



**Amended; January 1, 2019**

## **Amended and Restated By-Laws of the Russian River Historical Society**

### **Article 1.0 General**

#### Section 1, Name

The name of this corporation is the RUSSIAN RIVER HISTORICAL SOCIETY, hereinafter “RRHS” or “Society”, a California non-profit public benefit corporation.

#### Section 2, Purpose

1. The purposes for which this corporation is formed are charitable and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954.
2. RRHS exists to promote the history and protect the heritage of the lower Russian River Area, as it's official historical society.
3. The RRHS accomplishes this by collecting and protecting, preserving, and presenting materials of history both in the written form and in the forms of art, photographs, and artifacts.
4. The RRHS promotes the use and understanding of history by supporting historical research and publication.
5. The RRHS archives collection is the guardian for the historic and cultural diversity of the lower Russian River.
6. The RRHS does not and shall not, in its by-laws, policies, or practices, discriminate on the basis of age, religion, medical condition, sexual orientation, gender identity, race, national origin, ancestry, physical or mental disability, veteran status, marital status, pregnancy, other social identifiers, or any basis prohibited by applicable law.
7. The RRHS does not restrict its collection of materials by date.

#### Section 3, Office

1. The principle office of the Society shall be established by the Board of Directors and located in the lower Russian River area.
2. The mailing address of the Society is: P.O. Box 484, Monte Rio, CA. 95462

## Section 4, Calendar

The fiscal year of the RRHS shall coincide with the calendar year

## Section 5, Dedication of Assets

1. The Society's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Society upon dissolution or otherwise, shall inure to the benefit of any private individual or to any director of the Society.
2. Upon liquidation or dissolution, all properties and assets remaining after payment, or provision of payment, of all debts and liabilities of the Society shall be distributed to a non-profit corporation that is organized and operated exclusively for charitable and educational purposes and that has established its exempt status under Internal Revenue Code 501(c)(3)

## **Article 2.01 Membership**

### Section 1, Class

1. The Society has six Classes of membership: Benefactor, Guardian, Patron, Supporting, Individual, Student, Senior, Family, and honorary,
2. Membership and dues can be changed as found necessary by majority resolution of the Board of Directors. Dues may also be called "annual dues" or "annual membership contributions/gifts".
3. Members shall be 18 years of age or older and be of good character and reputation. They shall be entitled to speak and vote upon all Society matters brought forth at the general meeting. They shall be eligible to hold office subject to the qualifications set forth in Article 4.01
4. Student members shall be under the age of 18 and are provided access to all functions and research available within the Society's archives. Student members have an abbreviated dues structure and are not eligible to hold office or vote. Student shall be entitled to speak on all Society matters.
5. Senior members shall be over the age of 65 and are entitled to all the benefits listed for active members.
6. Honorary membership shall be conferred on those persons who, because of outstanding or historical contributions to the Russian River community, the Society desires to permanently honor. This membership is bestowed upon an individual by majority vote of the Board of Directors. Honorary members shall not be eligible to vote or hold office and shall be exempt from payment of dues.

## Section 2, Qualifications

Any individual interested in supporting the purpose of the Society as outlined in Section 1, #3 may become a member.

## Section 3, Number of Members

There shall be no ceiling set to the number of Individual, Student, Senior, or Family memberships. The Board of Directors may set a number to reflect a limit upon honorary memberships as financially prudent.

## Section 4, Application for Membership

1. Membership shall be by written application accompanied by dues appropriate to the classification of membership applied for.
2. All applications shall be reviewed by the membership committee

## Section 5, Denial of Membership

1. The committee may recommend denying membership if the applicant is not of good character or reputation.
2. The committee may recommend denying membership to a former member who has been excused or terminated from membership in the past.
3. The committee may recommend denying membership to any person(s) with a significant criminal background.
4. The membership committee shall advise the Board of Directors of any applicant recommended denial of membership. The Board shall have final decision by majority vote.

