

***Bylaws of the***  
***Santa Clara County Historical and Genealogical Society***  
Santa Clara City Library - 2635 Homestead Road - Santa Clara California 95051

ARTICLE I - NAME

A. The name of this society shall be:

SANTA CLARA COUNTY  
HISTORICAL AND GENEALOGICAL SOCIETY

B. The Society may register its name in the office of the Secretary of State of California.

ARTICLE II - PURPOSE

The specific purpose of the society shall be to promote the study of history and genealogy, to provide instruction in research techniques, and to encourage composition and publication of records.

ARTICLE III - LOCATION

The principal office of the Society shall be in the County of Santa Clara, State of California.

ARTICLE IV - NON-PROFIT CHARACTER

The Society shall be operated as a non-profit, educational corporation under the laws of the State of California; tax exempt status under Section 501 (c) (3) of the Internal Revenue Service; IRS Identification number [on file].

ARTICLE V - MEMBERSHIP AND DUES

Section 1. Membership in the Society shall be open to any person interested in promoting the purposes of the Society and is non-transferable.

Section 2. The amount of dues for the various classifications of membership shall be set by the Executive Board and approved by the membership.

Section 3. Each membership shall be annual unless the Executive Board grants an individual a lifetime or honorary membership.

Section 4. Each member driving for the Society shall maintain automobile liability insurance in force with a minimum of \$300,000 combined single limit for bodily injury liability and property damage combined. A copy of the policy shall be made available upon request by the Society.

## ARTICLE VI - NOMINATIONS AND ELECTIONS

### Section 1. Nomination Committee:

- A. Shall consist of at least three members.
- B. Shall consider candidates for the elective offices of the Society.
- C. Shall formally nominate the slate of candidates at the April General Membership meeting. At the April Membership meeting, further nominations may be made from the floor.

Section 2. Election shall be held at the May General Membership meeting.

Section 3. Installation of Officers shall be held at the June General Membership meeting.

Section 4. Terms shall be for one year, beginning on the first day of July and ending on the last day of June of the following year or until a successor is elected.

### Section 5. Removal of Elected Officers:

- A. Any elected officer may be removed from office by a fifty-one percent vote of the membership.
- B. Any elected officer who misses 3 consecutive Board meetings may be removed from office by a vote of the Board.

Section 6. Mid-term vacancies shall be filled through appointment by the Board of Directors with approval by the membership.

## ARTICLE VII - ELECTED OFFICERS

Section 1. Elected Officers shall be President, First Vice President, Second Vice President, Treasurer, Recording Secretary, and Librarian.

Section 2. Elected Officers must have been a member of the Society for at least one year prior to their nomination. The President must also have held an elected or appointed office, or have been a member of the Society for three years. The President may not serve concurrently as Secretary or Treasurer [State code section 5213(a)].

### Section 3. President:

- A. Shall be chief executive officer of the Society.
- B. Shall appoint committees and act as ex-officio member.
- C. Shall annually appoint an auditing committee.
- D. Votes only in case of a tie.

### Section 4. Vice Presidents:

- A. If the President is unable to perform the duties of the office for any reason, the Vice President next in rank shall occupy the position and perform the duties with the same authority as the President.
- B. Each Vice President shall, under the direction of the President, oversee the functioning of such committees of this Society as the President shall designate.

Section 5. Recording Secretary:

- A. Shall be responsible for important Society documents, minutes, newsletters, attendance sheets, treasurer's reports and all other records and property of the Society not entrusted to the custody of some other officer by these Bylaws.
- B. Shall record and keep the minutes of all General Membership and Board meetings.
- C. Shall submit minute books to Auditing Committee in July.

Section 6. Treasurer:

- A. Shall be responsible for money and financial records of the Society.
- B. Shall receive dues and all monies and issue receipts for same.
- C. Shall make a monthly and annual report for the finances of the Society.
- D. Shall make a permanent membership record for each person paying dues.
- E. Shall give new member information and change of address information to the person preparing the membership list and mailing labels.
- F. Shall submit books to Auditing Committee in July.
- G. Shall maintain a petty cash fund for Santa Clara City Library to pay Society postage-due fees.
- H. Shall maintain the signature card at the bank to include only the current Board members.

Section 7. Librarian:

- A. Shall be responsible for the Society's library collection.
- B. Shall keep a record of all publications acquired by the Society.
- C. Shall submit all materials that need cataloguing and processing to the Santa Clara Public Library.

## ARTICLE VIII - EXECUTIVE BOARD

- A. Shall include all elected officers of the Society.
- B. Shall conduct the business of the Society.
- C. Shall set policies and guidelines, and have final approval of purchases, expenditures and donations.
- D. Any action required or permitted to be taken by the Executive Board may be taken without a meeting, if all members of the Board shall consent in writing to such action [State code section 5211(b)].
- E. Details of Board decisions which take place outside of a meeting shall be recorded, and presented at the next regularly-scheduled Board meeting to be ratified and recorded in the minutes.

## ARTICLE IX - COMMITTEES AND SPECIAL PROJECTS COORDINATORS

- A. Shall be authorized by the Executive Board and appointed by the President.
- B. Shall serve the same term as the President appointing them; may serve more than one term, serving at the pleasure of the President.

