

# La Mesa Historical Society Bylaws

[June 16, 2017]

## ARTICLE I Name and Purpose

### Section 1. Name of Organization

The name of The Corporation is the La Mesa Historical Society, Inc. (hereafter referred to as the Society.)

### Section 2. Purpose

The primary purpose of the La Mesa Historical Society, Inc. is to promote, collect and educate on and about the history of La Mesa and its area of historical influence, for the benefit of the community through the McKinney House Museum, Historical Archives and educational programs.

## ARTICLE II Members

### Section 1. Classes of Membership

The Society will offer classes of membership for individuals, families, students, and businesses and institutions. Voting rights, for non-Board business, and dues for each class will be established annually by the Vice President of Membership and approved by a majority vote of the Board of Directors.

### Section 2. Persons Associated with the Corporation

By resolution, the Board of Directors may create any advisory boards, councils, committees, honorary memberships or other bodies as it deems appropriate; provided, however, that such bodies shall not have authority to act for the Board.

## ARTICLE III Board of Directors

### Section 1. General Powers

All the business and affairs of the Society shall be managed and controlled by the Board of Directors.

### Section 2. Number.

The authorized number of Directors shall be not less than eleven (11) nor more than fifteen (15), the Board shall include the officers (President, Vice President, Membership Vice President, Secretary, Treasurer, Past President), the and regularly six directors-at-large. Additional directors-at-large, not to exceed the maximum Board membership, may be added as needed to fulfill the mission of the Society. All of whom shall be members in good standing with the Society.

### Section 3. Emeritus Board Members

The Directors shall have the option of appointing Emeritus Board members as needed to provide

continuity and institutional knowledge for the organization. Emeritus Board members shall be invited to participate in all Board meetings but will not have a vote in Board business—and do not count towards a quorum.

#### **Section 4. Duties**

It shall be the duty of the Board of Directors to have general charge and control of the affairs, funds and property of the Society. They shall:

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

Meet at such times and places as required by these Bylaws.

Register each Director's address with the Secretary of the Corporation.

#### **Section 5. Selection, Tenure and Term Limits**

Directors up for annual election shall be submitted by the Nominating Committee to the Board of Directors for approval, and are elected by a majority of the number of voting Members at the Annual Meeting and may serve up to three (3) two year terms. (6 years maximum).

After serving a full six (6) year period, a Director shall be ineligible to serve another term unless that Director is deemed necessary per the Nominating Committee process, and then can receive an additional one (1) year term by a majority vote of the Board. After waiting for one (1) year, a former Director may again be elected to serve as a Director for up to another three (3) two year terms. Non-officer directors shall be elected at the annual meeting of the Society, each for a term of two years, on a staggered term basis (minimum three (3), and maximum five (5) Directors to be nominated each year.

#### **Section 6. Director Resignation and Removal**

Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Society and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office by a majority vote of the membership. In addition, a Director may be removed from office by a majority vote of the Board if he or she fails to attend three consecutive meetings of the Board of Directors without being excused therefrom, or they may be removed by the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the Society would be served thereby to the business of the Society.

#### **Section 7. Director Vacancies**

Any vacancy occurring on the Board of Directors of the Society shall be filled by an appointment of the Board of Directors. The successor Director's first term of office shall be the remainder of his predecessor Director's term of office.

#### **Section 8. Compensation of Directors**

No Director shall receive any salary or other similar compensation for any services as a Director or Officer. The Board of Directors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

#### **Section 9. Inspection by Directors**

Each Director shall have the right at any reasonable time to inspect all books, records, and

documents of every kind and the physical properties of the Society for a purpose reasonably related to such person's interest as a Director, provided, however that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. The Director may send or be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this Section shall affect the right of the Board of Directors to conduct the business of the Society as set forth in these Bylaws.

## **.ARTICLE IV. Meetings**

### **Section 1. Place of Meeting.**

All meetings of the Board of Directors shall be held at the principal office of the Society or at such other place as may be designated for that purpose from time to time by the Board. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of any such communications equipment, pursuant to this Section constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another.

### **Section 2. Annual Meeting**

An annual meeting of the Society shall be held in spring of each year prior to the beginning of the new Fiscal Year (July-June). Such meeting shall be held at the principal property of the Society (McKinney House) or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall be for the purpose of electing officers of the Corporation, filling vacancies on the Board of Directors caused by the expiration of terms of Directors, and for the transaction of such other business as may come before the meeting. The Board of Director approved Election Slate shall be sent to the General Membership at least 15 calendar days prior to the date of the Annual Meeting.

### **Section 3. Regular Meetings**

Regular meetings of the Board of Directors shall be held once monthly upon notice in accordance with Section 5 of this Article IV.