## Section 6, Termination of Membership

1. Membership in the Society shall terminate sixty (60) days after the expiration period for which the member's dues have been paid.
2. Membership in the Society shall terminate upon member's request.
3. Membership in the Society shall terminate upon the members passing.
4. Membership in the Society may be suspended or terminated upon the determination of the Board that the member has failed in a material and serious degree to observe the rules of good conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society.
5. Membership in the Society may be terminated for any act deemed detrimental to the welfare of the Society upon the determination of the Board.

## Section 7, Procedure of Expulsion or Suspension

If grounds appear to exist for expulsion or suspension of a member under these by-laws, the procedure set forth shall be followed.

1. The member shall be given fifteen (15) days notice prior to the expulsion or suspension and the reasons.
2. The member shall be given an opportunity in front of the Board to be heard or may submit in writing.
3. The member shall be given an effective date of the suspension or expulsion.
4. The Board by majority vote shall decide whether the member shall be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

## Section 8, Membership Records

1. The membership committee chair is responsible for establishing and maintaining records of all members
2. Member's personal contact information may not be used for political purposes outside of Society business.
3. Member's personal contact information may not be sold or shared with other commercial or private interests.
4. Member's names may be listed on a roster that is available to public access, however personal contact information shall not be shared.
5. Members wishing contact with other members shall submit a request to the membership committee chair stating purpose of contact and provide a phone, email, or postal address. The membership committee shall then contact the other member and submit the request of the other party.

## Section 9, Good Standing

Those RRHS members who have paid the required dues in accordance with these By-Laws and are not suspended shall be members in good standing, and shall have one vote on each matter submitted to a vote of the members by the Board of Directors.

## Section 10, Transfer of Membership

No membership or right arising from membership shall be transferred. All membership rights cease upon the member's death.

## **Article 2.02 Voting Rights**

### Section 1, All Members

1. All members, with exception to Article 2.01, Section 1, number 4 and 6, shall have the right to one vote as set forth by these By-Laws, on all matters which shall come before the membership at the General Meeting.
2. Members who have paid dues as "Family" shall be entitled to two (2) votes provided that two (2) family members are present to cast their individual votes.
3. Voting shall be by voice or ballot, except that any election of Directors must be made by signed ballot.

## **Article 3.01 General Membership Meeting**

### **Section 1, Purpose**

The purpose of the general meeting is to:

1. Report on the financial condition of the Society to the membership
2. Report on Board of Directors election results and introduce the Directors of the Society for the ensuing year.
3. Ratify Board decisions made throughout the calendar year.
4. Conduct other such activities as deemed appropriate by the Board of Directors.

### **Section 2, Place of Regular Meeting**

The Annual Meeting of the members shall be held at such place or places and date, as the Board of Directors shall fix.

### **Section 3, Notice**

1. A written notice of the general meeting shall be given in accordance with these By-Laws, to each member.
2. The notice shall specify the place, date, and hour of the meeting, the general nature of the business to be transacted, and no other business may be transacted.
3. Notice of the General meeting shall be in writing and shall be given at least ninety (90) days, and no less than sixty (60) days before the meeting date.
4. A meeting may be cancelled or postponed due to an emergency situation resulting in the unplanned loss of meeting site, inclement weather, loss of utilities, catastrophic event, or civil disturbance.

## **Article 4.01 Board of Directors**

### **Section 1, Responsibilities**

The Board is responsible for establishing policies and programs necessary to achieve the purposes of the Society.

1. Establish policies for management of the Society
2. Act on recommendations of various committees
3. Review and/or amend and approve the annual budget.
4. Approve all financial agreements, contracts, investments, and management of said funds to insure financial well being of the Society.
5. Ensure that appropriate insurance policies are in effect for the Society's collections, directors and staff liability.
6. Appoint members to standing committees
7. Distribute or dispense all funds or property received, acquired, or earned by the Society
8. To conduct, manage, and to control the affairs and business of the Society and to make such rules and regulations as are consistent with the law, with the articles of incorporation, or with the By-Laws, as they may deem best.
9. All Directors shall serve on at least one committee
10. Board members shall make every effort to assist with, contribute to, and attend RRHS fundraising efforts and events and assist in other RRHS projects.

