

By-laws of the Amador County Historical Society
(A Non-Profit Corporation)

Article One

Name

Amador County Historical Society
("Society").

Any person wishing to join shall have their dues pro-rated to the nearest quarter of that year. Dues, thereafter, will come due annually.

Any member whose dues are in arrears for more than 30 days will be dropped from the membership roll.

Article Two

Purpose

The Society was formed for the purpose of identifying and preserving items of historical interest of Amador County for its residents and the general public. And to educate and increase public awareness, while at the same time enlisting public support for historical preservation in Amador County.

II. Life Membership, Conferred Life and Honorary Memberships:

Life membership may be made by paying a one-time fee as listed in the Dues Schedule.

A Conferred Life Membership may be awarded by the Society, for outstanding contributions to the Society. Conferred Life Membership must be recommended by the Board and approved by five members (quorum) of the Society membership. A Conferred Life member is not entitled to a vote, however if member has paid for Life Membership, the member is entitled to vote.

Article Three

Membership and Dues

I. General Membership

Section 1: Membership

Any person or entity interested in the history of Amador County, who applies for membership and tenders the required dues, shall become a member of the Society.

Honorary Membership may be bestowed to an individual upon recommendation of the Board and approval of the majority of members in attendance at the next monthly meeting. Honorary Membership shall be for one year only. Honorary members are not entitled to a vote or hold office.

Section 2: Dues

A Dues Schedule will be established by the Board of Directors ("Board") from time to time to be published as a separate schedule available to the membership.

III: Membership Roster:

Annual dues shall be payable in advance each year in accordance with the Dues Schedule.

The Society Membership Chairperson shall keep, at all times, a current roster of all

members' names, addresses and e-mail addresses (if available). Roster shall be updated and made available by mail or e-mail annually to each Society member.

IV: Liability:

No member of the Society shall be held personally liable for the debts, liabilities or obligations of the Amador County Historical Society.

Section 3: The regular meetings of the Society shall be held ten (10) times a year. A

V: Membership Termination:

The membership of any individual shall be terminated upon any of the following events:

- 1) Upon receipt of a signed resignation.
- 2) Non payment of dues.
- 3) Upon death of a member. (However, if it a family membership, it will inure to the remaining immediate family members).

Article Four

Meetings, Quorums and Voting

Section 1: "Robert's Rules of Order" shall govern every meeting of the Society. The only exception is when they are in conflict with existing law, Constitution or Articles of Non-Profit Incorporation of the Society, or the Bylaws of the Society.

Section 2: The Board of the Society shall meet monthly.
All items brought before the membership at regular meetings may be passed by a simple majority of members present, with the exception of any proposed Bylaw changes

portion of each meeting shall be set aside for business purposes. Meetings will be announced to the membership prior to the month of the meeting.

Section 4: Quorum:

All members in good standing, with the exception of Honorary or Conferred Life members, of the Society are entitled to cast one vote on any one issue

Five members present at any regular and/or special meeting shall constitute a quorum.

which much follow the procedures as listed below (section 9).

Article Five

Board of Directors

Section 1: The Board of Directors shall consist of a minimum of nine Directors and a maximum of fifteen directors.

Section 2: Board of Directors Nominations & Elections:

Any regular member in good standing of the Society may be elected or appointed as a Director.

The President of the Society shall appoint a Nominating Committee at the October meeting.

The Nominating Committee shall present a slate of officers at the November meeting. Ballots for elections shall include the slate as proposed and a section for write in candidates. These ballots will be mailed to the membership immediately after the November meeting, to be returned no later than December 31.

Elected officers shall be installed at the January meeting of the following year.

Section 3: Term of Elected Director:

The term of each elected director shall be for the period of one year with a maximum of three consecutive terms in the same elected office.

All members of the Board will serve until their successor takes office. If a vacancy occurs, the President shall appoint a director to fill the remaining term, with Board approval.

Section 4: The Board of the Society shall have authority over all business and property of this organization, however, no member of the Board can be individually held liable for actions of the Board of Directors.

Section 5: Board of Director Duties:

The Board shall have the responsibility and duty for the following activities:

1) To remove any director and/or officer of the Society for due cause, by a majority vote of the Board.

The Board shall have the authority to conduct the affairs of the Society.

The Board shall make all policy decisions and resolve any conflicts that arise at regular Society meetings.

All donation income not designated for a particular purpose will be kept separate from

2) To appoint a member in good standing as director to fill any vacancies.

3) To enforce all lawful procedures, according to the Bylaws of this Organization. To incur debts, receive money and authorize solicitation of funds necessary to carry out the business and necessary procedures of the Society

4) To transact all financial business and be responsible for all budgeting, financial reports and audits of the Society.

a. Income -

Dues received will be recorded for each member with a copy of their check retained with the deposit receipt. A new members application will also be kept with the copy of their check. These records will be kept with the Treasurer.

Copies of checks & member applications will be sent to the membership chair to keep the Society roster current

b. Donation Income-

Dues income and the names of the donor(s) noted separately, with an annual report given the membership of amounts and donors (unless requested to be anonymous).

Donation Income for a specific purpose will be accounted for separately with a monthly report given the Board. Should the amount exceed \$1,000, a separate interest bearing account will be set up at a financial institution or other 3rd party organization as determined by the Board.

c. Expenditures -

i. All withdrawals from ACHS accounts will require two signatures

ii. All checks written will be supported by written documentation

Accounting records will be reconciled to the bank statements monthly and a report by the treasurer given to the Board.

