

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 publicly 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 purposes of the Society.

Section II – Non-discrimination. The Society shall not discriminate in its membership or in any of its activities including but not limited to discrimination 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: Single Persons or Families who are interested in the purposes of the Society.

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. Paid Life Member. This is an individual paid lifetime membership.
4. Honorary Life member. 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.

ARTICLE IV - MEMBERSHIP DUES

Section I –Fiscal/Calendar Years. The fiscal year for accounting purposes begins July 1st and ends June 30th of the following year. A calendar year may be adopted from time by the Board of Directors for other purposes including for the payment of dues.

Section II – Dues. All members except Honorary Life Members and Paid Life Members shall pay yearly dues on a schedule and in an amount determined from time to time by the Board of Directors.

ARTICLE V - MEETINGS

Section I – Types of Meetings. The Society shall conduct its affairs through meetings that include the following: board meetings; executive board meetings; general meetings; special meetings (board and/or member); annual meetings; and committee meetings. These meetings may be held in person or electronically as determined by the Board.

Section II – General Meetings. Unless otherwise directed by the President or the Board of Directors, the general meetings of the Society (which may be held in person or electronically) may be held on the second Friday of the month, from September through June, or held on another day of the month if required or appropriate. The date, time and place of general meetings will be announced in the Newsletter and by email.

Section III – Director Meetings. The Board of Directors meetings may be held monthly, in person or electronically, as called by the President or as approved by the Executive Board.

Section IV – Executive Board Meetings. The Executive Board (elected officers) shall meet, in person or electronically, on the call of the President.

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

Section VI – Voting Requirements. The Board has authority to decide whether to hold a meeting in person or electronically for the purpose of transacting Society business. Society members at general, special, and annual meetings may vote as follows: at an in-person meeting by attending the meeting in person or if the meeting is held electronically by being connected into that electronic meeting. Only two (2) people, maximum, can vote under a family membership. All other types of memberships are limited to one (1) vote.

Section VII – Annual Membership Meeting. The Society shall hold its annual meeting each May, either in person or electronically as the Board of Directors may determine, 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.

Section VIII – 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 (or by postal mail for those without access to email) at least twenty (20) days prior to the annual meeting. The Newsletter and the email/postal notice shall contain information on the date, time, and place of the annual meeting (including whether the meeting will be held in person or electronically) and will include the names of the nominated candidates and their offices, and any other business to be transacted.

Section IX – Special Membership Meetings. Special meetings of the membership, which may be held in person or electronically as determined by the Board, 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 by first class mail for those without access to email 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.

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 with the approval of the Executive Board. 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. 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 - Committees

1. 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. An elected-Director vacancy on the Board shall be filled either by (1) Board nomination and approval of an interim Director, or by (2) calling a special meeting of the membership to vote on a new Director. 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 – Regular and Special Meetings.

1. Regular Meetings. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Board.
2. Special 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 a five (5) day notice by first class mail or a forty-eight (48) hour 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 IX – 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 any time.

Section 2 – Limitation. The Reviewer cannot have served as a member of the Board of Directors during the fiscal year that 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. In March or April, a slate containing the names of the candidates shall be presented to the Society by the Nominating Committee at an in-person meeting or at an electronic meeting. With the prior consent of the Nominees, further nominations may be made from the floor by Society members at an in person meeting or, if the slate is presented at an electronic meeting, then by making a nomination using the electronic connection. Nominations will be closed at this meeting, whether the meeting is held in person or held electronically.

Section III – Annual Election of Officers. Annual election of officers shall be held no later than the end of May at a general Society meeting or at a special Society meeting called by the Board of Directors for the purpose of electing officers. The annual election of officers may be held in person or held electronically, as the Board determines. In the event of more than one nominee for any office, officers shall be elected by written ballot or by an electronic vote. 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; Voting; Proxies and Absentee Ballots. The Quorum of a general membership meeting, special membership meeting, or annual membership meeting shall be those members present. Members will be considered present for purposes of a quorum if they are in attendance at an in-person meeting. Members will be considered present at a meeting held electronically if the member is connected electronically to the meeting. No member may vote by proxy or absentee ballot at any general, special, or annual meeting whether held in person or held electronically.

Section II – Board Quorum; Voting; Proxies and Absentee Ballots. The Quorum at the Board of Directors meeting shall be five (5). A director will be considered present for purposes of a quorum if he/she is in attendance at an in-person meeting. A director will be considered present at a meeting held electronically if connected electronically to the meeting. No Director may vote at a meeting of the Board of Directors by proxy or by absentee ballot whether the meeting is held in person or held electronically.

Section III – Executive Committee Quorum. The Quorum of the Executive Board shall be three (3). An executive board director will be considered present for purposes of a quorum if he/she is in attendance at an in-person meeting. A director will be considered present at a meeting held electronically if that person is connected electronically to the meeting. No member of the Executive Board may vote at a meeting of the Executive Board by proxy or by absentee ballot whether the meeting is held in person or held electronically.

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 or special meeting of the Society by a two-thirds vote of the members present in person or present at a meeting held electronically. Notice of the proposed amendments or revision shall have been given at a previous meeting, or in the Newsletter, or by separate email, or by a combination of these methods and notification shall be given to all members with twenty (20) days advance notice. 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 that is organized and operated exclusively for charitable purposes or community benefit and that has 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.

RECENT AMENDMENT HISTORY:

These Bylaws were most recently amended by the Society's membership on:

April 17, 2009
May 11, 2012.
December 10, 2021