### **Section 2, Terms of Office**

1. All directors shall hold office for the term of two years and until the successors have been elected by ballot and qualified.
2. Board members may serve more than Two (2) terms if properly nominated and elected.
3. Terms begin on January 1 after the Annual Meeting and end on December 31 of the second year.
4. Elections for each Director shall be staggered for terms every other year. No more than 1/3 of the entire board shall be up for election on any given year.

### **Section 3, Vacancies**

1. Midterm vacancies on the Board of Directors shall be filled by a majority vote of the remaining Board members
2. Each Board Member so appointed shall hold office the balance of the term held by the Board Member creating the vacancy.
3. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

#### Section 4, Number of Board Members

1. The size of the Board shall consist of no more than seven (7) and no less than three (3) Directors.
2. The precise number to be established by the Board based upon election results of qualified nominees
3. All Directors shall be members in good standing of the Society.

#### Section 5, Quorum

1. The presence, in person, of the majority of the total number of Directors constitutes a quorum of the Board of Directors for the transaction of business.
2. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director(s) if any action taken is approved by at least the majority of the required quorum for that meeting.

#### Section 6, Director Emeritus

1. A Director Emeritus is any former member of the Board who shall have been appointed to such position by the Board of Directors.
2. The President of the Board shall nominate any former Director who has served the Society in an outstanding manner.
3. A Director Emeritus may serve as a non-voting member of the Board.

#### Section 7, Nomination, Qualifications, and Election of Directors

1. The President of the Board shall appoint a nominating committee in January.
2. The Nominating Committee shall identify and recruit candidates qualified for election to the Board.
3. Members in good standing may submit an application to the nominating committee to be considered for election to the Board.
4. The Nominees selected by the Committee together with such other nominees presented by Society members and qualified by the Committee, as provided by this Section 7, shall be presented to the members entitled to vote for the election of Directors in the manner provided in this Article by printed ballot.
5. Nominations presented for general election shall be closed by July 31st.
6. In the event the number of nominations does not exceed the number of vacancies or board members to be elected, the Board shall declare all nominees elected without the necessity of an election.
7. Distribution of printed ballots shall occur with the publication of the 3<sup>rd</sup> quarter newsletter and returned within 30 days
8. The nominating Committee shall recommend and present to the Board for election the list of nominees.
9. Each nominee is entitled to present for publication with the printed ballot a list of qualifications or purpose for consideration to be elected to the Board.

Each nominee shall be a member in good standing of the Society, with personal qualities of integrity, credibility, and professionalism.

10. The nominating committee shall count the ballots and the results announced at the general membership meeting.
11. It is desired that each nominee has had prior experience in serving on a committee in this Society.
12. It is desired that each nominee has attended multiple meetings of the Board of Directors and is informed of the current operations of the Society.
13. Each serving Director shall complete a "Conflict of Interest" Disclosure Statement and submit for filing with Board Secretary.
14. It is desired that the Nominee can demonstrate a commitment to, and an understanding of the Society's mission.
15. It is desired that the nominee possess broad knowledge and interest of the field of history of the Lower Russian River area.

#### Section 8, Regular Meetings

1. Regular meeting of the Board of Directors shall be held in Eleven (11) of the Twelve (12) months of the calendar year.
2. The time and place of all regular meetings shall be posted at least three (3) days prior to such meeting.
3. The agenda of shall be provided to each Director at least ten (10) days prior to such meeting.
4. The time and place of such meeting shall be at the option of the President of the Board.
5. A meeting may be cancelled or postponed due to a lack of quorum of Directors or emergency situation resulting in the unplanned loss of meeting site, inclement weather, loss of utilities, catastrophic event, lack of agenda items, or civil disturbance.
6. Notice of regular meetings may include electronic mail, newsletter publication, and posting in common areas.
7. All meetings of the Board of Directors shall be conducted in accordance with "Roberts' Rules of Order, Revised"

#### **Article 4.02 Officers**

1. The Executive Officers of the Society shall be a President, Vice President, and Treasurer.
2. The selection of Officers of the Board of Directors shall be chosen by the Board at the first meeting of the calendar year and serve at the pleasure of the Board.
3. Officers may serve more than two (2) years.
4. The Board may appoint and authorize any other officers that the Society may require.



5. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the By-Laws or determined by the Board.
6. A Vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointment to that office, provided, however, that vacancies need not be filled on an annual basis.
7. Any officer may resign at any time by giving written notice to the Society. The resignation shall take effect as of the date specified in the notice, without prejudice.
8. The Board without prejudice may remove with or without cause any officer.

#### **Article 4.03, Description of Officers.**

##### **A. President**

1. The President shall be the general manager of the Society and shall supervise, direct, and control the Society's activities, affairs, and officers.
2. The president shall preside at all meetings of the members and the Board.
3. The President shall call the Board together when necessary to control the business affairs of the Society and generally discharge the duties that may be required.
4. The President shall appoint committee chairs and committee members with the exception of the finance committee chair who is the Board Treasurer.
5. The President shall represent the Society at public functions, or designate another Director as representative.
6. The President, Vice President and Treasurer shall be authorized to approve all major financial disbursements authorized by the Board.

##### **B. Vice President**

1. If the President is absent or disabled, the Vice President shall perform all duties as President. When so acting, a vice president shall have all the powers of and be subject to all restrictions of the President. The Vice President shall have such other powers and perform such other duties as the Board of Directors or By-Laws may prescribe.
2. The Vice President shall assist the President with the operations of the Society as requested.

##### **C. Treasurer**

1. The Treasurer is the Chief Financial Officer of the Society
2. The Treasurer shall receive and deposit in such financial institutions as the Board directs, all of the funds or property of the Society.

3. The Treasurer shall prepare financial statements and reports as are required by law, these By-Laws, or by the Board.
4. The treasurer shall render to the Board at regular meetings an account of all financial transactions and the condition of the Society.
5. The Treasurer shall serve as the Chair of the Finance Committee
6. The Treasurer shall prepare the annual budget for the calendar year.
7. The Treasurer shall present to the Board any financial investment recommendation relating to the Society's investment portfolio or money accounts.

## **Article 4.04 Other Officers**

### **Section 1, Recording Secretary**

1. The Recording Secretary shall record the minutes to all regular, special, and annual meetings
2. The Recording Secretary shall prepare and distribute to all members of the Board the minutes of all meetings ten (10) days before the next regular Board meeting.
3. The Recording Secretary shall prepare and distribute the Board agenda ten (10) days before the next regular Board meeting.
4. The Recording Secretary shall prepare and distribute the Board packet ten (10) days before the next regular Board meeting. The Board packet shall include that months Treasurers Report, various committee reports, President and Vice President reports, society correspondence, old business carried over from prior months, new business.
5. The Recording Secretary may, upon approval of the Executive Board, perform the duties of the Corresponding Secretary

### **Section 2, Corresponding Secretary**

1. The Corresponding Secretary shall be responsible for all correspondence, written or electronic, of the Society, including letters of acknowledgement to donors.
2. The Corresponding Secretary shall submit to the Recording Secretary all correspondence required for the Board packet.
3. The Corresponding Secretary shall be the Chair of the Electronic Media committee.
4. The Corresponding Secretary shall take all possible measures to secure the confidentiality of information and prevent improper, non-business related purposes.
5. The Corresponding Secretary may, upon approval of the Executive Board, perform the duties of the Recording Secretary

## **Article 5, Committees**

### **Section 1, Standing Committees**

The Board of Directors may establish ad hoc and standing committees as warranted. Each committee shall be given a written charge and be provided regular review by the Board. Each Committee Chair shall submit the monthly board report to the Recording Secretary for inclusion in the Board packet no later than 12 days before the regular Board meeting. All Chairs shall submit a report to members in the quarterly newsletter. All chairs serve at the pleasure of the Board and may be removed at any time by majority vote of the Board. All Committees shall have one member of the Board of Directors on that committee, appointed by the President, as a member or Chair.

#### **A. Nominating Committee**

1. As referred in Article 4.01, Section 7, the president shall appoint a Nominating Committee of no less than 2 persons.
2. The nominating Committee shall identify and recruit candidates qualified for election to the Board.