## ARTICLE X - FINANCES

- A. Disbursements shall be made by check and signed by any two Board members.

## ARTICLE XI - MEETINGS

Section 1. General Membership Meetings:

A. Workshops, seminars, and meetings may be held at the discretion of the Board.

Section 2. Board Meetings:

A. Shall hold regularly scheduled Board Meetings that are open to any member of the Society.

Section 3. Quorum:

A. Shall be fifteen (15) members for a General Membership meeting.

B. Shall be a majority of the persons currently holding elected office for a Board meeting.

## ARTICLE XII - AMENDMENTS

Shall amend Bylaws in accordance with the following procedure:

A. Suggested amendments may be proposed at any General Meeting or Board Meeting, by any member of the Society.

B. The Executive Board or a Bylaws Committee shall review the suggested amendment and report as to the effect of the suggested amendment; the Board or Committee may recommend for, against, or make no recommendation.

C. Proposed changes shall be published in full in the newsletter before being presented at a General Membership Meeting.

D. After being presented at a General Meeting, proposed changes shall be published in the newsletter again, with information as to where and when the vote will take place.

E. Proposed amendments shall be voted upon at the next General Membership meeting following the General Membership meeting at which they were presented.

F. A 2/3 majority vote of the members present shall be required for adoption.

## ARTICLE XIII - DISSOLUTION

In the event of the dissolution of this Society, its assets shall be transferred to a non-profit, tax-exempt organization to be chosen by the Executive Board and with the approval of the membership.

## ARTICLE XIV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern the Society in all matters not covered by these Bylaws.

## ARTICLE XV - EFFECTIVE DATE OF THESE BYLAWS

Bylaws effective: September 21, 1989

Modified Jan 1993; 18 July 1996; 17 Oct 2002.

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History:

1988: dues section, added Feb 1987, was removed. Announced in Jan 1988 newsletter

1989: multiple changes; combined descriptions of Vice President duties; removed lots of detail from officer descriptions; added board "may include a Past President"; removed detail of membership categories; added honorary membership; changed nominating committee from 7 to at least 3; clarified language regarding elections; allow removal of officer by vote. Proposed changes dated June 1989. Announced July general meeting. Announced Sept 1989 newsletter, to be voted on at Sept 1989 general membership meeting. Submitted to Secretary of State with effective date Sept 21 1989.

1993: added Art V Sect 4: Liability Insurance; added at the request of our insurance agent  
4 Jan 1993 proposed; Feb 1993 announced in newsletter

1996: added Volunteer Coordinator to the Elected Officers & Board  
11 Jun 1996 proposed at Board meeting; July 1996 announced in newsletter; 18 July 1996 approved by vote of membership.

2002: proposed & discussed at board mtgs Dec 2001 - Aug 2002; published in newsletter Sept 2002; presented to members Sept 19 2002 ;approved by members 25 to 0, Oct 17 2002.

Article I - Name and Insignia Remove the insignia from the Bylaws.

Article VI - Nominations & Elections Section 5. Removal of elected officers: Add "Any elected officer who misses 3 consecutive Board meetings may be removed from office by a vote of the Board."

Add "Section 6. Mid-term vacancies. Mid-term vacancies shall be filled through appointment by the Board of Directors with approval by the membership."

Article VII - Elected Officers

Remove Volunteer Coordinator from the elected officers listed in Section 1, and remove Section 8.

Section 2. Elected officer qualifications: add "the President may not serve concurrently as Secretary or Treasurer [State code section 5213(a)]".

Section 3. President: add "Votes only in case of a tie vote".

Section 4. Vice Presidents - change pronoun in job description from "his" to "the office", "the position", and "the duties".

Section 6. Treasurer - add to duties: "Shall maintain the signature card at the bank to include only the current Board members."

Article VIII - Executive Board

First section - Remove "...and may include a Past President"

Last section (board decision without a meeting) - Add "in writing" and [State Code Section 5211(b)].

Add to the last section: "Details of Board decisions which take place outside of a meeting shall be recorded and presented at the next regularly-scheduled meeting to be ratified and recorded in the minutes."

Article X - Finances Delete the word "authorized", so checks can be signed by any board member: "Disbursements shall be made by check and signed by any two authorized Board members."

Article XI - Meetings

Section 3: Board quorum. Change from 3 to "a majority of the persons currently holding elected office".

### Article XI - Amendments

1. Change to "Suggested amendments may be proposed at any General Meeting or Board Meeting, by any member of the Society."
3. Change to: "Proposed changes shall be published in full in the newsletter before being presented at a General Membership Meeting."
4. Change to: "After being presented at a General Meeting, proposed changes shall be published in the newsletter, with information as to where and when the vote will take place."
5. Change the last "proposed" to "presented" to match new wording in section 3 & 4.
6. Change approval requirement from "a majority" to "a 2/3 majority".

### Article XIV - Effective Date of these Bylaws Needs to be updated.

Modify the numbering: Correct the numbering error (there are two sections XI); eliminate section number where there is only 1 section; add section numbers 1,2,3... or sub-section numbers a,b,c.. where there currently are only dashes in front of sections or sub-sections.