

# Bylaws Of The Russian River Historical Society

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## ARTICLE I – NAME AND PURPOSE

**Name:** The name of this Society shall be the Russian River Historical Society (the Society).

**Purpose:** The Society is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code.

1. The specific purpose of the Society is to protect, preserve and present the history of the Russian River area in Sonoma County by collecting, cataloging, exhibiting, and making available these materials related to the history of the area and its people.
2. To increase the public's understanding of the area's history and appreciation of the unique character and culture of the area.

## ARTICLE II – MEMBERSHIP

**Membership Classes:** Voting and non-voting.

1. Voting members shall include the seven categories of membership: Individual, Student/Senior, Family, Supporting, Patron, Guardian and Benefactor.
2. Non-Voting Members shall include: Libraries, Institutions, Officials, and Honorary members. Other classes of non-voting membership may be created at the discretion of the Board of Directors. (Board)

**Qualifications:** Membership in the Society is voluntary and shall be open to all persons with an interest in the history or culture of the Russian River area. Membership shall be granted upon payment of dues.

**Dues:**

1. The Board shall determine the categories of membership and dues.
2. Dues are payable annually, and shall become delinquent 30 days after the due date. Unpaid members will forfeit their membership rights and benefits.

**Rights and Responsibilities:** Members shall have the right to: vote on issues presented during the General Membership meeting; participate in board meetings; participate in Society sponsored events; volunteer for the Society; and receive the quarterly newsletter.

**General Membership Meeting:** An annual General Membership meeting will be held once a year at a time and place set by the Board. Notice will be given to the membership and members of the public at least ten days in advance. Board members will be voted on at the General Membership meeting.

**Voting:** Each member in good standing present at the General Membership meeting shall have one vote. A Family membership has two votes. Votes may be received by mail prior to the meeting. Newly elected Board members will be seated at the end of the meeting.

**Special Meetings:** Special meetings may be called by the Board of Directors or President, or upon written request of 5% of the members in good standing.

## **ARTICLE III – BOARD OF DIRECTORS**

**Number and Composition:** The Board shall consist of no fewer than 3 and no more than 11 Directors.

**General Powers:** The Directors are subject to the limitation stated in these bylaws, and by the Nonprofit Corporation Law of California. The affairs of the Society shall be managed by the Board, or if delegated, under the ultimate direction of the President.

### **Election and Term:**

Election and Term: Directors are elected by a vote of the membership for a term of two years. Directors may serve up to three consecutive terms for a total of 6 years. After one year off the board, members may run again.

Extensions for Critical Positions: The Board may extend a director's term beyond 6 years by a vote of 75% of board members if:

- a) The director serves as an officer (President, Vice President, Treasurer, or Secretary),
- b) No suitable replacement has been found, and
- c) The extension is necessary for organizational continuity.

Extensions are limited to one year at a time and may not exceed 3 additional years (9 years total service). After 9 years, the director must take the standard one-year break.

**Meetings:** The Board shall meet at least nine times per year. Notice of scheduled meetings will be given at least three days in advance. Announcements in the Newsletter and on our website constitute notice.

**Quorum:** A quorum consists of a majority of the Directors then in office.

**Vacancies:** Vacancies will be filled by appointment of the President and approval of a majority of the Board of Directors.

**Removal:** Directors may be removed by a majority vote of the Board for having missed three consecutive, unexcused absences, or for cause.

**Resignation of a Director:** Any Director may resign by giving written notice to the President or the Secretary of the Society. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except no Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

**Compensation:** Directors serve without compensation but may be reimbursed for reasonable expenses.

## **ARTICLE IV – OFFICERS**

### **Officers and Duties:**

#### **President:**

1. Is the executive officer and primary spokesperson for the Society. Presides over all meetings of the society, or delegates that responsibility to another officer.
2. Appoints Committee Chairs
3. Calls meetings of the Board of Directors as necessary, or delegates that responsibility to another officer.
4. Represents the Society at community events.

#### **Vice President**

1. Performs the duties of the President in the absence of the President.

#### **Secretary**

1. Keeps minutes and a full and accurate records of the proceedings of the society.
2. Provides copies to the records, the bylaws, and Conflict of Interest statements to all Directors.

#### **Treasurer**

1. Maintains a proper financial system to record all receipts and disbursements of the Society.
2. Deposits checks in the bank.
3. Pays all bills and issues receipts for funds received.
4. Prepares the annual budget with the Finance Committee.
5. Is responsible for preparing and submitting annual reports to the state/IRS according to their requirements.

**Election and Term:** Officers are elected annually by the Board.

**Compensation:** Directors serve as volunteers without financial compensation.

**Removal:** Any officer may be removed by the President or a majority vote of the Board of Directors.

**Vacancies:** A vacancy on the Board of Directors shall occur in the event of:

1. The death or resignation of any Director;
2. The removal of any Director, with or without cause, by a majority vote of the Board;
3. The increase in the authorized number of Directors; or

4. The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under Nonprofit Corporation Law, Chapter 2, Article 3.

5. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

**Filling Vacancies:** All vacancies on the Board shall be filled by a majority vote of the remaining Directors. Each Director so elected shall hold office until the expiration of the term of the replaced Director. Any Directorship to be filled by an increase in the number of Directors shall be filled by a vote of the membership.

## **ARTICLE V – COMMITTEES**

**Appointment:** All committee chairs and members are appointed by the President with input from the Board and Society members when offered.

**Reporting:** Each committee chair works with the Board and is responsible for submitting reports to the Board whenever there is activity that the Board should be aware of.

### **Committees**

1. The Society has the following committees:
  - a. Archive
  - b. Cazadero History Learning Center
  - c. Events
  - d. Finance
  - e. Membership
  - f. Newsletter
  - g. Nominating
  - h. Social Media
2. The Board may establish additional ad hoc and standing committees as warranted.
3. Ad hoc committees may be created to address special short-term needs, such as the Landmarks, Marketing, Volunteer, Vision Planning, Fundraising, Artist-in-Residence, and the Bylaws Review Committees.

## **ARTICLE VI – CONFLICT OF INTEREST**

The Society shall maintain a conflict-of-interest policy requiring Directors and Officers to disclose any potential conflicts and to recuse themselves from decisions where a conflict exists.

## **ARTICLE VII – FISCAL YEAR**

The fiscal year shall begin on the 1st day of January and end on the last day of December.

## **ARTICLE VIII – RECORDS AND REPORTS**

The Society shall keep correct and complete fiscal books and records of account, membership, and minutes of the proceedings of its Board and committees. The Board and members of the Society shall have access to these records.

## **ARTICLE IX – INDEMNIFICATION**

To the fullest extent permitted by law, the Society shall indemnify any Director, Officer, or volunteer for expenses and liabilities incurred in connection with their duties, except in cases of willful misconduct.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be amended by a majority vote of the Board or members present at any meeting, provided that written notice of the proposed amendment is given in writing at least ten days in advance. Voting may take place either in-person at a general membership meeting or via an online poll. A simple majority of those who cast votes is required for approval.

## **ARTICLE XI – DISSOLUTION**

Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the local government for a public purpose.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules adopted by the Society.

## **ARTICLE XIII – NON-DISCRIMINATION STATEMENT**

As in all matters and activities of the Society, no person shall be denied consideration for election to the Board or committee membership based upon sex or sexual orientation, age, religious or political persuasion, physical disability, race or ethnic background.

**CERTIFICATION**

These Bylaws were adopted by the Board of Directors of Russian River Historical Society on

\_\_\_\_\_ (date).

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RRHS Secretary