

EOL CERRITO HISTORICAL SOCIETY

BY-LAWS

WHEREAS, it is both desirable and appropriate that an organization be maintained to preserve and promote the history and traditions of El Cerrito, California,

BE IT RESOLVED, that such organization shall be known as the El Cerrito Historical Society, herein referred to as the "Society".

I. Objectives

The objectives of the Society shall be the location, preservation and dissemination of knowledge about the history of El Cerrito, and more particularly:

1. To locate and collect any material which may help to establish or illustrate the history of the El Cerrito area, and to provide for the preservation of such material.
2. To provide for the accessibility of such material for examination and study; to support archeological investigations of aboriginal and pioneer sites in the locality, and to bring about the preservation of historical buildings, monuments, markers, artifacts and sites.
3. To disseminate historical information and arouse interest in the past by publishing historical material, holding meetings with lectures, papers and discussions, by promoting classes in historical subjects and by identifying historic buildings and sites.

II. Membership

1. The Society shall be composed of active ~~and~~; honorary, ~~and group~~ members. Active members shall include annual and life members. ~~————.~~
2. To qualify as an active member, one shall be ~~a present or former resident of El Cerrito or be employed within El Cerrito, be~~ current on the payment of dues, ~~and have an active interest in the history of El Cerrito;~~
3. All active ~~and honorary~~ members may speak, make motions and vote, ~~and~~ be elected to and retain any Society office, and ~~may~~ serve on any committee.
4. ~~-~~A new member shall be enrolled upon request for membership and payment of the required dues.
5. ~~Members should attend most of the meetings and other Society activities. Repeated failure to attend regular meetings may be taken as a tender of resignation.~~
6. The following shall be reasons for termination of membership:
 - a. resignation
 - b. failure to pay dues in a timely manner
 - c. conduct adversely reflecting upon the Society.

No member shall be terminated for conduct without the opportunity for a hearing before the board of directors. A two-thirds vote of the board is required for termination of membership upon finding that grounds for termination exist. The decision of the board is ~~final;~~

7. The Board of Directors of the Society, in recognition of achievements or for services rendered, may ~~elect to grant~~ honorary membership ~~to any persons such persons as they deem worthy~~. Honorary members ~~may attend all meetings of the Society but~~ shall not have the right to vote or hold office unless they are also active members.

III. Board of Directors

1. The affairs of the Society shall be managed by a Board of Directors ("Board") composed of ~~from five to seven~~^{up to nine} persons who are members in good standing at the time of their election.
2. The Board shall include the officers elected by the membership of the Society at the annual meeting, and one or more directors at large elected by the membership at the annual meeting.
- ~~3. The Board shall appoint one of its members as Chair of the Board, who shall preside at all Board meetings, and shall serve until such time as a successor is selected and accepts.~~
- ~~34.~~ 4. The term of each Director is one year and until his or her successor has been elected.
- ~~45.~~ 5. The Board shall manage the affairs of the Society subject to such regulations as may be prescribed by the active members of the Society in regular meetings, by these By-Laws, and such state statutes as may apply.

IV. Officers

1. The officers of the Society shall be ~~P~~resident, ~~V~~ice ~~P~~resident, ~~S~~ecretary, and ~~T~~reasurer. All other Board members shall be directors at large.
2. Officers and directors shall be elected for a one year term and until the successor of each has been elected.
3. In case of a mid-term vacancy in any office, that office shall be filled by a vote of the Board at its next meeting.
4. All officers and directors of the Society shall serve without pay or other remuneration for their services.
5. If an officer or director misses more than three consecutive board and/or membership meetings, such officer or director may be deemed to have resigned from office.

V. Duties of Officers

1. The **President** shall preside at Society meetings and direct the conduct of business of the Society. He or she shall attend Society activities, and shall have the right of first refusal to be the Society's representative at any community event.
2. The **Vice President** shall direct the conduct of the business of the Society in the ~~p~~President's absence, and perform other duties assigned by the ~~P~~resident, ~~or the board.~~
3. The **Secretary** shall keep ~~membership meeting~~ minutes ~~of membership meetings and Board meetings, and of the Board if required. He or she shall be custodian of the permanent records of the Society.~~ The **Secretary** shall handle ~~the~~ correspondence of the Society ~~and send correspondence as directed by the membership or by the board.~~
4. ~~The~~ **Treasurer** shall keep an accurate accounting of all funds, collect all funds and retain them in an insured bank account, pay all bills authorized in the budget or by the board, present periodic financial statements to the board, ~~and~~ prepare and file all required tax returns and other governmental forms, ~~and retain all financial records for at least seven years.~~
- ~~5. Other Directors shall attend board meetings, and shall have the duties assigned by the membership, the president or the board.~~

VI Nominations and Elections

1. A Nominating committee may be appointed in advance of the annual meeting, by the ~~P~~resident or the Board. The consent of the nominee shall be obtained before the name is placed in nomination.

2. The nominating committee shall report to the Society at the annual meeting in January. Additional nominations may be made from the floor.
3. The election shall be held at the annual meeting. In the event two or more candidates are nominated for the same office, the election shall be by secret ballot.
4. Newly elected officers shall take office effective immediately.

VII Meetings

1. Business meetings of the Society shall typically be held in El Cerrito, while tours may be at sites elsewhere. The membership, or the Board, shall establish dates, times and places of all membership and Board meetings.
2. The regular membership meeting in January shall be known as the Annual Meeting.
3. There is no quorum requirement at any ~~regular-business~~ meeting of the Society. The business of the Society shall be conducted by majority vote of the members in good standing in attendance.

VIII Committees

1. The Society may have committees, appointed by the president, the membership, or the board, to assist the ~~Society~~ in carrying out its purposes as stated in these by-laws. Committees may be ad hoc; or ~~standing~~ committees.
2. Each committee shall choose its chair.
3. Proposed plans of any standing or ad hoc committee for special or fundraising events, for taking positions on ~~issues~~, or for projects which may consume Society assets, must be ratified by the membership ~~or board~~.

IX Dues

1. The fiscal year shall be ~~January-February~~ 1 through ~~December-January~~ 31 of the following year.
2. Annual dues will be set at the annual meeting. Dues are to be paid by March 1 of each year. A member admitted to membership after March 1 may pay prorated dues.
3. The Treasurer need not be bonded unless required by the membership or ~~B~~board.

X Parliamentary Authority

1. The rules contained in the current edition of ~~Robert's-Rosenberg's~~ Rules of Order, ~~Newly Revised~~ shall be the parliamentary authority for all matters not specifically set out in the Bylaws.

XI Amendments

These Bylaws may be amended by a two-thirds vote at any business meeting of the ~~association~~Society, provided that the notice of proposed amendment is given to each member in good standing personally, in writing, by email, or by telephone at least one week prior to the meeting at which the action is to be taken.

XII Dissolution

Upon dissolution or winding up of this Society, all assets remaining after payment, or provisions for payment, of all its debts and liabilities, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for purposes which most nearly carry out the purposes of this Society, in or as near as practicable to the City of El Cerrito, California.

By ~~L~~aws of the E1 Cerrito Historical Society first adopted by unanimous vote of the members on October 9, 1975, amended on September 14, 1978, and further amended March 8, 1979 on July 18, 2010.

Adopted ~~July 18, 2010~~ _____.

~~Richard H. Bartke~~Dave Weinstein, President
Secretary

~~Joann Steck-Bayat~~Joanne Rubio,