society's Newsletter. Notice of the annual meeting will also be provided to members by email at least twenty (20) days prior to the annual meeting. The Newsletter and the email notice shall contain information on the date, time, and place of the annual meeting, the names of the nominated candidates and their offices, and any other business to be transacted.

## ARTICLE VI - ELECTED OFFICERS AND THEIR DUTIES

Section I – Executive Board. The Executive Board shall consist of the elected officers of the Society: President, Vice-President, Treasurer, Recording Secretary and Corresponding Secretary.

1. The Executive Board shall develop policies and procedures for managing the affairs of the Society, and the President shall carry out those approved policies.

Section II – President. The President shall preside at all general meetings of the Society and at the meeting of the Board of Directors. The President shall fill vacancies of elected officers as set forth in Article VII, Section VII. The President shall be an ex officio member of all committees except the Nominating Committee. The President may prepare, or cause to be prepared, an Executive Manual for guidance in executing the duties specified in these Bylaws. It shall be distributed to and used by the elected officers, appointed officers and chairpersons of committees. The President may designate members who have contributed to the goals of the Society in an exemplary fashion for two years or more to receive a Distinguished Service Award from the Society.

Section III - Vice President. The Vice-President shall preside in the absence or the inability of the President and shall assist the President whenever called upon. If, for any reason, the office of the President shall become vacant, Vice-President shall succeed to that office without the formality of an election.

Section IV - Recording Secretary. The Recording Secretary shall keep legible records of all the minutes of the meetings of the Society and meetings of the Board of Directors, and shall keep a record of each Society event even if no business is discussed. A copy of the minutes of each meeting shall be given to the President on or before the next scheduled meeting of the Society or of the Executive Board or of the Board of Directors. The Secretary shall keep in the book the names and addresses of the directors, current officers and chairpersons. The records will be passed to the next Recording Secretary at the beginning of a new term of office. The minutes of meetings of the Society shall be maintained in perpetuity. The records retention format for the minutes may be paper, electronic, or both.

Section V – Treasurer. The Treasurer shall keep an account of all monies received and disbursed, pay all bills approved by the Board of Directors and present a report of the monthly financial status of the Society at all meetings of the Board of Directors. The Treasurer shall prepare an annual budget to be presented to the Board of Directors for approval at the beginning of each fiscal year and amend the budget during the year as the Board of Directors may request. The Treasurer shall prepare a written annual report for the membership which shall be mailed to the membership along with the Financial Records Reviewer's report after the end of the fiscal year.

Checks in the amount of \$2,000 or more may be signed by the Treasurer alone or, in the absence of the Treasurer, by an individual Society officer whose signature is on record with the bank, under the following circumstances: the Board has either (a) voted advance approval of such expenditure at a regularly scheduled Board meeting, or b) in the absence of a scheduled Board meeting or in the event of an emergency, the Board has given unanimous consent to such expenditure as evidenced by a written communication (paper or email) received from each Director. All other checks will be signed by the Treasurer or other person(s) who have been authorized by the Executive Board to sign checks in the absence of the Treasurer. The records will be passed to the next Treasurer at the beginning of a new term of office.

Section VI - Corresponding Secretary. The Corresponding Secretary shall prepare and send all correspondence of the Society. Records will be passed to the next Corresponding Secretary at the beginning of a new term of office.

Section VII – Terms of Office. Terms of office of the elected officers shall begin at the time of their installation in June and shall end in June of the following year, unless re-elected.

## ARTICLE VII – BOARD OF DIRECTORS

Section I – Governance and Board Composition. Subject to California law, the Society’s Articles of Incorporation, and these Bylaws, the activities of the Society shall be conducted by its Board of Directors. The Board of Directors shall include elected officers, appointed officers and chairpersons of all committees, except chairpersons of ad hoc committees. The Board shall have the usual and customary powers of a nonprofit Board of Directors in the State of California.

Section II – At-Large Appointments. The President may appoint two Board Members-at-Large to serve as needed, to help the President during the year. Terms of office shall run from appointment to the next installation of elected officers.

Section III – Other Appointments. Appointed Directors and Committee chairpersons are appointed by the President. The President shall establish the responsibilities of each committee, with consideration given to recommendations of the committee chairperson. Terms of office shall run from appointment to the next installation of elected officers.

### Section IV - Appointed Officers

1. Historian. The Historian shall be appointed by the President. The Historian shall be responsible for the collection, interpretation and dissemination of information of civic and historical interest relevant to the Society and community. A catalog of items under the care of the Historian shall be kept. The Historian may form a committee to assist in carrying out this responsibility, including but not limited to record archivist, photo archivist, map archivist and research historian.
2. Museum Curator. The Museum Curator shall be appointed by the President. The Curator shall be responsible for all the material items in the Society’s museum, including the addition and removal of items. A catalog of items under the care of the Curator shall be kept. The Curator may form a committee to assist in carrying out this responsibility.
3. Parliamentarian. The Parliamentarian shall be appointed by the President and act in an advisory capacity to the Society.

