BYLAWS of
West Sacramento Historical Society
A non-profit 501 (c) (3)

JUNE 2014-
Approved Aug 9, 2014

ARTICLE I: Name
The name of this organization shall be the West Sacramento Historical Society, W.S.H.S., also known as West Sacramento City Historical Society, or hereafter called the Society. Its principal office is located in the city of West Sacramento.

ARTICLE II: Purpose
The Society is a non-profit (501) (c) (3) membership organization formed for the following purposes:

a. Promoting, understanding, and appreciation of all peoples and events related to the history of West Sacramento and East Yolo County.

b. Collecting, documenting, recording, managing, and preserving the history of West Sacramento and East Yolo County.

c. Educating, exhibiting, and interpreting the history of West Sacramento and East Yolo County through outreach projects or History Gallery programs.

ARTICLE III: Incorporation and Dissolution
1. The Society is duly incorporated organization with California Secretary of State.

2. In case of the dissolution of the Corporation, or in case it shall become impossible for the Corporation to fulfill its purposes, all records, materials, and property owned by the Corporation shall be divided accordingly. Fire apparatus and large artifact-type items to be returned back to the original owner and all written records, documents, and photos transferred by the Governing Board of Officers to the custody of Yolo County Archives, Woodland, California.

ARTICLE IV: Membership and Membership Meetings

Section 1. Membership
1. Any person interested in the history of West Sacramento and East Yolo County may be considered for membership in the Society.

2. Application for membership shall be in writing, dated and signed by the applicant, accompanied by one year’s dues, and recorded by the Society’s Treasurer or their Membership Committee.
3. Yearly dues shall be paid in full to be eligible to vote for any candidate for office.

4. Membership dues are based on the calendar year, beginning with January and ending in December. New memberships mid-way through the calendar also end in December.

5. A Quorum for all meetings shall consist of those members present at any duly announced meeting.

6. Voting Rights:
   a. Each individual membership is entitled to one [1] vote or proxy ballot during the annual election of officers.
   b. Each family membership will be entitled to two [2] votes or proxy ballot during the annual election of officers.
   c. Each business or corporation membership is entitled to one [1] vote or proxy ballot during the annual election of officers.
   d. Any member is eligible to run for office in the governing board of directors of the Society.

Section 2. Membership Meetings
   a. 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 Governing Board of Directors.
   b. The President may call special membership meetings as may be deemed appropriate.

ARTICLE V: Governing Officers and Board Members
1. The Governing Board of Officers shall include the Executive and Board Member positions. The governing board of officers shall consist of no less than seven (7) with a maximum of nine (9). They shall include:

1a. Executive Officers:

   a. The executive officers are the President, Vice President, Secretary, and Treasurer. Each will have one (1) vote.
   b. The executive officers shall serve two (2) year terms, but are eligible to serve an addition two-years or more if no other members are nominated to replace them during their term of office.
   c. The executive officers shall be voted into office at the annual January membership meeting.

1b. Board Members:

   The Board Members positions will be no less than three (3) and no more than five (5) to make up the final governing board of directors of nine (9) positions.

   The Board Member is a committee chair and shall be appointed as needed by any executive director with approval consent of the Executive Officer’s, they serve a one-year term, but are eligible to continue for another year if reappointed by the executive board. Any person who is an active paid member of the Society or regularly enrolled as a student in an accredited educational institution may also be considered to the board member position.

1c. Immediate Past President:

   The Immediate Past President is a member of the Governing Board of Directors and Board Members. As a member, they are supportive of the president and the president elect, and are an ambassador of the organization. The Immediate Past President shall assume the duties of President in the event of the absence,
incapacity, or resignation of both the President and Vice President. He/she shall perform other duties as may be assigned by the President.

2. **RULES OF ORDER:**
   Meetings of the Society shall be conducted in accordance with Robert’s Rules of Order, current revision.

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**ARTICLE VI: Duties of Board of Directors**

1. **The President:**
   The president shall preside over all meetings of the Society and its Board of Officers. The president, with the Secretary and Treasurer, sign all written contracts and obligations of the Society as authorized by the Board of Officers.

