

WEST SACRAMENTO HISTORICAL SOCIETY

BYLAWS

Article I: NAME

The name of this organization shall be the West Sacramento Historical Society (WSHS).

Article II: PURPOSE

The West Sacramento Historical Society (WSHS) is a non-profit, member-supported organization dedicated to preserving, protecting, and promoting the history of West Sacramento and East Yolo county.

Article III: MEMBERSHIP

The membership structure of this organization shall be open to all individuals and/or organizations without discrimination and to those who are interested in the purpose and philosophy under Article II. Each individual and/or organization shall be entitled to one vote or proxy ballot during the annual election of officers.

Article IV: MEMBERSHIP AND EXECUTIVE BOARD MEETINGS

Section 1. Membership meetings. The annual membership meeting shall be held between January 1 and January 31 of every year. The numbers, dates, and times of regular and special membership meetings shall be determined by the President with the consent of the Executive Board. The President may call special membership meetings as may be deemed appropriate.

Section 2. Executive Board meetings. An annual Executive Board meeting shall be held immediately prior to the annual membership meeting for purposes of developing a slate of offices to be presented at the annual membership meeting, and such other business as the Executive Board deems appropriate. Other Executive Board meetings may be set at the Executive Board=s discretion throughout the year.

Article V: MEETING QUORUM

Section 1. A quorum for all membership meetings shall consist of 50 percent (50%) plus one (1) of the total amount of the general membership.

Section 2. A quorum for all Executive Board meetings shall consist of 50 percent (50%) plus one (1) of the total amount of the Executive Board. No Executive Board meeting shall be conducted without a quorum or unless members that are not present have first been notified either through electronic mailing and/or by telephone and issues have been discussed or a vote is requested. Notwithstanding the foregoing, the

transactions of any meeting of the Executive Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Executive Board member not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Article VI: DUES

Annual dues are payable by each annual anniversary of the particular member=s membership in WSHS, and dues will be delinquent if not received by the Treasurer and/or Membership Chair on or before such date. All voting privileges will be suspended and revoked until the dues are paid in full.

Article VII: CALENDAR YEAR

This organization shall be on a calendar year basis, that begins January 1 and ends December 31.

Article VIII: EXECUTIVE BOARD, OFFICERS AND COMMITTEE CHAIRS

Section 1: Executive Board. There shall be a total of nine persons on the Executive Board including the President, First Vice President, Second Vice President, Secretary, Treasurer, the immediate past President, the Museum Committee Chair and the Historical Society Committee Chair. The balance of the Executive Board shall be from members at large of the organization appointed by the President with the consent of the Executive Board at any Executive Board meeting. No person shall have more than one vote on the Executive Board. All Executive Board members shall be members of this organization.

Section 2: Officers. The elected officers of this organization shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer. All Officers shall be members of this organization. Officers shall serve staggered two year terms. No officer shall serve more that two consecutive terms in the same office unless there are no additional candidates and the incumbent receives the consent of the general membership.

Section 3: Election of Officers. The officers of the Executive Board shall be elected at the annual membership meeting.

Section 4: Officer Vacancies. The President, with the consent of the Executive Board, shall appoint vacancies of any elected or appointed officer position. The appointee=s term shall be the remaining term of the officer whose departure created the vacancy.

Section 5: Term for Members at Large of Executive Board. Members at large appointed to the Executive Board shall serve with staggered two-year terms, and shall serve no more than one term.

Section 6. Resignation of Officers and Other Executive Board Members. Any officer or other Executive Board member may resign at any time by giving written notice to the Executive Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which any resigning officer is a party.

Section 7: Committees.

a. Standing Committees. The standing committees this organization shall be the Museum Committee and the Historical Society Committee. All chairs shall be appointed by the Executive Board:

b. Standing Subcommittees of the Historical Society. The standing subcommittees of the Historical Society Committee shall be as follows. All subcommittee chairs shall be appointed by the relevant Standing Committee Chairs subject to Executive Board approval:

- Program and Field Trip
- Membership
- Financial and Fundraising
- Community History and Outreach
- Newsletter Editor/Publicity
- Website
- Consortium Representative

c. The Chairs of the subcommittees shall report to the chair of the Historical Society Committee, who will in turn report to the Executive Board.

