

MARTINEZ HISTORICAL SOCIETY BYLAWS

ARTICLE I - PURPOSE

The name of this **corporation organization** shall be the Martinez Historical Society (hereafter referred to as Society), a nonprofit public benefit corporation incorporated under the laws of the State of California. The purposes for which this **corporation organization** is formed are:

- A.** The **Society's** specific and primary purposes are to promote, initiate, sponsor, and carry out plans, policies and activities for the discovery, preservation, dissemination of knowledge about the history of the City of Martinez and promote interest in the City of Martinez and its surrounding areas. More particularly, its objectives shall be:
1. To discover and collect details, objects, and writings that may help to illustrate the history and heritage of the City of Martinez and the surrounding areas;
 2. To maintain and operate a museum and library in order to provide for the preservation and accessibility of such materials to those who wish to examine or study them;
 3. To assimilate historical information concerning the City of Martinez and its surrounding areas and to arouse interest in such history by publication of such historical information in the media and by any other such means as may occur from time to time.
 4. To establish a college scholarship program for students with an interest in history who have contributed to the achievement of the Society's purpose.
- B.** The **Society's** general purposes and powers are:
1. To buy, lease, rent, or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed of trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all claims of property, whether real, personal or mixed and to receive property by devise or bequest;
 2. To borrow money and to contract debts, issue bonds, notes and other evidences of indebtedness, and to secure them by any or all the property of this corporation or to issue them unsecured;
 3. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with any person, firm or corporation;
 4. To have and to exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations, as that law is now in

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effect or may at any time hereafter be amended. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in activities that in themselves are not in the furtherance of the purposes set forth in **Section A of this Article**, and nothing contained in the foregoing "Statement of Purposes" shall be construed to authorize this Corporation to carry on any activities for the profit of its members, or to distribute any gains, profits, or dividends to any of its members as such, per **Article XI**.

ARTICLE II - MEMBERSHIP

- A. Any person who subscribes to and supports the purpose and policies of the Society shall be eligible for membership.
- B. The membership of the **Martinez Historical** Society shall be composed of the following categories: Student, Individual, Family, Senior, Contributing, Patron, **and Life, and Corporate.**
- C. All memberships except "Life" shall be for a term of one (1) year. Each membership shall be entitled to one (1) vote, which may be exercised at the Annual Meeting for the election of Directors, and at such other meetings as require a vote of the general membership.
- D. The annual dues payable to the Society by members shall be in such amount as may be determined from time to time by resolution of the Board **of Directors (hereafter referred to as the Board).**
- E. Dues become payable on January 1st of each year.
- F. **TERMINATION OF MEMBERSHIP:**
 - 1. Grounds for Termination - The membership of a member shall terminate upon the occurrence of any of the following:
 - i. Upon his/her notice delivered to the President or Secretary personally or by mail, effective immediately upon receipt of delivery.
 - ii. Upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Society
 - iii. Failure to renew membership by **May April** 1st.

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2. Following the determination that a member should be expelled under subparagraph 1.ii. of this section, the following procedure shall be implemented:
 - i. A notice shall be sent by US mail to last address of the member as shown on the society records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the effective date of the proposed expulsion.
 - ii. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board **of Directors** in accordance with the quorum and voting rules set forth in these Bylaws applicable to **the all** meetings of the Board. The notice to the member of his/her proposed expulsion shall state the date, time and place of the hearing.
 - iii. Following the hearing, the Board **of Directors** shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

ARTICLE III - OFFICERS AND DIRECTORS

- A. The Society shall be governed by a Board of Directors, **(herein after referred to as the Board)**, composed of **no more than** fifteen (15) and **no less than seven (7)** members in good standing at the time of their election.
- B. The term of each Director shall be for two (2) years. Approximately one-half of the members of the Board shall be elected each year. The Board may periodically reconfigure existing terms to ensure the balance. Directors may be re-elected to another two-year term in accordance with **Article VII**.
- C. Officers of the Society shall be a President, First Vice-president, Second Vice-president, Recording Secretary, and Treasurer - all of whom shall be members of the Board. Officers shall be elected by the Board at the next scheduled Board meeting immediately following the Annual Membership Meeting. Each officer shall hold office until he or she resigns, is removed, or until his/her successor is elected, whichever occurs first. Term of office of each officer shall be one year with elections annually.