#### **B. Archives Committee**

1. The archives committee is charged with the protection, preservation, cataloging, restoration, recording, and presenting historical artifacts and materials of historical significance in the Societies collection.

#### **C. Membership Committee**

1. The Membership Committee shall maintain the records of all members in a database that includes name and contact information, member status and voting rights, and receipt of payment of dues.

#### **D. Publications Committee**

1. The Committee shall designate one member to serve as Editor-in-Chief of the quarterly newsletter.
2. The Committee shall produce and maintain any other printed materials, such as tri-fold flyers, event posters, rack cards, post cards, letterhead, business cards, envelopes, postal supplies, etc.
3. The Committee shall solicit outside sponsorship/advertising for support of the newsletter and various printing costs.
4. The Committee may also utilize or manage social media accounts.

#### **E. Exhibit Committee**

1. The exhibit Committee is responsible for the production of temporary, permanent, or revolving exhibits of the Society's archive collection.
2. The Exhibit Committee and the Archives Committee shall work together as needed.

3. The exhibit committee is responsible for the installation and dismantling of all exhibits.
  4. The Committee shall collaborate with other museums and institutions, along with local business to promote the purpose of the Society.
- F. Marketing & Fundraising Committee
1. The Committee shall work together with the Finance and Publications Committees.
  2. The Committee shall work to raise funds for the continued operation of the Society and raise donations for a particular cause.
  3. The Committee shall develop a marketing strategy that raises awareness in the organization's goals
  4. The Marketing Committee may also utilize or manage social media accounts
- G. Finance Committee
1. The Treasurer shall be the chair of the Finance Committee
- H. Landmark Committee
1. The President may appoint one director to support the chair of the committee, or the chair may be a director.
  2. The chair shall report to the Board at the regular monthly meeting, and submit a report to members in the quarterly newsletter.
- I. Cemetery Committee
1. The president may appoint one director to support the chair of the committee, or the chair may be a director.
  2. The chair shall coordinate with Pleasant Hill Mortuary for the maintenance of the Pioneer Section of Redwood Memorial Gardens.
  3. The Chair shall maintain records of the 'residents' of the pioneer section
  4. The committee members shall produce an annual tour of the grounds.
  5. The chair shall report to the Board at the regular monthly meeting, and submit a report to members in the quarterly newsletter.
- J. Event Committee
1. The chair shall report to the Board at the regular monthly meeting, and submit a report to members in the quarterly newsletter.
- K. Electronic Media Committee
1. The committee shall maintain and manage a presence on the Internet, manage the Society's website, utilize and manage social media accounts, and work with or designate outside vendors for any IT contracts.

## **Article 6, Indemnification**

### Section 1, Right of Indemnity

To the fullest extent permitted by law, this Society shall indemnify its Directors, officers, and members, including other persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with an action by or in the right of the Society.

## **Article 7, Insurance**

### Section 1, Insurance

1. The Society shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors against any liability asserted against or incurred by any Director in such capacity out of the Directors status as such.
2. The Society shall have the right to purchase insurance on any property occupied by the Society for the express business operations of the Society.
3. The Society may request that an organization or business with artifacts on loan from the Society provide a certificate of insurance for the duration of the loan or exhibit.

## **Article 8, Members Inspection Rights**

### Section 1, Members Records

1. Any member in good standing may inspect and copy the records of members' names and voting rights upon thirty (30) days notice to the Board.
2. Requesting members must state the purpose for which the inspection rights are requested.

3. Member addresses are kept confidential unless written permission by said member is specifically granted.
4. If the Board of Directors reasonably believes that the information will be used for a purpose other than the one related to a person's interest as a member, it might deny the member access to the list.
5. Any member who misuses a membership list for any improper purpose, including, but not limited to, personal uses, marketing uses, political issues, negative propaganda against the Society, or any purpose other than the Society's business, will be removed from membership and/or office pursuant to the expulsion provision set forth under these By-Laws. No member removed from membership shall be reinstated at any time.

### **Article 9, Amendments**

These By-Laws and any part thereof may be amended or restated by a vote of the majority of the Board of Directors.