

EL CERRITO HISTORICAL SOCIETY

BY-LAWS

WHEREAS, it is both desirable and appropriate that an organization be maintained to preserve and promote the history, traditions and historic places of El Cerrito, California,

BE IT RESOLVED, that such organization shall be known as the El Cerrito Historical Society, herein referred to as the “Society”.

I. Objectives

The objectives of the Society shall be the location, preservation, and dissemination of knowledge about the history of El Cerrito and preservation of its historic places, and more particularly:

1. To locate and collect any material which may help to establish or illustrate the history of the El Cerrito area, and to provide for the preservation of such material.
2. To provide for the accessibility of such material for examination and study; to support archeological investigations of Native American and pioneer sites in the locality, and to bring about the preservation of historical buildings, monuments, markers, artifacts, and sites.
3. To disseminate historical information and arouse interest in the past by publishing historical material, holding meetings with lectures, papers and discussions, through exhibits, by promoting classes in historical subjects and by identifying historic buildings and sites.

II. Membership

1. The Society shall be composed of active and honorary members. Active members shall include annual and life members.
2. To qualify as an active member, one shall be current on the payment of dues.
3. All active members may speak at board and membership meetings, be elected to, and retain any Society office, and serve on any committee.
4. A new member shall be enrolled upon request for membership and payment of the required dues.
5. The following shall be reasons for termination of membership:
 - a. resignation
 - b. failure to pay dues in a timely manner
 - c. conduct adversely reflecting upon the Society.

No member shall be terminated for conduct without the opportunity for a hearing before the board of directors. A two-thirds vote of the board is required for termination of membership upon finding that grounds for termination exist. The decision of the board is final.

6. The Board of Directors of the Society, in recognition of achievements or for services rendered, may grant honorary membership to any person. Honorary members shall not have the right to vote or hold office unless they are also active members.

III. Board of Directors

1. The affairs of the Society shall be managed by a Board of Directors (“Board”) composed of a minimum of four persons who are members in good standing at the time of their election. The Board may vote to change the number of directors at a properly noticed (one week in advance) meeting; changing the number of directors requires a 2/3 vote of all the directors present at the meeting.
2. The Board shall include the officers elected by the membership of the Society at the annual meeting, and one or more directors at large elected by the membership at the annual meeting.
3. The term of each Director is one year and until his or her successor has been elected.
4. The Board shall manage the affairs of the Society subject to such regulations as may be prescribed by the active members of the Society in regular meetings, by these By-Laws, and such state statutes as may apply.

IV. Officers

1. The officers of the Society shall be President, Vice President, Secretary, and Treasurer. All other Board members shall be directors at large.
2. In case of a mid-term vacancy in any office, that office shall be filled by a vote of the Board at its next meeting.
3. All officers and directors of the Society shall serve without pay or other remuneration for their services.
4. If an officer or director misses more than three consecutive board and/or membership meetings without a valid excuse, such officer or director may be deemed to have resigned from office.

V. Duties of Officers

1. The **President** shall preside at Society meetings and direct the conduct of business of the Society. He or she shall attend Society activities, and shall have the right of first refusal to be the Society’s representative at any community event.
2. The **Vice President** shall direct the conduct of the business of the Society in the President’s absence, and perform other duties assigned by the President.
3. The **Secretary** shall keep minutes of membership meetings and Board meetings. The **Secretary** shall handle the correspondence of the Society.
4. The **Treasurer** shall keep an accurate accounting of all funds, collect all funds and retain them in an insured bank account, pay all bills authorized in the budget or by the board, present periodic financial statements to the board, track membership, and prepare and file all required tax returns and other governmental forms.

VI. Nominations and Elections

1. A Nominating committee may be appointed in advance of the annual meeting, by the President or the Board.
The consent of the nominee shall be obtained before the name is placed in nomination.
2. The nominating committee shall report to the Society at the annual meeting in January. Additional nominations may be made from the floor.
3. The election shall be held at the annual meeting. In the event two or more candidates are nominated for the same office, the election shall be by secret ballot.

4. To be elected, officers and directors at large must receive a majority of the votes cast. If no individual receives a majority of the votes cast for any position then a runoff election will be immediately held between the two top vote-getters.
45. Newly elected officers shall take office effective immediately.

VII. Meetings

1. The Society holds board meetings regularly, usually monthly, and at least one membership meeting a year. Meetings of the Society shall be held in El Cerrito, while tours and programs may be at sites elsewhere. The Board shall establish dates, times and places of all membership and Board meetings.
2. The regular membership meeting in February shall be known as the Annual Meeting.
3. There is no quorum requirement at any membership meeting of the Society. The business of the Society shall be conducted by majority vote of the members in good standing in attendance. At board meetings, a quorum representing a majority of the board is required for action to be taken.
4. All Board meetings are open to all members and must be noticed at least 72 hours before the start of the meeting. In addition to the date, time, and place of the meeting, proper notice requires a list of the subjects to be discussed at the meeting.
5. Meetings of the Board may be held in person or by using technology such as Zoom. Board members must be present at a meeting to vote; no proxies are allowed.
6. Voting on agenda meetings outside of a meeting time by email is not allowed except in the following circumstance:
 - the item was on the agenda of the most recent Board meeting;
 - that Board meeting was properly noticed;
 - the item was thoroughly discussed at that Board meeting.-- and the item can be approved only if every Board member votes, and votes to approve.

VIII. Committees

1. The Society may have committees, appointed by the president, the membership, or the board, to assist the Society in carrying out its purposes as stated in these bylaws. Committees may be ad hoc or standing committees.
2. Each committee shall choose its chair.
3. Proposed plans of any standing or ad hoc committee for special or fundraising events, for taking positions on issues, or for projects which may consume Society assets, must be ratified by the membership or board.

IX. Dues

1. The fiscal year shall be February 1 through January 31 of the following year.
2. Annual dues will be set at the annual meeting. Dues are to be paid by March 1 of each year. A member admitted to membership after March 1 may pay prorated dues.

X. Parliamentary Authority

The rules contained in the current edition of Rosenberg's Rules of Order shall be the parliamentary authority for all matters not specifically set out in the Bylaws.

XI. Amendments

These Bylaws may be amended by a two-thirds vote at any business meeting of the Society, provided that the notice of proposed amendment is given to each member in good standing personally, in writing, by email, or by telephone at least one week prior to the meeting at which the action is to be taken.

XII. Dissolution

Upon dissolution or winding up of this Society, all assets remaining after payment, or provisions for payment, of all its debts and liabilities, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for purposes which most nearly carry out the purposes of this Society, in or as near as practicable to the City of El Cerrito, California.

Bylaws of the El Cerrito Historical Society first adopted by unanimous vote of the members on October 9, 1975, amended on September 14, 1978, and further amended March 8, 1979, July 18, 2010, April 21, 2021 and January 29, 2023.

Adopted _____ January 29, 2023 _____.

Dave Weinstein

Dave Weinstein, President

Dianne Brenner _____

Diane Brenner, Secretary