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- D. A quorum shall consist of one half plus one of the current elected directors. Matters related to personnel or litigation will require a quorum of 2/3 of the current elected directors.
- E. Vacancies on the Board, occurring for any reason except expiration of term, shall be filled by a vote of the remaining Directors for the unexpired portion of the term being filled. If a Director shall fail to attend three (3) consecutive Board meetings without an acceptable excuse, his/her office as a Director shall be deemed vacant. An "acceptable excuse" shall be illness, illness in the family, vacation or business.
- F. DIRECTOR EMERITUS:**
1. In addition to the Directors who are elected and serve on the Board, the Board from time to time by majority vote may appoint one or more persons to serve as Director(s) Emeritus. A Director Emeritus shall be a former Director honored for outstanding service and support of **MHS the Society** as determined by the Board.
 2. A Director Emeritus shall serve for life as an ex officio member of the Board, shall receive all notices of meetings, agendas and minutes of meetings of the Board and may attend such regular and special meetings of the Board as the Emeritus member may elect to attend, and may provide advice and counsel at such meetings but shall not have a vote or be included in the calculation of a quorum of the Board. A Director Emeritus shall not be an Officer of the Society and shall not be required to serve on any committee of the Society, but may be designated as a member of a committee on the same basis as any other member of the Society who is not a Director.
- G. REMOVAL AND RESIGNATION OF DIRECTORS OR OFFICERS:**
1. Any Officer/Director may be removed, **either** with or without cause, by two-thirds vote of the Board, at any time, but only if the item has been placed on a prior written agenda of a duly called meeting of the Board.
 2. Any Officer/Director may resign at any time by giving **written** notice to the Board or to the President **or and Recording** Secretary of the Society. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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ARTICLE IV - DUTIES OF OFFICERS AND DIRECTORS

A. PRESIDENT:

The President shall preside at all meetings of the Society and of the Board, and shall appoint all committees provided for under **Article VIII**. The President shall serve as an ex-officio member of all committees (except the Nominating Committee), and shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. Upon leaving office, he or she shall serve for one year in an advisory capacity to the Board, if so requested by the Board.

B. FIRST VICE PRESIDENT:

The First Vice-president shall preside at all meetings in the absence of the President. In the event the President is unwilling or unable to perform his or her duties, the First Vice President will assume those duties and responsibilities until a new President is elected. The First Vice-president shall serve as the chair of the Program Committee and shall perform such other duties as the President and Board may designate.

C. SECOND VICE PRESIDENT:

The Second Vice-president shall preside at all meetings in the absence of both the President and First Vice-president. In the event the President and First Vice President are unwilling or unable to perform his or her duties, the Second Vice President will assume those duties and responsibilities until a new President and First Vice President are elected. The Second Vice-president shall serve as the chair of the Membership Committee and shall perform such other duties as the President and the Board may designate.

D. RECORDING SECRETARY:

The **Recording** Secretary shall keep the minutes of all meetings of the Society and the Board, give notice of all meetings, notify committees of their appointments, keep a current roster of the Board and issue updated lists **as changes occur in cooperation with the Governance Committee**, and receive copies of minutes of committee meetings and copies of committee reports. All such minutes and records shall be kept in good order and made part of the permanent Society file. The **Recording** Secretary shall serve as the chair of the **Audit Financial Review** Committee and shall perform such other duties as the

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President and Board may designate.