### **Section 4. Special Meetings**

Special meetings of the Society or Board of Directors may be called by, or at the direction of, the President or by no less than the affirmative vote of a majority of the voting Directors then in office, to be held on such date and at such time and place as shall be designated in the notice of meeting.

### **Section 5. Notice of Meetings**

Notice of the date, time and place of any meeting of the Board of Directors other than special meetings, shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each Director, the Director's facsimile number, or electronic mail address as shown in the records of the Society. Notice of Society membership meetings, such as the annual meeting, shall be sent to each current member not less than fifteen (15) days prior to the date of the meeting by the same methods outlined earlier in this section.

### **Section 6. Quorum**

A majority of the number of Directors then in office shall constitute a quorum of the Board of 12

Directors for the transaction of business, except to adjourn as provided in Section 9 of this Article. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors. For general society meetings, such as the annual meeting, five percent of the membership shall be necessary to provide quorum for actions to be taken.

### **Section 7. Voting**

Each Director shall have one vote at Board of Director meetings. There shall be no proxy voting permitted for the transaction of any of the business of the Corporation.

### **Section 8. Adjourned Meetings**

A quorum of the Directors may adjourn any Board meeting to meet again at a stated date, time and place; provided, however, that in the absence of a quorum, a majority of the Directors present at any Board meeting, either regular or special, may adjourn the meeting to reconvene at a stated date, time, place and business to be transacted at such meeting shall be given to any Directors who were not present at the time the meeting was adjourned. Such a meeting may also be adjourned until the time, date and place fixed for the next regular meeting of the Board of Directors.

### **Section 9. Minutes of Meetings and Conduct**

Regular minutes of the proceedings of the Board of Directors at all meetings shall be recorded by the Secretary and kept in a book provided for that purpose. The President shall preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Society or with the law. Copies of the minutes of meetings shall be mailed by hardcopy or electronically to all directors.

## **ARTICLE V**

### **Indemnification of Directors, Officers, and Other Agents**

#### **Section 1. Right of Indemnity**

To the fullest extent permitted by law, the Society shall indemnify its Directors, Operating Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in Section 5238(a), and including an action by or on behalf of the Society, by reason of the fact that the person is or was a person described in Section [Article III?]

#### **Section 2. Approval of Indemnity**

Indemnification shall apply only if (i) the claim giving rise to immunity can also be made directly against the Society, (ii) the Society maintains a liability insurance policy that covers the claim, and (iii) the policy is found to cover the damages. On written request to the Board by any person seeking indemnification the Board shall promptly determine if indemnification applies and, if so, the Board shall authorize indemnification.

#### **Section 3. Insurance.**

The Society shall purchase and maintain insurance on behalf of its, Directors, Operating Officers

employees, and other agents, against any liability asserted against or incurred by any Director, Operating Officer, employee, or agent in such capacity or arising out of the Director's, Operating Officer's, employee's or agent's status as such

## **ARTICLE VI Officers**

### **Section 1. Officers**

The officers of this Society's Board of Directors shall be a President, a Vice President, a Membership Vice President, a Secretary, a Treasurer, and the Past President, all of whom shall be members in good standing of the Society.

### **Section 2. Board Officer Election and Term of Office**

The Nominating Committee presents the slate of prospective Officers for the coming fiscal year to the Board of Directors for approval at a regular Board meeting that allows for at least a 15 day notice of the Election Slate to the general Membership prior to the Annual Meeting. The Officers of the Board of Directors will be elected for a one (1) year term by a majority vote of the Society Membership at the Annual Meeting. Officer's terms begin at the commencement of the July Meeting that follows the annual meeting. During the Fiscal Year, vacancies may be filled at any meeting of the Board of Directors. Elected Board officers may serve up to four (4) successive one (1) year terms as an Officer as the Board of Directors deems

### **Section 3. Board of Directors Officer Removal and Resignation**

Any Officer of the Society's Board of Directors may be removed by the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the Society would be served thereby. Any Officer of the Board of Directors may resign at any time by giving written notice to the President or the Secretary of the Corporation and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

### **Section 4. Board of Directors Officer Vacancies**

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the predecessor Officer's term of office.

### **Section 5. Duties of the President**

The President shall, subject to the control of the Board of Directors, supervise and control the affairs of the Society and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Society, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. The President shall be considered an "ex-officio" member of all committees with the exception of the Nominating Committee.

### **Section 6. Duties of the Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

### **Section 7. Duties of the Membership Vice President**

The Membership Vice President shall manage all aspects of the Membership program and act as next in line should the President and Vice President be unable or unwilling to act.

### **Section 8. Duties of the Secretary**

The Secretary shall certify and keep at the principal office of the Society the original, or a copy, of these Bylaws as amended or otherwise altered to date, serve as recording secretary of all meetings of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the records.