If the Board of the Society must take action prior to a scheduled meeting, all directors may be polled by an oral, written or e-mail vote. These votes must be recorded in the subsequent minutes of the Board and if written, must be attached to said minutes. These votes will be regarded the same as a meeting vote and must be by majority.

Section 6: Board of Directors Vacancy.

A vacancy of the Society Board shall result if any of the following occur involving any member of the Board:

- 1) Upon receipt of a written resignation.
- 2) Is removed for cause.
- 3) 2 Upon death of the director.

Article Six

Elected Officers and Duties

Section 1: Duties of the President

Within the scope of the Constitution and Bylaws of the Society, the President shall have executive supervision of all activities.

The President shall preside over all Board meetings and sit on all Committees except the Nominating Committee

The President, while having a vote, shall not make or second any motion.

The President shall recommend appointments to all Committees, Delegations and Non-elected Director positions and any appointments not otherwise named herein immediately upon being installed, subject to Board approval.

The President shall perform the required duties of this office as described in the President's Duty Schedule as established by the Board.

Section 2: Vice-President

The Vice President shall act as Program Chair of the Society.

The Vice President shall assume the Presidential duties at the absence, incapacity, or resignation of the President of the Society.

The Vice President shall perform the required duties of this office as described in the Vice President's Duty Schedule as established by the Board.

Section 3: Secretary

The Secretary of the Society shall record the minutes of all Board and General meetings.

The Secretary shall furnish the minutes for approval at the next meeting

The Secretary of the Society shall receive all correspondence pertaining to the Society's activities and inform the President of those requiring immediate action.

The Secretary shall reply to all Society correspondence, as required.

The Secretary shall maintain a current file of all correspondence and documents of importance to the Society.

The Secretary shall perform the required duties of this office as described in the Secretary's Duty Schedule as established by the Board.

Section 4: Treasurer

The fiscal year for the Society shall be one calendar year – January 1 through December 31.

The Treasurer of the Society shall be responsible to maintain accurate financial records and support, and for the safekeeping of all Society Funds. A Treasurer's report shall be submitted for approval of the Board at each meeting.

The Treasurer shall maintain or deposit all funds into an established bank account for the Society. The Treasurer shall keep a separate accounting of special project funds.

The Treasurer shall issue annual reports and ready the books for an annual audit by two other members of the Board.

The Treasurer shall perform the required duties of this office as described in the Treasurer's Duty Schedule as established by the Board.

Section 5: Historian/Archivist

The Historian/Archivist shall develop and maintain all records in accordance with archival control, collecting, care, storage and

cataloging of all archival materials for research and shall make them available to members as requested.

The Historian/Archivist shall perform the required duties of this office as described in the Historian/Archivist's Duty Schedule as established by the Board.

Section 6: Parliamentarian

The Parliamentarian of the Society shall govern proceedings by following "Robert's Rules of Order" except those governed by law, the Society's Constitution and these Bylaws.

The Parliamentarian shall perform the required duties of this office as described in the Parliamentarian Duty Schedule as established by the Board.

Article Seven Committees

Section 1: No later than the regular meeting of January of each year, the President of the Society shall make all committee appointments.

The Board shall determine the objective, purpose, goal and time frame for all Committees. All Committees are to report to the Board on a regular basis.

Section 2: All meetings of Committees and Standing Committees of the Society shall be held in accordance to those governed by law, the Society's Constitution and these Bylaws.

I. Heritage Committee shall identify and report on Amador County's history by activating a plan to carry out a program to save Amador County historic sites, buildings and landmarks. The Committee shall make recommendations for presentation to the Board.

II. Historic Cemeteries Committee shall interface with existing county-wide cemetery committees and with the Heritage Committee, survey needs for restoration and preservation of our county's historic cemeteries and make recommendations for such actions to the Board.

III. Library Committee of the Society shall cooperate with the Amador County Public Library in connection with Amador County history, historical events and preservation. The Library Committee is to maintain, on an ongoing basis, an inventory of all books and publications available for research. The Library Committee shall encourage the purchase and donation of all historical materials to the Amador County Library on behalf of the Society.

Article Eight

Checks, promissory notes, order of payment

All checks, promissory notes, order for payment of money, drafts, checks, or any evidence of indebtedness by the Society shall be signed by two current officers of the Society, unless otherwise provided by law.

Any lease, contract, or other instrument in the name of the Society, shall be signed by the President and another officer, on approval of the Board with such approval recorded in the minutes of a previous meeting of the Board.

Article Nine

By-Laws

By-Laws/Amendments shall be effective after the following:

1st Presentation: Changes are presented by the Bylaws committee. Discussion on proposed changes may be offered. President shall direct Secretary to notify the entire membership that the vote on Amendments to By-Laws will be at the next meeting and give date of said meeting.

2nd Presentation: Bylaw's to be provided to the membership in its entirety, followed by discussion and vote at the next regularly scheduled meeting. Amendments may be offered to Bylaws or Amendments by any member. All By-Law or Amendments changes proposed shall be adopted by a two-thirds vote of those present at the scheduled meeting. (See Article Four, Section 4 regarding a Quorum)

Article Ten

Standing Rules/Standing Committees

Standing rules should contain only such rules as may be adopted without previous notice by a majority vote at any regular meeting. A standing rule may be suspended or rescinded by two-thirds vote; if a previous notice is given, then by majority vote.

Section 1: Standing Committees:

The Society shall have the following standing committees:

Budget and Auditing Committee

Genealogy Special Interest Group

Heritage Committee

Historic Cemeteries Committee

Library Committee

Membership Committee

Newsletter Committee

Nominating Committee

Plaque Committee

Program Committee

Publicity Committee

(Revised: April 2007)