E. TREASURER:

The Treasurer shall have custody of the dues of members, other income, and all subscriptions and donations of monies and shall make regular deposits of said funds in one or more financial institutions approved by the Board. An account shall be kept of same, and reports will be made to the Board or whenever the Society shall so require. The Treasurer shall also give an annual financial report of the Society to the Board and shall make it available to the membership upon written request, shall provide notification of all member dues received on a monthly basis to the Membership Chair along with any and all membership information received, and shall pay out monies of the Society only upon presentation of bills for which the expenditure has been budgeted or otherwise authorized by the Board. The Treasurer shall serve as the chair of the Finance Committee and shall perform such other duties as the President and Board may designate.

F. DIRECTORS:

The Board of Directors is both a governing and a working board. Each Director shall be required to serve on at least one committee and attend all Board meetings unless excused as per **Article III Section E**. Each Director shall also be expected to attend general membership meetings, open houses and participate in or support the other activities of the Society.

ARTICLE V - MUSEUM DIRECTOR

A. Appointment - A Museum Director shall be selected by the Board and shall serve at their pleasure.

B. Duties - The Museum Director Shall:

1. Chair the Museum Committee.
2. Have the responsibility of the cataloging, safe keeping, and displaying of all historical materials.
3. Attend Board meetings as an ex-officio member.
4. Act as a consultant to the Finance Committee.
5. Be in charge of Docents, and may appoint a Senior Docent.

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ARTICLE VI - MEETINGS

- A. Meetings of the Society shall be held at least quarterly as set by the Board, and the Annual Meeting shall be held in January of each year.
- B. The Secretary shall inform all members of Society meetings by written notice at least twenty (20) days prior to the meeting.
- C. Members in attendance at general meetings shall constitute a quorum.
- D. The President shall call special meetings at any time, upon written request of fifteen (15) members of the Society, or by a majority of the Board. All Directors must be notified in advance of any such meeting.
- E. The Board shall hold meetings as needed, upon call of the President, the **Recording** Secretary, or any three (3) Directors. There shall be at least one (1) Board meeting each quarter.

ARTICLE VII - NOMINATING COMMITTEE \ ANNUAL ELECTION

- A. A Nominating Committee shall be elected at the Annual General Membership meeting. The Nominating Committee shall consist of five (5) members. The President with the approval of the Board shall nominate three (3) members from the Board whose terms are not expiring and two (2) members in good standing from the membership by Nov 1st for the following year. Neither the President nor the **Recording** Secretary shall serve as either official or ex-officio member of this committee. The Committee shall elect a Chair annually from its members, and meet as needed.
- B. The Committee will prepare a slate of candidates for the upcoming year per **Article III** utilizing criteria provided by the Board for both new and returning Directors. Any member in good standing who wishes to submit His\Her name for consideration must submit in writing their candidacy to the Committee no later than October 1st. The recommended slate shall then be submitted to the Board for review no later than November 1st.
- C. The Board's proposed slate of candidates for Directors and the next year's Nominating Committee shall be sent to all members Twenty (20) days prior to the

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date of the Annual Meeting. Its report shall be made as a motion at said Annual Meeting. Nominations may be made from the floor by any voting member, providing the consent of the nominee shall have been secured **and they are a member in good standing.** Absentee or proxy voting shall not be permitted.

D. Election of Directors shall be conducted as follows:

1. If no nominations from the floor are made, then the proposed slate of candidates may be elected by motion.
2. If there are more candidates than open Board positions, then preprinted **blank** ballots with spaces available for write-ins shall be used. All Nominees **must be present and** shall have **ten up to five** minutes each to campaign prior to the ballots being cast. Once cast, the ballots shall be counted by the Secretary and two non-Director volunteers with the results immediately announced by the President. In case of a tie, a runoff shall be conducted.

E. The Committee is responsible for the orientation of new Directors.

F. Vacancies on the Nomination Committee of either a Director or Nondirector occurring for any reason shall be filled by a majority vote of the Board.

