

BY-LAWS
PINOLE HISTORICAL SOCIETY
Revised May 17, 2012

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ARTICLE I

NAME AND LOCATION OF CORPORATION

Section 1. Name: The name of this Corporation is the PINOLE HISTORICAL SOCIETY, hereinafter referred to as the Society. Its principal office is located in Pinole, California and its mailing address is P. O. Box 285, Pinole, California 94564.

Section 2. Change of Address: The location of the Society's principal office can be changed by amendment of these By-Laws.

ARTICLE II

PURPOSE

Section 1. Purpose: The purpose of the Pinole Historical Society shall be the discovery, preservation and the dissemination of knowledge about the history of El Rancho Pinole and its surrounding areas. More particularly its objectives shall be:

1. To discover and collect any material which may help establish or illustrate the history of Pinole and its surrounding areas.
2. To provide for the preservation of such material for its accessibility for examination and study; to aid archaeological investigations of aboriginal or pioneer sites in the locality; and to bring about the preservation of historical buildings, monuments, points of historical interest, markers, and artifacts.
3. To disseminate historical information and arouse interest in the past by publishing historical material in print, electronic media, or otherwise; by holding meetings, making presentations, lectures, papers, and discussions; by promoting classes in historical subjects in schools; and by marking historic buildings, sites, and landmarks.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility: Membership in this Society shall consist of its Board of Directors and other persons interested in the purposes of the Society. Membership in this Society is personal and is not transferable. All members except Honorary Members are required to pay annual dues, the amount of which shall be established by vote at each Annual Meeting in May by the attending membership as an Amendment to the current By- Laws.

Section 2. Membership Categories:

- a. Annual Member. Individual whose calendar year dues are set by the Board of Directors at the Annual Meeting; who has the right to attend all meetings, and who has the right to vote at General Membership meetings.
- b. Life Member. Individual whose dues are a one-time amount set by the Board of Directors at the Annual Meeting; who has the right to attend all meetings, and who has the right to vote at General Membership meetings.
- c. Business Member: Individual, Partnership, Corporation, Business or any organization in the Pinole area, who has the right to attend all meetings, and who has the right to vote at General Membership meetings.

d. Sustaining Member. Individual, Partnership, Corporation, Business or any organization which will be gratefully recognized upon the donation of \$500 or more to the Society. Such members shall not have the right to vote unless the individual or a representative of the entity is also an Annual, Life, or Honorary member.

e. Honorary Member. Individual of whom no dues are required. The Board of Directors of the Society, in recognition of achievements or for services rendered to the Society, may elect to bestow an Honorary membership with approval of the general membership on such person(s) as they may deem worthy of the honor. Such member may attend all meetings of the Society and have the right to vote at the General Membership meetings.

f. Membership Dues: Annual dues currently in effect are:

- Annual Member: \$30 per calendar year
- Life Member: \$150
- Business Member: \$50 per calendar year

Dues may be adjusted from time to time as recommended by the Board of Directors and ratified at the Annual Meeting by the General membership, to take effect on January 1 of the next calendar year.

Section 3. Resignation or Removal: Any member may resign by submitting a written resignation either at a meeting of the membership or of the Board of Directors or by mailing or e-mailing to the Society at its principal office, and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Except as otherwise required by law, any member may be removed from membership by a majority vote of the members cast at any General Membership meeting or at any special meeting of the members called for that purpose or by a majority vote of the Board of Directors at any regular or special meeting, for conduct deemed prejudicial to the Society, including any violations of the Regulatory Agreement between the Government and the Society.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualifications: The policies and affairs of the Pinole Historical Society shall be governed by a Board of Directors composed of seven (7) persons except as otherwise required by law. The Board of Directors must be composed of seven (7) members of the Society in good standing. Candidates for the Board of Directors must have been a member for a minimum of one year.

Section 2. Governing Powers: The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Society and may do all such acts and things as are not by law or by the Articles of Incorporation or by these By-Laws directed to be exercised and done by the members.

Section 3. Election and Term of Office: Directors shall be elected for two-year terms. The terms of the Directors named in the Articles of Incorporation shall expire when their successors have been elected and have been duly qualified, unless a vacancy is declared in accordance with Article IV, Section 7.

Section 4. Vacancies: Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the General Membership or at the valid request of the Government shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. In the case of removal by a vote of the General Membership, a vote of that General Membership shall be required to fill the vacancy. Each person so elected to the Board shall complete an unexpired term and be a Director until a successor is elected by the General Membership attending the next Annual Meeting.

