

SANTA CLARITA VALLEY HISTORICAL SOCIETY

BY-LAWS

ARTICLE I - NAME AND PURPOSES

Section 1. Name

The name of the corporation, incorporated under the laws of California, December 12, 1975, incorporation file number 759822 shall be:

SANTA CLARITA VALLEY HISTORICAL SOCIETY

Section 2. Purposes

The purposes of the Society are to stimulate public interest in the history of the Santa Clarita Valley and surrounding areas, to collect and preserve the facts and artifacts pertinent thereto, and to engage in other activities related to that history, or as otherwise set forth in the Articles.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The Board acts to govern the Society on behalf of the general membership. The Board is responsible for establishing policies necessary to achieve the purposes of the Society. Among its specific duties are:

- A. Establish policies for the management of the Society.
- B. Approve the nomination by the President of committee functions and chair.
- C. Review and act upon the recommendations of the Executive and other committees.
- D. Be responsible for the collection, custody and expenditure of funds.
- E. Provide prudent cash reserve.
- F. Provide for an annual review and/or audit of the Society's books.
- G. Elect directors to fill vacancies on the Board between regular elections.

(2)

- H. Provide all members with an annual report and financial statement.
- I. Implement these by-laws with standing orders as appropriate, to be duly recorded as they are approved.

Section 2. Number of Directors

The Board of Directors shall consist of 20 elected members, all of whom shall be members of the Society. The immediate past president shall serve ex-officio as a member of the board. If that person is not otherwise a director, the board will be increased to 21 members.

Section 3. Term of Directors

- A. The term of each Director shall be two years, beginning at the time of the annual general membership meeting, at which time ten will be elected each year.
- B. The immediate past president shall be ex-officio a member of the Board for one year following his/her term.
- C. Each director shall be limited to three consecutive two-year terms. Following such six years of service, a former director will be eligible again for election after a year's leave of absence, except for the immediate past president who may serve a seventh (7th) year as ex-officio member of the board before taking one year's leave of absence.

Section 4. Nomination and Election of Directors

- A. The Nominating Committee shall prepare a slate of names equal to the number of vacancies on the Board, and will present the slate at the November meeting. At that time other nominations may be made from the floor, or received in writing, with each nomination from the floor or in writing signed by five sponsors. The nomination must include a biographical sketch, and the written permission of the nominee.
- B. The members will be notified of the names in nomination not later than 30 days prior to the annual membership meeting.
- C. If, at the annual meeting, the number of candidates equals the number of vacancies to be filled, they shall be elected by resolution of the members present. If there are more candidates than vacancies, election will be by secret ballot.
- D. There will be no cumulative or proxy voting; those candidates receiving the largest number of votes will be declared elected.

(3)

- E. If vacancies occur during the year, the president shall consult with the Nominating Committee for recommendations and such vacancies on the board will be filled by a majority vote of those board members present at a board meeting. A director so elected shall fill the unexpired term of his predecessor.

Section 5. Termination of Office of Directors

A director who fails to attend three consecutive regular meetings of the board without good and sufficient cause shall be removed from the board. After three such absences, the executive committee shall examine the reason for the absences, and if it can find no good cause, the board of directors shall declare the position vacant, and notify the person.

Section 6. Meetings of the Board

- A. At least nine regular meetings of the board shall be held each year. The board will decide on a suitable day and time, and the secretary, or someone designated by the secretary, will notify each board member of the time and place.
- B. Special meetings may be called by the president, the executive committee, or two members of the board. Notice of the time, place and purpose of each special meeting shall be given to each director at least 4 days in advance by first class mail, or three days in advance if delivered personally or by telephone, telegraph or fax. No business shall be transacted at any special meeting except that for which the meeting has been called.
- C. A quorum for conducting business is eleven members.

ARTICLE III - OFFICERS

Section 1. List of Officers

The officers of the Society shall be a president, one or more vice presidents, a secretary, one or more corresponding secretaries, and a treasurer. All officers shall be elected from the elected members of the board of directors, will serve as an officer for a term of one (1) year, and may be re-elected.

Section 2. Election of Officers

All officers shall be elected by the members of the board annually at the first board meeting following the annual membership meeting. They will be elected by a vote of the majority of directors present. The newly elected officers will assume the responsibilities of their office at the close of the meeting at which they are elected.

Section 3. Filling Vacancies

Vacancies in officer positions may be filled at any meeting of the board.

