

HUMBOLDT COUNTY HISTORICAL SOCIETY
BYLAWS
Effective November 2013

Article I
Name and Location

1. The name of the organization shall be the Humboldt County Historical Society, henceforth known as the Society. Its principal office shall be in Eureka, Humboldt County, California.

Article II
Purpose

1. The Humboldt County Historical Society shall further an understanding and appreciation of all peoples, places, events and activities of Humboldt County and related areas. The Society shall accomplish this by acquiring, preserving, interpreting, creating, and disseminating historical information and by educating and assisting others to do the same.

Article III
Membership

1. Any person, individual, or organization may become a member of this organization upon payment of annual dues.
2. Membership dues shall be determined by the Board. The schedule of dues shall be reviewed annually by the Board and changed as necessary.
3. Voting and Privileges.
 - a. Each individual member shall be eligible to vote in elections at membership meetings and shall be entitled to one vote. Institution and organization member shall not be eligible to vote.
 - b. Each membership shall receive a subscription to the Humboldt Historian.
 - c. Each membership shall receive such other privileges as determined by the Board.
 - d. Each individual member shall be eligible for election to the Board.
4. Membership meetings
 - a. An annual membership meeting shall be held each November at a time and place determined by the Board, for the purpose of electing Officers and Directors, and for any other business that may arise.
 - b. Other meetings shall be held as determined by the Board, Executive Committee, or by petition of a minimum of twenty (20) individual memberships.
 - c. A quorum for a membership meeting shall be twenty (20) individual members.
 - d. All membership meetings shall be announced in the edition of the Humboldt Historian immediately preceding the meeting. The mailing of this edition must occur at least fifteen (15) days in advance of the meeting date.

Article IV Board

1. The Board of Directors shall have the power to conduct the affairs of this organization and to delegate such authority, as is not otherwise set forth in these Bylaws or Articles of Incorporation. These powers shall include the approval and authorization of the expenditures of the organization; the hiring and termination of employment of staff members; and the creation and implementation of policies for the development, operation, and maintenance of programs and facilities. The Board is accountable to the membership for managing the affairs of the Society and shall be subject to all federal and state laws pertaining to non-profit corporation Directors.
2. The Board shall consist of the elected Officers of the Society; the immediate Past President; those past presidents included under Article IV, Section 9, below; and six (6) elected members-at-large, herein called Directors. All Board members must be individual members of the Society.
3. Election and Term.
 - a. Directors shall be elected at the annual membership meeting in November by a majority of votes cast by the individual members present. The Nominating Committee shall present a slate of recommended nominees. Further nominations may be made from the floor with the consent of the nominee.
 - b. Elected Directors shall take their seats at the January Board meeting.
 - c. Directors shall be elected for a three-year term, and are eligible to be elected to one additional, consecutive, three-year term, after which the Director must leave the Board for a least one year before being reconsidered for election to the Board as a Director. If no successor has been elected by the end of a Board member's term, he/she shall continue to serve until a successor is elected.
 - d. The term of office of one-third (1/3) of the Directors shall expire at the end of the year.
4. Vacancies.
 - a. Vacancies occurring before the expiration of the specified term of office shall be filled through election by the Board and those so elected shall complete the term of the Director they replace. Completion of a partial term shall be considered one full term, for the purpose of 3c. above.
 - b. If any elected member of the Board fails to attend three consecutive Board meetings, without satisfactory explanation, the Board shall declare that position vacant.
5. Eligibility/Compensation/Conflict of Interest
 - a. Full or part-time employees, and independent contractors paid by the Society are not eligible for election to the Board.
 - b. Directors and Officers shall serve without compensation, except as provided otherwise in these Bylaws. Officers and Directors may be allowed and paid their actual and necessary expenses incurred in the performance of their regular duties when such expenses are approved by the Board.

- c. Board members must make public to the Board any potential conflict of interest; prior to any votes cast and abstain from voting on issues related to that potential conflict.
6. Meetings.
 - a. Regular meetings of the Board shall be held at a time and place determined by the Board. Board meetings, except for executive sessions, shall be open to all members of the society.
 - b. Special meetings of the Board maybe called by the President or by any three members of the Board, and each Director shall be notified at least 48 hours in advance as to the time, place, and purpose of such meeting.
 - c. Six Board members shall constitute a quorum.
 - d. The Board may resolve itself into executive session upon two-thirds favorable vote of the Board members present. The Executive Director shall normally be present at executive session of the Board, except during personnel considerations relating to the Executive Director, or other reasons as determined by the Board.
7. Board members shall not be personally liable for the debts, liabilities, or other obligations of the Society.
8. Removal.
 - a. A Board member may be removed, with or without cause, by a two-thirds (2/3) vote of those Board members present at a Board meeting.
 - b. A Board member may also be removed by a majority vote of the individual members at a membership meeting.
9. All persons who served as President of the Society prior to the approval of the first revision of these Bylaws (November 12, 1996) shall be considered member of the Board for life so long as they are also members of the Society. Such persons are subject to all removal procedures that apply to other members of the Board.
10. Upon providing written notice to the Board, any past president included in Article IV, Section 9 above may request to be removed from such inclusion.