Further, the Secretary shall keep at the principal office of the Society or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof. The Secretary will also perform all duties incident to the office of Secretary, such as writing Society correspondence and donor thank you notes, and such other duties as may be required by law, by the Articles of Incorporation of this Society, or by these Bylaws, or which may be assigned to the Secretary from time to time to the Secretary by the Board of Directors.

### **Section 9. Duties of the Treasurer**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Society, and deposit all such funds in the name of the Society in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer will also receive, and give receipt for or cause receipt to be given for, monies due and payable to the Society from any source whatsoever disburse, or cause to be disbursed the funds of the Society as may be directed by the Board of Directors, taking proper Vouchers for such disbursements, keep and maintain or cause to be kept and maintained adequate and correct accounts of the Society.

The Treasurer will render to the President and Directors, whenever requested, an account of any or all the Treasurer's transactions as Treasurer and of the financial condition of the Society, prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports and in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Society, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 10. Duties of the Past President**

The Past President will provide support to the President and other Board Members as needed to provide continuity and institutional knowledge for the organization. The Past President will be filled with the immediate Past President. If for any reason the immediate Past President resigns, or cannot serve, then the position will remain vacant.

## **ARTICLE VII Committees**

### **Section 1. Nominating Committee**

The Society shall at all times maintain a Nominating Committee chaired by the Vice President with at least two (2), but not more than four (4) other Directors as appointed by the Board. The duties of the Nominating committee are to:

Ensure that each Director's performance as a Board member is reviewed and evaluated according to stated goals and objectives prior to being elected, or re- elected, to a term of office.

Develop and implement strategies that insure the Board recruitment is performed in a manner that results in a succession plan that insures a properly diversified Board that achieves the Society's goals and provides strong continuity of effective Board leadership over time.

Develop an annual slate of officers for Board Approval to be submitted to the General Membership for election at the Annual Meeting each Spring as directed in Article VI, Section 2 of these By-Laws.

### **Section 2. Audit Committee**

The Society shall at all times maintain the authority to form an Audit Committee that conforms to the requirements of the California Nonprofit of Integrity Act of 2004. The Committee shall be comprised of two Board members appointed by the President and approved by the Board.

### **Section 3. Other Committees**

The President shall create such other committees to be affirmed by resolution of the Board of Directors as from time to time are needed to fulfill the Society's business. Such other committees may include persons who are not also Directors. These entities, however, will be given authority to organize events and programs under the authorization of the Board but shall not have the authority to act for the Board. Chairman of these entities shall be appointed by the President for a one (1) year term but shall be subject to review and removal by the Board.

## **ARTICLE VIII Contracts, Budget, Checks, Deposits, and Gifts**

### **Section 1. Contracts**

The Board of Directors may authorize any Officer or agent of the Society, in addition to the Board and Operating Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

### **Section 2. Budget**

A committee, which shall include the President and the Treasurer shall prepare an annual budget showing all amounts to be appropriated for the purposes of the Society and estimating all revenues for the upcoming fiscal year. The budget shall be presented for the approval and adoption by the Board of Directors not later than the first Board meeting each fiscal year.

**Section 3. Checks, Drafts, etc**

All checks, drafts, or other orders for payment of money, and all notes or other evidence of indebtedness issued in the name of the Society shall be signed by two such officer or officers, agent or agents of the Society and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

**Section 4. Deposits**

All funds of the Corporation shall be deposited at least monthly to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 5. Gifts**

The Board of Directors may, at their discretion, accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Society. Donations of Archival or Museum Collections shall be governed by the Board approved procedures for acceptance or de-accession of said property.

**ARTICLE IX  
Miscellaneous**

**Section 1. Audit**

There shall be an annual audit of the financial records of the Society conducted by a committee appointed by the President.

**Section 2. Fiscal Year**

The fiscal year of the Society shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

**Section 3. Rules**

The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the Society and the governance of its officers, agents, committees, and employees.

**ARTICLE X  
Amendment of Bylaws**

These Bylaws may be amended or repealed at the Annual Meeting or at any special meeting of the membership called solely for that purpose, by an affirmative vote of majority Members, provided that any proposed amendment has been submitted in writing to the Board of Directors at least thirty (30) days prior to any Membership meeting. Affirmed via vote of a quorum of the General Membership as quorum defined in Article IV, Section 6 of these By-Laws.

**SECRETARY'S CERTIFICATE**

THIS IS TO CERTIFY that the foregoing Bylaws of the LA MESA HISTORICAL SOCIETY were amended and restated by the Board of Directors and approved by the membership.

IN WITNESS WHEREOF , the undersigned has signed this 16th day of June 2017