Section 5. Removal of Directors: At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the attending members of record, and shall be removed at the request of the Government. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at this meeting.

Section 6. Compensation: No compensation shall be paid to Directors for their services or for their services in any other capacity, or pursuant to any other contractual arrangement whatever. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 7. Absences: Members of the Board of Directors are expected to participate in the Society's policies, affairs, business and programs.

Beginning with the next regular or special meeting of the Board of Directors after an election or appointment on the Board or continuation of a member of the Board, unexcused absences from three Board meetings in a calendar year shall be cause for the Board to call a special meeting for the purpose of declaring that position vacant. General Membership Meetings that include a Board of Directors business session shall count as a Board meeting.

ARTICLE V

OFFICERS

Section 1. Designation: The principal officers of the Society shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors from among its members. No two offices may be held by the same person. The Directors may appoint an Assistant Secretary, an Assistant Treasurer, and such other officers as in their judgment may be necessary.

Section 2. Election of Officers: The officers of the Society shall be elected annually by the Board of Directors at its Annual Meeting and, unless sooner removed by the Board, the officers shall serve for a term of one year and until their successors are elected and shall qualify. Vacancies occurring in offices shall be filled by the Board of Directors from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal: Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Section 4. President: The President shall be the chief executive officer of the Society; shall preside at all meetings of the General Membership and of the Board of Directors; and shall have all the general powers and duties which are usually vested in the office of president of a corporation, including the power to appoint committees from time to time as in his/her discretion may be deemed appropriate to assist in the conduct of the affairs of the Society.

Section 5. Vice President(s): There shall be one or more Vice Presidents, as the Board of Directors shall from time to time determine. In the absence or disability of the President, any one of the Vice Presidents designated by the President shall perform the duties and exercise the powers of the President. The Vice Presidents shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 6. Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and of the General Membership. The Secretary shall give notice of all meetings, and record in the Minutes committee appointments made by the Board. The Secretary shall make a report at the Annual Meeting upon the work of his/her office, which report shall be in writing, and after acceptance, shall be filed with the Society minutes and in its archives. The Secretary shall perform the duties and functions customarily performed by the Secretary of a Corporation together with such other duties as the Board of Directors may prescribe.

Section 7. Treasurer: The Treasurer shall have custody of the corporate funds and shall keep full and accurate account of all receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name of and to the credit of the Society in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Society whenever called upon to do so. The Treasurer shall be responsible for reporting as may be required by law or regulation to the Internal Revenue Service, the Franchise Tax Board, the Secretary of State, and/or any other regulating agency in a timely manner that preserves and protects the Society's charitable, non-profit, tax-exempt status. Outside professional assistance may be authorized by the Board if deemed necessary.

Section 8. Committees: The Society shall have such committees as are designated by resolutions of the Board. Such other committees may consist of persons who are not also members of the Board. Outgoing committee persons shall turn over all records for which they were responsible as soon as possible, not to exceed sixty (60) days of their leaving office, and they shall be available to assist their replacement until the end of the calendar year. The Board may appoint committees to aid in the conduct of the Society's business and operations, including for example: Membership, Museum/Artifacts/Care & Custody, Events, Publicity, Newsletter, Web Page, Society Archives, Finance, Budget, Fundraising, Education Extension, Nominating Committee.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting: Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of election of officers and the consideration of any other business that may be properly brought before it shall be held in May. At this Annual Meeting, the general membership in attendance may be asked to ratify elections, actions and proposed amendments to the By-Laws, major ventures or contracts obliging, benefiting or otherwise involving the Society.

Section 2. Regular Meetings: The regular General Membership meeting of the Society shall be held quarterly (the Quarterly Meeting) and may include periodic events, historic programs, as well as the Annual meeting in May. Regular meetings of the Board of Directors may be held monthly, or at such time and place as shall be determined by a majority of the Directors, but at least four (4) such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Directors shall be sent to all members via e-mail at least three (3) days prior to the day named for such a meeting. Meeting notices shall also be posted on the Society's website and published in the Society's on-line and printed newsletters.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the President at any time and shall be called upon written request of ten (10) members of the Society or a majority of the Board of Directors or at the request of the Government. Notice shall be given to all members at least three (3) days prior to a meeting via e-mail, which notice shall state the date, time, place and purpose of the meeting. Meeting notices shall also be posted on the Society's website and published in the Society's on-line and printed newsletters. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the members present, either in person or by proxy.