Article V Officers

1. The Officers of the Society shall be President, Vice President, Immediate Past President, Secretary, and Treasurer. All Officers shall be members of the Society.
2. The Officers shall have voting rights as members of the Board.
3. Election and term.
 - a. Officers shall serve for a term of one (1) year.
 - b. The President and Vice President shall serve no more than two consecutive terms in their respective offices or until their successors are elected.

- c. All Officers shall be elected at the annual membership meeting in November by a majority of votes cast by the individual members present. The Nominating Committee shall present a slate of recommended nominees at the meeting. Further nominations may be made from the floor, with the consent of the nominee.
 - d. Elected Officers take their seats at the January Board meeting.
4. Removal.
 - a. An Officer may be removed, with or without cause, by a two-thirds (2/3) vote of those Board members present at a Board meeting.
 - b. An Officer may also be removed by a majority vote of the individual members at a membership meeting.
5. Duties of the Officers.
 - a. The President shall preside at all Board meetings and the annual membership meeting; shall serve as ex-officio member of all committees, except the Nominating Committee; shall act as a spokesperson for the Society; and shall perform such other duties as are assigned by the Board or are prescribed elsewhere in these Bylaws.
 - b. The Vice President shall assume the duties of the President in the event of the absence, incapacity or resignation of the President. He/she shall perform such other duties as may be assigned by the President.
 - c. The immediate Past President shall assume the duties of President in the event of the absence, incapacity, or resignation of both the President and Vice President. He/she shall perform other duties as may be assigned by the President.
 - d. The Treasurer shall be responsible for monitoring the control, receipt and custody of all assets of the Society; monitoring disbursements as authorized by the Board; reporting receipt, use and disbursements of all assets of the society. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall exercise such other powers and perform such other duties as maybe assigned by the President or the Board.
 - e. The Secretary shall be responsible for seeing that minutes of Board meetings are kept and reported. The Secretary shall perform other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President off the Board.
 - f. All Officers shall serve on the Executive Committee.
 - g. Should the presiding officer of the Board be subject to a removal action by the Board or by the membership, the next officer in line shall preside during the removal action.

Article VI

Indemnification

1. The Society may indemnify its Directors, Officers, employees, and other agents in any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative in the manner prescribed by law. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings may be provided by the Society in the manner prescribed by law. To

the extent that a person who is, or was, a Director, officer, employee or other agent of the Society has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Society, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding, as required and to the extent allowed by law.

Article VII Committees

1. Nominating Committee
 - a. The Nominating Committee shall consist of three (3) non-Board members of the Society and two (2) Board members. They shall be nominated by the Executive Committee and approved by the Board.
 - b. The Nominating Committee shall prepare a slate of nominees of Officers and Directors for election to the Board. This slate shall be presented to the individual members at the November membership meeting.
 - c. The Nominating Committee shall nominate all persons to fill vacancies on the Board.
 - d. A quorum for the Nominating Committee shall be a simple majority.

2. Executive Committee
 - a. The Executive Committee shall consist of the five Officers of the Board. The Executive Director shall be a non-voting, ex-officio member of the Executive Committee.
 - b. A quorum of the committee shall be a simple majority.
 - c. The committee shall meet prior to each Board meeting to prepare the agenda for the upcoming meeting. If the Executive Committee is unable to meet and set the agenda, the President (or designee) shall be responsible for the agenda. The committee shall at such times determine which business items require Board action and shall place same on the agenda; it shall take appropriate action on other items and report such action to the Board. The committee may also meet or be polled, when time is of the essence, to transact Society business; such transactions shall be reported to the Board at its next meeting. If the Executive Committee is unable to meet and set the agenda, the President (or designee) shall be responsible for the agenda
 - d. In the event than an office in the Society is unfilled, the Board shall select one of its members to serve on the Executive Committee until said office is filled.

3. The Board shall establish standing committees, special committees, and/or task groups as it deems necessary. The Executive Committee shall select chairs of such committees and task groups, while said chairs shall select their committee and task group members. The Board will charge the committees with actions they are to perform.

Article VIII Amendments to the By-Laws

1. These Bylaws may be amended at a membership meeting of the Society by a two-thirds (2/3) majority of those members present at the meeting, provided that copies of proposed revisions

and amendments are made available and that notice was given in an edition of the Humboldt Historian at least fifteen (15) days prior to the meeting.

2. Proposed bylaw changes shall qualify for Section 1. above if approved by the Board or upon petition by twenty (20) memberships of the Society.

Article IX
Parliamentary Authority

1. Rosenberg's Rules of Order shall govern the proceedings of the Society when not governed by the Bylaws or the articles of incorporation, or standing rules.

Article X
Standing Rules

1. Standing rules governing procedures and policies for effective administration of the Society shall be created by the Board as needed. Such Rules shall be printed attached to the Bylaws and shall remain in effect until rescinded or amended by the Board.

Ratified
Revised November 1996
Amended January 2001
Revised November 2004
Revised November 2013