ARTICLE VIII – COMMITTEES

All active committees shall operate with Board approval and oversight, are required to meet at least quarterly, **and have a minimum of at least three members, (unless otherwise stated in these Bylaws) or MHS's Policies & Procedures Manual,** have a Director on the committee, elect a Chair annually **(unless otherwise stated herein)** from its membership (who shall be current **Society MHS** members), and report to the Board. All committees and their members must adhere to the Society's guidelines as put forth by these Bylaws, Articles of Incorporation, **and** Mission Statement. **and MHS's Policies and Procedures Manual.** Committees are responsible for the design and procurement of any printed materials needed by the committee **in collaboration with the Marketing Committee. All Committee Chairs shall submit written reports to the Board as needed unless otherwise stated herein.**

A. FINANCE COMMITTEE:

The Finance Committee shall develop fiscal procedures, **and** prepare an annual budget for the fiscal year (calendar year) with staff, **and** submit periodic reports to

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the Board showing income and expenditures. The Committee shall be chaired by the Treasurer and made up of all other committee chairs, (except the **Recording** Secretary), and meet at least once a year. The annual budget and any expenditures falling outside of said budget must have Board approval.

B. FINANCE REVIEW COMMITTEE:

The Finance Review Committee shall review or cause to be reviewed, the books of the Society at least once a year, and report same to the membership at the Annual Meeting. The Committee shall be chaired by the **Recording** Secretary and made up of all other Directors not on the Finance Committee.

C. GOVERNANCE COMMITTEE:

The Governance Committee shall: ensure all government and organizational records are current and in good order in cooperation with the President, Secretary, and Treasurer (i.e. Articles of Incorporation, Bylaws, Mission Statement, all government filings and Board Member Lists in cooperation with the Secretary, etc.); oversee and recommend all amendments of said records to the Board; and review any issues of governance that may arise utilizing said records. The Chair shall submit written committee reports, findings and recommendations, to the Board for consideration.

D. LANDMARKS COMMITTEE:

The Landmarks Committee shall identify, authenticate, and nominate to the Board, the historic landmarks of the Martinez Area to be commemorated. Upon Board approval the Committee shall contact the owner(s) of the property and obtain their written agreement(s). The Committee shall determine the cost, design and installation of marker(s). The Committee shall also purchase and oversee the installation of said marker(s), (while remaining the property of **the Society MHS**).

E. MARKETING COMMITTEE:

The Marketing Committee shall: develop, produce and maintain public relations materials for communication with membership and the public (i.e. social media, websites, blogs, print media, brochures, flyers, ads, etc.); maintain, perpetuate, and promote the uniform image and brand of the Society (i.e. education, logo, community service, event attendance, etc.); and promote and increase social media\website presence\traffic. The Chair shall: collaborate with the President

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and other committees to address the Society's marketing needs, while submitting all materials to the Board for their consideration.

F. MEMBERSHIP COMMITTEE:

The Membership Committee shall be responsible for actively recruiting new members. The Committee shall be chaired by the Second Vice President. The Chair shall maintain the membership list of all active and past members of the Society on a monthly basis and shall provide copies of said list to Directors and staff upon request. The Chair shall annually, in cooperation with the Treasurer, take those steps needed to secure membership renewals

G. MUSEUM COMMITTEE:

The Museum Committee shall be chaired by the Museum Director. The Committee shall assume charge and know the whereabouts of all such historical materials as may from time to time be donated or loaned to the Society; including but not limited to: artifacts, photographs, ephemera, documents, manuscripts and books, in the Society's possession. The Committee shall evaluate and authenticate the historical value of such artifacts and documents as may be submitted, and recommend rejection, acceptance and or deaccession of donation items. Materials herein described may be purchased with monies subscribed or raised for this purpose as approved by the Board.