2. **The Vice President:**
   The Vice-President performs the duties of the President in his/her absence, and otherwise serves the Society at the President's discretion. At the direction of the president, the vice president serves as an ex-officio member of History Gallery and Society committees.

3. **The Secretary:**
   The Secretary’s duties consist of both a Correspondence and Recording. With the assistance of a Board Member correspondence duties may include mailing welcome notes to new members, answering correspondence and keeping and updating the master membership list, writes up, distributes, and files the minutes of all meetings of the Society and its Board of Officers. As directed by the president the Secretary may serve as an ex-officio member of a committee.

4. **The Treasurer:**
   The Treasurer has custody of all dues and monetary donations belonging to the Society. With the assistance of a board member, the Treasure prepares an annual budget of income and expenditures and provides completed financial reports for each Board of Officers meeting and summary reports for each general membership meeting. The Treasurer pays all bills of the Society as authorized by the Board of Officers. The Treasurer will relay paid membership information to the Secretary. As directed by the president the Treasurer serves as an ex-officio member of financial or fundraiser ad-hoc committees.

5. **Board Members:**
   Board Members may take lead and/or participate in, but not limited to, Ad-Hoc Board committees. These committees may include fundraising, grant writing, seek sponsorships, coordinate with collection management, assist managing membership lists, help with newsletters, budgeting, financial records, promote Yolo County through developing field trips, fire apparatus support, represent the Society as a non-voting liaison member to the Yolo County Historical Society, and the Sacramento Area Consortium.

   A Board Member may also take lead and/or participate in History Gallery programs such as helping to develop rotating exhibitions, perform weekly or monthly History Gallery maintenance/housekeeping chores, and ensures Community Center lobby publications rack is supplied with current membership forms, rack cards, and newsletters.

6. **Other Duties:**
   a. The officers shall perform such additional or different duties as may from time to time be prescribed by law or required by the board.
b. All officers and directors shall familiarize themselves with these bylaws and the articles of incorporation upon their election or appointment, and it shall be the duty of the secretary to distribute such copies to the individuals involved.

c. Procedural manuals for the collections and fire apparatus shall be the responsibility Historical Gallery and Society committee members.

d. All officers are eligible to represent the Society at the Sacramento Area Consortium of Historical Societies meetings.

ARTICLE VII: Advisory Board

The Advisory Board is composed of two or four members from the business community to serve the Society in public relations and provide expertise in business, financial, and/or fund raising. The Advisory Board member is the ambassador for the Society between community businesses and governments. The Advisory Board is a segment of the Executive Governing Board, but not subject to the same rules and regulations pertaining to meeting attendance of the Governing Board of Officers. The Advisory Board members may attend and interact with the governing officers, but they lack the right to vote.

The term for Advisory Board member is one-year, but may continue an additional year(s) if all officers and board members have a good working relationship. Any member of the Advisory Board has the opportunity to run for any Society executive positions becomes available.

ARTICLE VIII: Vacancies and Resignations

1. 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.

2. Resignation or Removal 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.

Any Executive Officer or Board Member may be removed from office if such member has been arrested, becomes a liability to the organization, there is unethical behavior, they are ineffective in their duties, they do not interact well with other board members, is a conflict of interest or profits gained from the Society, or sexual harassment.

ARTICLE IX: Board Meetings

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 has been discussed or a vote is requested. All votes, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE XI: Yearly Budgets

It is the responsibility of the governing board of directors to develop an annual or bi-annual operating budget by February of each calendar year.
ARTICLE XII: 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.

I certify that I am the Secretary of West Sacramento Historical Society, a California nonprofit public benefit corporation; that these Bylaws consisting of 5 pages, are the Bylaws of this corporation as amended by the Board of Officers, with consent of the Board of Directors present on Saturday, August 9, 2014; and that these bylaws have not been amended or modified since that date.

Executed on August 9, 2014, in West Sacramento, California.

Society Secretary  

First ByLaws submitted 1993/1994  
Last revision approved 2005