### Section V - Regular Committees

1. Types of Committees. Committees may include but are not limited to Program, Membership, Publicity, Ways and Means, Crafts, and others as needed.
2. Committee Expenditures. Committees shall be limited in expenditures and, unless approved by the Board of Directors, may not exceed funds allocated in the budget.

Section VI – Ad hoc Committees. Ad hoc committees may be appointed for specific and temporary purposes by the President.

### Section VII – Vacancies.

1. Filling Vacancies. A vacancy on the Board, including office holders, shall exist in the case of the death, resignation, or removal from office of any Director, or if members at the annual meeting fail to elect the appropriate number of Directors. Any Director, whether elected or appointed, may resign by giving the President a written notice stating that the resignation is effective immediately or is effective at a specific later date. The President shall fill vacancies of elected officers with the approval of the Executive Board. An appointed-Director vacancy on the Board may be filled by the President.
2. Removal of Elected Director. An elected Director may be removed from office if that removal is

approved by a majority of members attending a properly noticed meeting.

3. Removal of Appointed Director. Any appointed Director may be removed from office by the President.

Section VIII – Consent in Lieu of Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all of the members of the Board consent individually or collectively in writing (a writing includes a communication on paper or by email). Consents shall be filed with the Minutes of the proceedings of the Board. In lieu of filing the consents, the action can be ratified at the next regularly scheduled meeting of the Board.

#### ARTICLE VIII – FINANCIAL RECORDS REVIEWER

Section 1 – Financial Records Reviewer. The Financial Records Reviewer shall be appointed by the President and approved by the Board of Directors. This Reviewer will be a person who has accounting knowledge to review (or to perform such other agreed-upon checks of) the Treasurer's books as may be appropriate or required. The Reviewer shall review the financial records of the Society at the end of the fiscal year and shall prepare a short summary of findings and send those findings to the Board as soon as practical. The Treasurer shall provide all requested books and records for this review. The President or the Executive Board may request a review at anytime.

Section 2 – Limitations. The Reviewer cannot have served as a member of the Board of Directors during the fiscal year which the Reviewer has been asked to examine.

#### ARTICLE IX - ELECTION AND INSTALLATION OF OFFICERS.

Section 1 – Nominating Committee. The Board of Directors shall elect a Nominating Committee of four (4) Directors each February. The President cannot be a member or ex-officio member of the Nominating Committee. Members of the Nominating Committee are themselves eligible for any office.

Section II - Slate of Nominees. At the Society's regular meeting in March or April, a slate containing the names of the candidates shall be presented to the Society by the Nominating Committee. Further nominations may be made from the floor, with the consent of the Nominees. Nominations will be closed at this meeting.

Section III – Annual Election of Officers. Annual election of officers shall be held no later than the end of May at the Annual Membership Meeting or at a special membership meeting called by the Board of Directors for the purpose of holding the election of officers. In the event of more than one nominee for any office, officers shall be elected by written ballot. If there is only one nominee for each office, the slate may be accepted by acclamation.

Section IV – Officer Installation. Installation of officers shall be held in June.

#### ARTICLE X – QUORUM

Section I – Membership Quorum. The Quorum of a general membership meeting, special membership meeting, or annual membership meeting shall be those members present. No member may vote by proxy or by absentee ballot at any general, special, or annual membership meeting.

Section II – Board Quorum. The Quorum at the Board of Directors meeting shall be five (5). No Director may vote at a regular or special meeting of the Board of Directors by proxy or by absentee ballot.

Section III – Executive Committee Quorum. The Quorum of the Executive Board shall be three (3). No member of the Executive Board may vote at a meeting of the Executive Board by proxy or by absentee ballot.

## ARTICLE XI - BYLAWS

Section I – Governing Rules. Meetings and activities of the Society shall be governed by the Laws referred to in Article I, Section 1 of these Bylaws, by the other provisions of these Bylaws, and by the then-current edition of Robert's Rules of Order (Revised), in that order. The Board of Directors has the authority, consistent with the Laws, to determine the interpretation of these Bylaws.

Section II – Bylaws Amendments. These Bylaws may be amended or revised at any regular meeting of the Society by a two-thirds vote of the members present. Notice of the proposed amendments or revision shall have been given at a previous meeting and notification given all members. The Recording Secretary shall keep a copy of the revised Bylaws as approved, which revision approval date shall be noted on the face of the Bylaws.

## ARTICLE XII - DISSOLUTION OR DISTRIBUTION OF ASSETS

Section I – Dissolution. On the dissolution of the Corporation the assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes or community benefits and which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Bylaws amended May 2017