Section 4. Duties of the Officers

- A. President: The President shall be the chief administrative officer of the Society and shall preside at all meetings of the Society and board of directors; shall be responsible for seeing that the lines of direction given by the Society and the actions of the board are carried into effect and for reporting to the membership and the board on the conduct and management of the affairs of the Society; shall be ex-officio a member of all committees established by the board, except the nominating committee; and shall have such powers and perform such other duties as may be assigned by the board of directors.
- B. Vice President: A vice president shall assume the duties of the president in the event of absence, incapacity, or resignation of the president. If the directors select more than one vice president, each shall be designated first, second, etc., and assume the presidency, when required, in that order.
- C. Secretary: The secretary shall be responsible for the records of the Society and shall be custodian of its corporate seal, shall keep the minutes of the Society and of the board of directors, shall be responsible for maintaining a list of members, and shall maintain the minutes book, which shall contain a history, as well as, current copies of the by-laws and standing orders, adding to them as they are enacted or revised by the board. The secretary may appoint assistants as required.
- D. Corresponding Secretary: A corresponding secretary shall attend to all correspondence and report on communications to the board; will perform the functions of the secretary in the absence of the secretary unless another person is designated by the directors, and may appoint assistants as needed.
- E. Treasurer: The Treasurer shall furnish, prepare, and keep a full set of books of accounts, showing every detail of the business and the Society's accounts, and all receipts and disbursements of every nature, the amount of cash on hand, and the amount of money owed by the Society or owing to it, oversee preparation of the annual budget, and such other information as may be required by the directors or by law, and responsible for filing required Federal, State, and County reports.

(5)

ARTICLE IV - OTHER ADMINISTRATIVE PERSONNEL

Section 1. Curator

The board of directors shall appoint a curator, who shall be responsible for the custody, storage, display and cataloging of the Society's historical papers, photographs, and artifacts. A volunteer curator may or may not be an elected member of the board of directors, but should be a member of the Society. If, in the judgment of the board, a paid curator is required, then the selection and salary of such curator shall be the responsibility of the board of directors.

Section 2. Executive Director

The board, at its discretion may recruit and hire an executive director at such time as the board feels it is necessary. The terms and conditions of employment and the assignment of duties shall be determined by the board. The executive director shall be directly responsible to the board of directors.

ARTICLE V - COMMITTEES

Section 1. Standing Committees

A. Standing committees shall be an executive committee and a nominating committee, and such other standing committees as the board shall determine.

1. Executive committee

The executive committee shall be composed of the elected officers of the board. This body shall engage in planning for the Society, make recommendations to the board and have power to act for the board in an emergency, being authorized to spend Society funds in an emergency that threatens life, limb or property, the consumation of business transactions planned by the board, and such other areas as may be delegated by the board. All actions taken by the executive committee must be reported at the next regular meeting of the board.

2. Nominating Committee

The nominating committee shall be composed of a chair nominated by the president and approved by the board, and four members elected at the April meeting of the general membership. Including the chair, no more than three (3) members of the committee may be current board members. None of the nominating committee members may be directors eligible for immediate re-election. The nominating committee shall prepare a slate of candidates for the board of directors as provided in Article II, Section 4. It should also be consulted from time to time by the president for recommendations for committee chair or other appointments. The committee shall keep a file of members available for such service.

(6)

Section 2. Other Committees

- A. The president in consultation with the board may designate such other committees as may be needed. The president shall nominate the chair of each committee for approval by the board. Committee chairs shall in turn appoint committee members.

ARTICLE VI - MEMBERS & DUES

Section 1. Membership

- A. Any person interested in the purposes of the Society who applies for membership and tenders the necessary dues shall thereby become a member.
- B. There is no limitation on the number of members in the Society.
- C. Memberships of various categories, such as regular, sustaining, junior, etc., may be established by the board of directors, who will also fix dues for each category.
- D. VOTING MEMBERSHIPS: Regular Members shall be defined as dues-paying members eighteen (18) years of age or older (Individual, Family, Sponsor, Patron, and Benefactor) and other membership classifications, designated by the Board of Directors, except Honorary.

Membership fees and privileges afforded to various memberships shall be determined by the Board of Directors. Each membership, whether individually or jointly held, shall be considered one (1) general member and entitled to one (1) vote.

- E. The board of directors shall have power to bestow honorary membership in the Society on such persons of prominence or note as may be suitable. Such members shall enjoy privileges and benefits as determined by the board of directors, except that they shall not vote or hold office.

Section 2. Dues

Annual dues, as fixed by the board of directors, are payable in advance for the calendar year. Dues paid on or after October 1 are credited to the following year; those paid before October 1 will expire with the current year. Members whose current dues are not paid by March 1 will be dropped from the rolls.

Section 3. Meetings

A. Annual Membership Meeting

An annual meeting of the regular members of this Society shall be held in the Santa Clarita Valley, County of Los Angeles, State of California, on the third Wednesday in January of each year.

(7)

No change of the time or place for an annual meeting of regular members of this Society shall be made within thirty (30) days prior to the date set for the annual meeting, except in case of emergency or act of God, in which case the meeting shall be held at the time on the nearest convenient Wednesday.

At each annual meeting ten board members, plus persons to fill such other existing vacancies, shall be elected to the board of directors, and such other business shall be transacted as seems desirable.

