

**BYLAWS  
of the  
KERMAN HISTORICAL SOCIETY**

*as of April 6, 2015*

**ARTICLE 1 - Name and Purpose**

**Section 1** - The name of the organization is the Kerman Historical Society, and is located in Kerman, California. It is hereafter referred to as “the Society”.

**Section 2** - The purpose of the Society is to promote the preservation and dissemination of the history of the Kerman area. This goal will be achieved by:

- A. Collecting, housing, preserving, and studying historical traditions, records, photos, and artifacts relating to the history of the Kerman area.
- B. Promoting the recording, preservation and study of sites and objects of historical significance to the Kerman area.
- C. Maintaining historical collections, archives and memorabilia for research and education.
- D. Assisting local schools by furnishing teachers and pupils with educational guidance and information of an historical nature.
- E. Attempting to attain a finer public spirit and social order by encouraging a greater appreciation and knowledge of the history and traditions of the Kerman area.
- F. Working cooperatively and collaboratively with other public and private organizations in order to sponsor and promote programs and events of mutual interest.

**Section 3** - The address of the Society shall be the office of the Society’s President until a permanent address is acquired.

**ARTICLE 2 - Membership and Dues**

**Section 1** - General Membership

- A. Regular membership shall be open to individuals who are interested in the objectives of the Society, and shall confer the right to vote on all matters brought before the members at membership meetings.
- B. All other categories of membership, and their respective dues, shall be determined by

the Board of Directors.

C. Dues for General Membership shall be for a period of one year with a renewal date of January 1<sup>st</sup>. New members that joined between the preceding October 1<sup>st</sup> and December 31<sup>st</sup> period will not be subject to an assessment for dues until January 1<sup>st</sup> of the following year.

D. Membership shall cease if dues are not paid within two months of the renewal date. Former members may be reinstated by the Membership Committee upon payment of current dues.

F. A member wishing to resign shall notify the Board in writing, but shall not be entitled to any refund of dues.

**Section 2 - Honorary Lifetime Membership.** The Board of Directors, on rare occasion, may nominate an individual for Honorary Lifetime Membership who has contributed exceptional service to the Society. This special honor can be granted at a membership meeting by a simple majority vote of the General Membership. The title of Honorary Lifetime Member shall carry with it all of the privileges of regular membership without the assessment of annual dues.

### **ARTICLE 3 - Board of Directors, Officers and Duties**

**Section 1 - The Board of Directors** shall consist of nine members elected by the General Membership of the Society. Four of these members shall be officers while the remaining five are Directors-At-Large. The management of the Society's business and fiscal affairs shall be vested in the Board of Directors who shall have complete authority to act for the Society, only being limited in action by these Bylaws. The Board of Directors may hereafter be referred to as "the Board."

A. Term. Board Members will serve three year terms. Membership is staggered so that three positions on the Board will be up for election annually.

B. Election Process. Prospective Board Members will be nominated by the Nominating Committee, and elected by the General Membership at the Annual Membership Meeting. Nominees with the most votes are elected. The Directors will assume their positions at the next meeting of the Board.

C. Removal of a Board Member may be done by a two-thirds vote of the General Membership at any official meeting with a quorum of one-fifth of the General Membership.

D. Vacancies on the Board may be filled for the unexpired term by appointment of the Board of Directors. The position may be left vacant at the discretion of the Board.

E. Indemnification. Each past or present Board Member shall be indemnified by the Society against all reasonable expenses, penalties or settlements incurred in connection with any action, suit or proceeding related to their role as Board Member. The Society does not, however, indemnify a Board Member in the above situations if they are adjudged to have not acted in good faith with regards to the best interest of the Society.

F. Compensation. No member of the Board of Directors shall receive a salary or compensation, except for expenses incurred on behalf of the Society and approved by the Board.

**Section 2 - Officers**. After each annual election the Board of Directors will decide amongst themselves who will fill the offices of President, Vice President, Secretary, and Treasurer.

A. The President shall preside at all meetings and have executive authority over the activities of the Society, only being limited by these Bylaws or the guidance of the Board of Directors. The President shall report annually on the activities of the Society, and shall appoint the members of committees and delegates not otherwise provided for. The President shall also be a de facto member of all committees.

B. The Vice-President shall assume the duties of the President in the event of absence, incapacity, resignation, or removal of the President. The Vice-President shall also assist the President in the execution of the duties of that office.

C. The Secretary shall keep the minutes of meetings of the Society and of the Board of Directors, handle all general correspondence of the Society, maintain copies of all Society operational documents, maintain a list of members and their contact information, conduct the process of annual membership renewal with the advice and assistance of the Membership Committee, and render an annual report. At any transition of officers, the previous Secretary shall deliver all documents to the new Secretary in a timely manner.