Section 8. Other Committees. Other standing or ad hoc committees may be established by the Executive Board at any time and the standing committees may have such other subcommittees as may from time to time be established on the approval of the Executive Board.

Section 9. Membership Required to Serve on Committees or Subcommittees. All committee and subcommittee members shall also be members of this organization throughout the term of their membership on the committees or subcommittees..

Article IX: DUTIES OF THE OFFICERS

The duties and responsibilities of the Officers shall be as outlined under this section.
The duties and responsibilities for each are:

Section 1. President:

An elected officer with one vote
Member of the Executive Board
Calls special meetings as may be deemed necessary
Appoints chairs of all Standing Committees with consent of the Executive Board
Conducts and presides over general membership and Executive Board meetings,
Signs all legal documents
Primary spokesperson for this organization

Section 2. First Vice President:

An elected officer with one vote
Member of the Executive Board
Shall assume all duties of the President in his/her absence
Assists the President in his or hers duties when necessary
Responsible for overseeing the Museum Committee

Section 3. Second Vice President:

An elected officer with one vote
Member of the Executive Board
Shall assume all duties of the First Vice President in his/her absence
Assists the First Vice President in his or hers duties when necessary
Responsible for overseeing the Historical Society Committee

Section 4. Treasurer:

An elected officer with one vote
Member of the Executive Board
Custodian of all accounts and financial records
Reports all financial activities to the Executive Board at each Executive Board meeting
Signs all checks jointly with one other designated Officer(s) unless the amount of check is less than \$250, unless it is an approved monthly expense.
Any expenditure over \$500 requires approval from the Executive Board
Responsible for updating the liability insurance as approved by the Executive Board as specified in Article XII of these Bylaws

Section 3. Secretary:

An elected officer with one vote
Member of the Executive Board
Records minutes of all member and Executive Board meetings
Keeps signed and approved minutes in a binder in date order for reference
Responsible for all written correspondences originated from the Executive Board
Submits meeting notices for scheduled general meetings to the local media.

Article X: DUTIES OF COMMITTEE CHAIRS AND SUBCOMMITTEES

The duties and responsibilities of the appointed Committee Chairs and the various standing and subcommittees shall be outlined under this section.

Section 1. Museum Committee:

An appointed member of the Executive Board with one vote
Oversees the subcommittees established under this committee
Oversees the operation of the West Sacramento Historical Society Museum and Visitors Center, including all exhibits and events and publicity
Provides updated report to the Newsletter Editor for the newsletter
This member shall be referred to as the ADirector@ of the museum.

Section 2. Museum Subcommittees.

Financial and Fundraising Subcommittee:

Works closely with the Executive Board in projecting a yearly budget and expenditures list for the museum
Works with the Treasurer in determining the investment and savings availability to the Society
Provides an updated report to the Executive Board and Newsletter Editor, and
Pursues funding sources through grant writing and develops fundraising events.

Program Development Subcommittee:

Develops the programming for the museum
Works with the Historical Society Community History and Outreach

and Program and Field Trip subcommittees on program development

Docent Training/Scheduling Subcommittee:

Develops and implements docent training programs
Schedules docent volunteers for museum

Section 3. Historical Society Committee.

An appointed member of the Executive Board with one vote
Oversees the subcommittees established under this committee
Provides updated report from all subcommittees to the Newsletter Editor for the newsletter
This member shall be referred to as the ADirector of the Historical Society Committee@

Section 4. Historical Society Subcommittees.