Providing notice has been duly given, a quorum for the purpose of conducting business at the annual meeting shall consist of those members present and voting.

B. Other Regular Meetings

There may be monthly meetings of all members of this Society, regular or otherwise, at which any action may be taken as members or directors desire, except, however, no election of directors of this Society shall occur at such meetings.

C. Special Meetings

Special meetings of the voting members of this Society may be called for any lawful purpose by the president, the board, or 10 regular members, and may be held at such reasonable time and place as the board of directors may determine.

D. Notice of Meetings

Notice of regular meetings of this Society will be given in the Newsletter or other mailing to all members. Notice of annual or special meetings shall given to each regular member not less than thirty (30) days prior to the date of the holding of such meeting, whether annual or special.

E. Liability of Members

No member of this Society shall be personally or otherwise liable for any of the debts, liabilities, and/or obligations of this Society.

ARTICLE VII - FINANCE

Section 1. Fiscal Year

The fiscal year of this Society shall be July 1, to June 30.

Section 2. Checks, Drafts, Notes

The president, the treasurer, and two other officers shall be designated signatories for checks, drafts, or other orders for payment. Any such check or document must bear the signature of two such officers, one of which must be the president or treasurer. If, for any reason neither of the latter is able to sign, then the Board by resolution may designate another officer or officers as signatories.

(8)

Section 3. Budget

The annual budget of estimated income and expenditures shall be presented to the board of directors for approval at the June board meeting. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the board of directors.

Section 4. Donations

The Society may accept gifts, legacies, donations and/or contributions, and in any amount and any form, from time to time, upon such terms and conditions as may be decided by the board of directors.

Section 5. Endowments

This corporation may establish an Endowment Fund for accepting gifts in any amount of cash or check, or any form of property by gift or by bequest. Property may be converted to cash or check, or any form of property by gift or by bequest. Cash gifts in any amount may be made directly to the fund. Cash may be pledged in the amount of \$500 or more, but the pledge must be met within a 24-month period in order to be recognized for the Fund. All monies given to the Fund, including life memberships and memorial gift shall remain in Trust or the equivalent. Only the earnings from the Fund shall be used for purposes as determined by the board.

Section 6. Depositories & Investments

The Society shall deposit and/or invest the funds of the Society in accordance with the direction of the board of directors. All funds invested must be deposited in accounts insured by the U.S. Government.

Section 7. Financial Reports

A summary report of the financial operation of the Society shall be made at least annually to the membership.

Section 8. Indemnification

The board of directors, in its sole discretion, may determine whether or not to indemnify any officer, employee, director, or member of the Society against all or any part of expenses, judgements, decrees, fines, penalties or all or any part of amounts paid in settlement in connection with defense or any pending or threatened action suit, or proceeding, criminal or civil, to which any of the above named individuals is or may be made party of by reason of being or having been such officer, employee, director or member. The extent and amount of indemnification shall be in the sole discretion of the board.

(9)

Section 9. Dissolution

The properties and assets of the Society are irrevocably dedicated to charitable purposes. In the event of dissolution of the Society, assets remaining after the discharge of all liabilities shall be put in trust for the benefit of a non-profit organization as directed by the board of directors.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal

The corporate seal of the Society shall be in such form as the Board of Directors shall determine and shall contain the name of the Society, the date and state of its creation and such other matters as the Board of Directors may determine. Said Seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced, or otherwise.

Section 2. Principal Office

The principal office shall be established and maintained in the Santa Clarita Valley, County of Los Angeles, State of California.

Section 3. Other offices

Other offices of the Society may be established at such places as the Board of Directors may, from time to time, designate or the business of the Society may require.

Section 4. Notice and Waiver of Notice

Whenever any notice of meeting is required by these by-laws be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient by depositing the same in the U. S. Postal Service, postpaid, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these by-laws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice on any meetings except as otherwise provided by statute.

Section 5. Parliamentary Authority

"Robert's Rules of Order Newly Revised" shall be used as authority in the conduct of all meetings of the organization, except when in conflict with the specific provisions in these by-laws or standing orders.

(10)

ARTICLE IX - AMENDMENTS

These by-laws may be amended at any regular meeting of the Society by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting; or by a two-thirds vote of the directors at a regularly scheduled board meeting, provided that the proposed amendment(s) have been mailed to directors at least 15 days prior to the meeting or read at two (2) previous meetings.

RECORD OF AMENDMENTS

The by-laws of the Santa Clarita Valley Historical Society were originally approved in December, 1975, and amended effective January 1, 1981. The dates of any subsequent amendments were lost in the Piru Mansion fire in February, 1981.

These by-laws were revised by the board of directors on September 25, 1989.

This document reflects the most recent amendments, accepted by the board of directors on September 23, 1991.