

AMENDED BYLAWS  
OF THE  
SAN BENITO COUNTY HISTORICAL SOCIETY

ARTICLE I—PRINCIPAL OFFICE

The principal office for transaction of business of the San Benito County Historical Society, hereafter called the Society, is hereby fixed and located at 498 Fifth Street in the city of Hollister, county of San Benito, state of California, 95023.

ARTICLE II—MISSION STATEMENT

The mission of the San Benito County Historical Society is to collect and preserve materials pertaining to the history of San Benito County. The Society will promote an interest in, and appreciation of, the County's past, through programs presented at meetings and community events. The Society will bring together for exchange of ideas those interested in history, especially that of San Benito County.

ARTICLE III—MEMBERSHIP

Section 1. QUALIFICATIONS—Any person interested in the purposes of the San Benito County Historical Society and desirous of assisting in its work, may become a member upon the payment of the appropriate dues.

Section 2. CLASSES OF MEMBERSHIP—The Society shall have the following classes of membership: Junior, Individual, Family, Premier, Lifetime, and Honorary. The Board grants the latter two classes of membership on an individual basis.

Section 3. DUES—Annual dues shall be set by the Board and approved by the membership. Annual dues shall be payable in January.

Section 4. BENEFITS OF MEMBERSHIP—The Board shall determine the benefits of the various classes of membership.

ARTICLE IV—MEETINGS OF THE MEMBERSHIP

Section 1. REGULAR MEETINGS—Meetings of the membership shall be held the last month of each quarter at the Historical Society Museum, 498 Fifth Street, unless otherwise specified.

Section 2. SPECIAL MEETINGS—Special meetings of the Society, for any purpose, may be called at any time by the President, a majority of the Board, or by the joint action of not less than one tenth (1/10<sup>th</sup>) of the members of the Society. Notice of any special meeting shall specify in addition to the place, day, and hour of such meeting, the purpose of the meeting.

Section 3. VOTING—At all meetings of the Society, each member shall be entitled on one (1) vote.

Section 4. QUORUM—A quorum shall consist of those members present at any duly announced meeting.

Section 5. RULES OF ORDER—Meeting of the Society shall be conducted in accordance with *Robert's Rules of Order*, current revision.

#### ARTICLE V—THE BOARD

Section 1. COMPOSITION—The Board shall consist of seven (7) Directors and the Officers. The officers of the Society shall include as a minimum: the President, the Vice President, the Secretary, and the Treasurer.

Section 2. EMERITUS DIRECTORS—The Board of Directors shall at their will and pleasure elect such Directors as they decide shall be entitled to the honor of the title of Honorary Director by reason of their tenure or service to the San Benito County Historical Society and shall henceforth be recognized as such. Emeritus Directors shall not be counted as a member of the Board for purposes of voting, quorum, absence or number of Directors, but shall be entitled to all other privileges extended to a Member of the Board.

#### Section 2. RESPONSIBILITIES OF THE BOARD

DIRECTORS—Directors shall formulate the policies of the Society. The Directors shall be responsible for the general management and control the Society and its property, subject to these Bylaws and the laws of the State of California. The Directors shall actively participate in developing funds to operate the Society.

PRESIDENT—The President shall, subject to the policies approved by the Board, supervise the business of the Society. The President shall act as Chairman of the Board and permitted to vote in case of a tie vote. The President shall have the authority to execute all contracts approved by the Board. The President or a designee shall be the spokesperson for the Society when communicating with the media, local government, or other agencies.

VICE PRESIDENT—In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of the President. The Vice President shall assist the President and shall perform such duties as may be from time to time agreed upon by the Board.

SECRETARY—The secretary shall ensure that accurate minutes are kept, at the principal office of the Society, of all meetings of the Board and meetings of the general membership. The Secretary shall also attend to the correspondence of the organization.

TREASURER—The Treasurer shall ensure that accurate accounts of the properties and business transactions of the Society are kept. The books of account shall at all times be open to inspection by any member of the Board. The Treasurer shall prepare the annual budget and prepare and file all required government tax returns and reports. The Treasurer shall collect dues and keep records of the membership.

### Section 3. TERMS

**DIRECTORS**—Directors shall serve for a term of three (3) years, a maximum of two consecutive terms. Terms will be staggered so that two Directors will have three (3) years remaining, two Directors will have two (2) years remaining, and three Directors will have one (1) year remaining.

**OFFICERS**—Officers shall serve a term of one (1) year.

**Section 4. NOMINATIONS**—The President, with the approval of the Board, shall appoint a Nominating Committee of at least three (3) members before or during the month of October. The Nominating Committee shall nominate at least one (1) candidate for each vacancy to be filed. Each nominee shall be or upon nomination, become members of the society. The Nominating Committee shall make its report to the Board at or prior to the October Board meeting. Other candidates may be nominated by Society members, with consent of the person nominated, by submitting the name of the nominee to the Board at or prior to the November Board meeting or at the end of the year election.

**Section 5. ELECTIONS**—The Officers and the Directors shall be elected from among the membership of the Society and the annual election held during the final meeting of the year.

**Section 6. RESIGNATIONS**—Any resignation shall be effective upon receipt of written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective.

**Section 7. REMOVALS**—Any Director or Officer may be removed by a majority vote of the entire Board, at any regular or special meeting of the Board. Reasons for removal may include nonattendance of three (3) consecutive Board meetings and/or nonpayment of dues.

**Section 8. REPLACEMENTS**—If a Director or Officer's position becomes vacant, the Board shall appoint a successor from among the members of the Society. Each Director or Officer so appointed shall serve until the next annual election. At that time, the Board will make the decision as to whether that individual will fill the remainder of the unexpired term.

## ARTICLE VI—MEETINGS OF THE BOARD

**Section 1. REGULAR MEETINGS**—All regular meetings of the Board shall be held on the Thursday evening before the last Wednesday of each month at the Historical Society Museum, 498 Fifth Street, Hollister, CA 95023, unless otherwise noted.

**Section 2. SPECIAL MEETINGS**—Any three (3) members of the Board may call Special meeting of the Board for any purpose.

**Section 3. QUORUM**—A majority of the Board shall be necessary to constitute a quorum for the transaction of business.

**Section 4. RULES OF ORDER**—Meetings of the Board shall be conducted in accordance with *Robert's Rules of Order*, current revision.

ARTICLE VII—COMMITTEES

Committees may be formed (a Board member is required on each Committee), or dissolved, as needed to implement the policies and directives of the Board. No committee may take action on matters that require approval by the Board. Committee expenditures shall not be incurred which are not approved in advance by the Board.

ARTICLE VII—AMENDMENTS

These Bylaws may be amended by a majority vote of members present at any regular meeting or special meeting called for the purpose, provided the amendment has been previously passed by a two-thirds vote of the board and that the text of the amendment is submitted to the members at least thirty (30) days prior to the meeting.

CERTIFICATE OF SECRETARY

I certify that I am the Secretary of the San Benito County Historical Society, a California nonprofit public benefit corporation; that these amended Bylaws, consisting of 4 pages, are the Bylaws of this corporation as amended by the Board of Directors on May x, 2011; and that these Bylaws have not been amended or modified since that date.

Executed on September 22, 2011, California.

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Secretary of the Corporation