Program and Field Trip Subcommittee:

Co-ordinates programs for general meetings and/or field trips of historical interest
Obtains special speakers, videos, or history participants, to be featured at general meetings
Works with the President and First Vice-President, publish programs and events in local newspapers, co-ordinates with the Yolo County Historical Society in the annual joint meeting, and provides WSHS newsletter editor updated material
Provides program update report to the Executive Board and Newsletter Editor/Publicity
Develops a calendar for events and field trips.

Membership Subcommittee:

Works with and reports to the Treasurer by keeping an accurate and updated membership roster
Works with the Newsletter Editor and provides accurate mailing labels
Works with Museum Committee to develop membership incentives
Ensures members have membership cards
Provides Membership update report to the Executive Board and Newsletter Editor
Maintains membership forms and provides an inventory list for such documents.

Financial and Fundraising Subcommittee:

Works closely with the Executive Board in projecting a yearly budget and expenditures list

Works with the Treasurer in determining the investment and savings availability to the Society (outside of museum operations)

Provides an updated report to the Executive Board and Newsletter Editor

Pursues funding sources through grant writing and develops fundraising events.

Community History and Outreach Subcommittee:

Along with the consent of the President and First Vice-President, the chair of this subcommittee is responsible for coordinating, managing, and appointing the positions of Archivist/Librarian, Special Exhibitions, WSHS Historian, Preservationist, Oral History, and Community Projects Committees.

When applicable, provides the Website Committee historical documentation to be posted on the web site

Provides an update report from all committees to the Executive Board.

Committees under the Community History and Outreach Chair

Archivist/Librarian:

Organizes and develops both a short and long range conservation plans for all historical documents, photographs, and artifacts

Responsible for the processing, accessioning, and the conservation of the WSHS collection

Provides Community History and Outreach chair with update report

Provides report to the Newsletter Editor for newsletter

Special Exhibitions:

Responsible for developing and transporting the temporary historical and photographic displays

Develops a schedule plan and theme for new displays that reflect the history of West Sacramento and East Yolo County

WSHS Historian:

Keeps all records of the West Sacramento Historical Society

Organizes all records according to calendar year

Provides report to the Newsletter Editor for newsletter

Maintains historical records of East Yolo and West

Sacramento

Oral History:

Develops Oral History Program and documents local history recording of community members
Provides report to the Newsletter Editor for newsletter

Community Projects:

Keeps updated information and attends city sponsored and community meeting relating to developer projects that may affect the historical preservation of sites and properties of historical significance
Provides report to the Newsletter Editor for newsletter

Fire truck Committee:

Maintains and keeps the WSHS fire trucks in safe and operational condition.
Ensures the maintenance schedules for the fire trucks.
Represents WSHS in parades and special events.

Newsletter Editor/Publicity Subcommittee

Works with President to publish information in local newspapers or press releases
Responsible to collecting Officers, Chairs, and Committee information for the newsletter
Works with Website Committee to publish scheduled newsletters

Website Subcommittee

Works with Museum and Historical Society Chairs to create and maintain the WSHS webpage
Works with Newsletter Editor and posts the newsletters issues for members

Consortium Representative

Represents WSHS at the Sacramento Historical Society Consortium and reports to and from such consortium to WSHS.

Article XI. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent

of this corporation 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 corporation, 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.

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 shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Article XII. INSURANCE FOR CORPORATE AGENTS

The Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Article XIII: AMENDMENTS TO BYLAWS.

Any proposed changes to these Bylaws shall be presented for review in writing to a Executive Board meeting for approval. Amendments to the Bylaws approved by the Executive Board shall be submitted to the membership either at the annual membership meeting or any membership meeting called by the President. Amendments to the Bylaw may be approved by the membership by a two-thirds (2/3) vote of the active members present and voting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of West Sacramento Historical Society, Inc., a California nonprofit public benefit corporation; that these bylaws, consisting of 9 pages, are the bylaws of this corporation as adopted by a 2/3 vote of the general membership present and voting at a regular meeting held on May 17, 2005; and that these bylaws have not been amended or modified since that date.

Executed on _____, 2005, at West Sacramento, California.

Secretary