H. PROGRAM COMMITTEE:

The Program Committee shall be responsible for the scheduling, planning, and marketing of a minimum of four (4) programs per year for general meetings, including the Annual Meeting held in January of each year. The Committee shall be chaired by the First Vice President.

I. PUBLICATION COMMITTEE:

The Publication Committee shall be responsible for the publication of documents, pamphlets, books, maps, pictures, prints, and circulars that the Society shall from time to time cause to be issued. This committee shall have the right to establish standards by which such materials may be submitted, determine editorial policy, and to recommend pricing of said publications to the Board. The committee shall determine and maintain the accuracy and authenticity of published historical documents.

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J. SCHOLARSHIP COMMITTEE:

The Scholarship Committee shall accept and review applications from graduating Alhambra High School Seniors who intend to pursue a history major at an accredited college. The Committee shall select and recommend a candidate or candidates to the Board for approval.

K. ALL OTHER COMMITTEES:

The President, with the approval of the Board, may appoint other active committees as necessary, (examples of which would be the Train Depot, Crab Feed, Home Tour and Events Committees). Any group that approaches the Society to solely support or help produce their event or cause must then agree to become an **MHS** active committee **of the Society**.

ARTICLE IX – AFFILIATIONS

The Society may be enrolled as an annual institutional member of other historical societies. As such it shall, whenever feasible, send a delegate to represent it at the annual meetings of such societies. The Society shall also whenever feasible send a delegate to attend meetings of local committees or events that may benefit or enhance the **Martinez Historical** Society **and or its** Museum. Following the meeting(s) the delegate(s) shall make a report to the Society at the next scheduled Board meeting.

ARTICLE X - BYLAW AMENDMENTS

A. These Bylaws may, from time to time, be amended **by the Board provided the proposed amendment shall first have been submitted to the Secretary in writing and then mailed to all Directors at least thirty (30) days before the amendment is voted. A two-thirds (2/3) vote of all Directors present shall be necessary before such proposed amendment is adopted. In the following manner: ~~At any meeting of the Society, provided the proposed amendment shall first have been submitted to the Secretary in writing and then be mailed to all active members at least thirty (30) days before the amendment is voted. A two-thirds (2/3) vote of all members present and voting shall be necessary before such proposed amendment is adopted.~~**

B. Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Society would result in the termination of all memberships or any category of memberships, **change fixed or variable status of Board, fixed number of Directors, or the election process of Directors**, then such amendment or amendments shall be affected only by a majority vote of the membership in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

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ARTICLE XI - NO INTEREST IN ASSETS

No Director or Member shall possess any property right in or to the property of the Society. In the event the Society owns or holds any property upon its dissolution, after paying and adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with the Articles of Incorporation.

ARTICLE XII - NON-LIABILITY OF DIRECTORS

Except as provided by the California Nonprofit Public Benefit Law, Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

ARTICLE XIII - INSURANCE FOR SOCIETY AGENTS

The Board may purchase and maintain insurance on behalf of any agent of the Society (including a Director, officer, or other agent of the Society) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Society would have the power to indemnify the agent against such liability.

ARTICLE XIV - INDEMNIFICATION BY ASSOCIATION OF

To the extent permitted by law, the Society shall indemnify and defend its Directors, officers, employees and volunteers (including persons formerly occupying any such positions) against all civil expenses, judgments, fines, litigation, and settlements actually and reasonably incurred by or improperly asserted against them in their capacity or arising from their status as Directors, officers, employees or volunteers of the Society. The Society's indemnification obligation as specified in this Article will be completely satisfied by the purchase and maintenance of insurance as provided in **Article XIII** and, in this event, the Society will have no further, additional or other indemnification obligation.

ARTICLE XV - PARLIAMENTARY PROCEDURE

Unless otherwise indicated in these Bylaws, meetings of the Society shall be governed by ROBERT'S RULES of ORDER.

Revised: 2000,2004,2012,2013