Section 4. Waiver of Notice: Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent of such action is signed by all the Directors and filed with the minutes of the Board.

Section 5. Quorum: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, Articles of Incorporation, or these By-Laws. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those Directors present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Adjourned Meetings: If any meeting of the Board of Directors cannot be organized because a quorum is not present, the Board members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 7. Voting: At every meeting of the General Membership, each member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present, either in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by law, the Articles of Incorporation, or these By-Laws, a different vote is required, in which case such express provision shall govern and control.

Section 8. Proxies: Voting by proxy shall be permitted at General Membership meetings. Every proxy shall be in writing, signed by the member and dated, and shall specifically state the particular membership meeting to which it is applicable, but need not be sealed, witnessed, or acknowledged. Any proxy must be filed with the Secretary before the appointed time of each meeting.

Section 9. Conduct of Meetings: Meetings of members shall be presided over by the President of the Society or by a Vice President or Chairperson chosen by the President. Meetings shall be governed by the rules as set forth within the By-Laws and by the latest edition of Robert's Rules of Order.

Section 10. Order of Business: The order of business at all meetings of the General Membership shall be as follows (items inapplicable to the particular meeting may be omitted):

- a) Roll Call
- b) Proof of notice of meeting or Waiver of Notice
- c) Reading of minutes of preceding meeting
- d) Report of officers
- e) Report of committees
- f) Election of inspectors of election
- g) Election of Directors

ARTICLE VII

AMENDMENTS

Section 1. Amendments: Except as otherwise required by law, these By-Laws may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given to all members at least ten (10) days prior to such meeting. Such amendment shall require an affirmative vote of a majority of the members of the Board of Directors present at a duly constituted meeting. Such By-Law amendment shall remain in effect only until the next regular General Membership meeting; thereupon it shall be submitted to the membership for adoption, at which time a majority vote of all members present and voting shall be necessary before such proposed amendment is adopted.

ARTICLE VIII

FISCAL MANAGEMENT

Section 1. Fiscal Year: The fiscal year of the Society shall begin on the first day of January of every year, except that the first fiscal year of the Society shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 2. Books and Accounts: Books and accounts of the Society shall be kept under the direction of the Treasurer of the Society.

Section 3. Auditing and Reports: At the close of each fiscal year, the books and records of the Society shall be audited in accordance with the requirements of the Government. The President of the Society shall cause to be prepared annually a full and correct statement of the affairs of the Society, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the Annual Meeting of the members and filed with the Secretary of the Society not later than thirty (30) days after filing the annual IRS report, barring any unforeseen mitigating circumstances beyond the Treasurer's control to all members of the Society, which report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including any trust funds, as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including any trust funds, during the fiscal year.
- c) Revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) Expenses or disbursements for both general and restricted purposes, during the fiscal year.
- e) Any transaction in which the Society was a party, and in which any Director had a direct or indirect material financial interest.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Society that such statements were prepared without audit from the books and records of the Society.

Section 4. Execution of Corporate Documents: With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Society by either the President or a Vice President and attested and countersigned by the Secretary or Treasurer if over the amount of five-thousand dollars (\$5,000.00).

Section 5. Fidelity Bonds: The Board of Directors shall require that all officers and employees of the Society having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Society.

Section 6. Indemnity: Each officer, Director, or employee of the Society shall be indemnified by the Society against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being, or having been an officer, a Director, or employee of the Society, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as officer, or Director or employee.

Section 7. Members' Inspection Rights: Every member, or his or her agent or attorney, shall have the right, for any proper purpose at any reasonable time, to inspect all books and records of the Society.

ARTICLE IX

DISPOSITION

Section 1. Disposition: It is hereby provided that in case the Society fails in five consecutive years to have a quorum at its Annual Meeting or that no Quarterly or special meeting of the Society and/or its Board of Directors shall have been held in twelve (12) consecutive months, it shall be deemed that the organization shall have ceased to exist as a working organization. In this event, all articles and things belonging to it shall become the property of the City of Pinole, which shall hold it in trust until such time as the Pinole Historical Society is reorganized. In the event the Pinole Historical Society is not reorganized within ten (10) years then the City of Pinole is instructed and authorized to distribute the assets of the Society to a non-profit corporation organized and operated for historic preservation.