D. The Treasurer shall be responsible for the financial affairs of the Society. The duties of this office shall be performed under the supervision of the Board and with the utmost fiduciary responsibility to the Society. These duties will include, but are not limited to the following:

1. Collecting all monies, dues, donations and other income received by the Society. These funds shall be kept at such banks, trust companies or brokerage firms as approved by the Board. All accounts shall be in the name of the Kerman Historical Society.

2. Paying all bills, expenses and other financial obligations of the Society. Payment of discretionary or non-budgeted expenses requires the approval of the President, or Vice-President if the President is not available, plus one other Board Member other than the Treasurer. All checks require signatures of two of the following Officers: the Treasurer, President, Vice-President or Secretary.

3. Maintaining a record of transactions and accounts; preparing and maintaining a budget approved by the Board; and making these records available to the Board upon request. At any transition of officers, the previous Treasurer shall deliver in a timely manner all receipts, vouchers, books, cancelled checks, bank statements, supplies and other pertinent records to the new Treasurer.
4. Filing returns and paying taxes with the approval of the Board and, if needed, the assistance of a Certified Public Accountant.
5. Render an annual, written report.

## **ARTICLE 4 - Committees**

### **Section 1 - Standing Committees**

- A. Membership Committee shall assist and advise the Secretary with processing new and renewal memberships according to Article 2 Section 1 of these Bylaws. All monies received from membership dues shall be promptly delivered to the Treasurer for further processing. The Committee shall also promote and conduct membership drives in order to acquire new members.
- B. Nominating Committee shall identify and nominate candidates for the Board of Directors for each annual election; identify and recommend candidates for appointment to both Standing and Ad Hoc Committee Chairmanships whenever needed.
- C. Publications & Publicity Committee shall promote the Society's purpose, programs and activities through both internal publications and external media; provide notification to the Society's members of regularly scheduled meetings, programs and activities; and manage the Society's Internet presence.
- D. Curation Committee shall plan and manage the care, storage, use and display of historical items, photos and records. They shall also maintain an accurate inventory of such items.
- E. Event and Fund Raising Committee shall develop, organize, and implement the Society's programs, events, and fundraising activities.

### **Section 2 - Ad Hoc Committees**

The President, with the advice and consent of the Board of Directors, may appoint such other committees as may be deemed appropriate, may confer upon such committees such powers and duties as are consistent with these Bylaws, and may appoint them for such terms as necessary.

**Section 3 - Committee Chairs** are appointed by the President with the advice and consent of the Board of Directors. Each chairperson shall be responsible for the appointment of members of

their committee from the General Membership.

## **ARTICLE 5 - Meetings and Quorum**

### **Section 1 - Meetings**

A. An Annual Meeting of the General Membership shall be held during the second quarter of the year with the specific date determined by the Board. The President, Secretary, and Treasurer shall deliver their annual reports to the General Membership and Board. Voting for new Members of the Board of Directors will be conducted, along with any other such business as deemed necessary.

B. Regular Meetings will be held on the first Monday of each month and are open to the General Membership. The Board will determine what business will be conducted during these meetings.

C. Special Meetings can be called for by any member of the Board and can be held at any time. All Board members shall be notified by the Secretary or the President at least three days before a special meeting. The Board shall determine if a Special Meeting is open to the General Membership or only to the Board.

### **Section 2 - Quorum**

A. General Membership A quorum at Regular and Special Meetings shall consist of those who attend the meeting. A quorum at the Annual Meeting shall consist of one-fifth of the General Membership. At any meeting a simple majority will be required to carry any motion unless otherwise specified in these Bylaws.

B. Board of Directors. For matters decided upon by the Board, one half of the current Board of Directors shall constitute a quorum with a simple majority required to carry any motion, unless otherwise specified in these Bylaws.

C. Proxy Vote. A Member may temporarily assign their voting privilege to another member for a specific meeting by notifying the Secretary in writing. This assignment shall count toward determining if a quorum exists for that specific meeting. The assignment will expire when the meeting is adjourned.

## **ARTICLE 6 - Parliamentary Authority (Rules of Order)**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases in which they are applicable and not inconsistent with these Bylaws and any special rules of order the Society may adopt.

**ARTICLE 7 - Partisanship**

The Society, in its activities and in its membership shall be nonpartisan and nonsectarian.

**ARTICLE 8 - Amendments**

These Bylaws may be amended. All proposed amendments to the Bylaws are approved by a two-thirds vote of the Board of Directors.

**ARTICLE 9 - Dissolution of the Society**

In the unlikely event of the dissolution of this Society, all funds, records and other assets of the Society shall be transferred to a non-profit organization as determined by the Board of Directors at that time. None of these funds, records or assets shall benefit any individual member or members of the Society.

**CERTIFICATION**

This is to certify that the foregoing is a true and correct copy of the Kerman Historical Society Bylaws, and that such Bylaws are duly adopted by the Society's Board of Directors on the date specified below.

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President of the Kerman Historical Society

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Date