

BY-LAWS OF THE TUOLUMNE COUNTY HISTORICAL SOCIETY, INC.

ARTICLE I

Qualifications for Membership

Section 1. Any person interested in the history of Tuolumne County and the State of California may be enrolled as an active member of the Society by the payment of one year's dues to the Treasurer.

Section 2. The Society shall be composed of active and complimentary members.

a. Active members shall be composed of annual dues-paying members.

b. A complimentary one-year membership may be given to any person in recognition of achievement or for services rendered to the Society upon a majority vote of the Board of Directors.

Section 3. Members failing to pay their dues by February 15 of each year will be informed of that fact and will be dropped from the rolls if payment has not been received by March 15.

ARTICLE II

Duties of the Officers, Board of Directors, and Museum Board of Governors

Section 1. The duties of the Officers shall be such as are implied by their respective titles and such as are specified in these By-Laws. All Officers shall keep permanent records of their work and turn them over to their successors.

a. The President shall preside at all meetings of the Society and of the Board of Directors. He or she may appoint the standing and special committees and chairpersons and assign, subject to ratification by the Board of Directors, such other positions as he or she shall deem necessary to carry out the functions of the office and the Society. The President shall also be an ex-officio member of all committees.

b. The First Vice-President shall perform the duties of the President in his or her absence and serve as Program Chairperson in consultation with the Board of Directors.

c. The Second Vice-President shall perform the duties of the President in the absence of both the President and the First Vice-President and also shall represent the Society Board of Directors as a member of the Museum Board of Governors.

d. The Recording Secretary shall keep a record of all meetings of the Society and of the Board of Directors and maintain the files of the Society.

e. The Corresponding Secretary shall conduct the correspondence of the Society at the direction of the President and shall include copies of all correspondence in the Society's files.

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- f. The Financial Secretary shall maintain an accurate roll of the names and addresses of all members of the Society, shall collect and turn over membership receipts to the Treasurer, and shall also coordinate the Society's ticket sales.
- g. The Treasurer shall have charge of all monies of the Society. He or she shall collect and have custody of the dues of members and of all subscriptions and donations in money. The Treasurer shall keep an account of the same and shall make a report thereof whenever required by the Society or the Board of Directors. He or she shall pay out the monies of the Society only upon presentation of bills approved by at least eight (8) members of the Board of Directors or by members authorized to incur obligations for budgeted items.
- Section 2. The Board of Directors shall be composed of eight (8) duly elected Officers, including the immediate Past President, and seven (7) other members elected at the same time and in the same manner as the Officers. The terms of the Directors elected from the membership shall be for a period of three (3) years. The Directors shall be elected each year by class, the class rating being the year of expiration of their respective terms. For two (2) years two (2) Directors shall be elected, and on the third year three (3) Directors shall be elected. This rotation shall continue to maintain seven (7) Directors in office at all times.
- a. It shall be the duty of the Board of Directors to act upon the affairs of the Society in accordance with the Constitution and By-Laws and the policies laid down by the Society.
- b. It shall be the duty of the Board of Directors to oversee the operation of the Museum through the Museum Board of Governors.
- c. It shall be the duty of the Board of Directors to authorize expenditures in accordance with the approved budget for current expenses and to approve bills for payment.
- Section 3. The Museum Board of Governors shall be composed of eleven (11) members, eight (8) of whom shall serve as Governors, the Second Vice-President and Treasurer of the Board of Directors of the Society, and the County Historian. Each Governor shall be appointed to a two-year term on a staggered basis to allow for continuity in the Museum Program. During the year of implementation, four (4) Governors shall be appointed to a one-year term and four (4) to a two-year term.
- a. Upon approval by the Society Board of Directors of the annual slate of Governors as submitted by the Museum Board, the slate shall automatically constitute the Board of Governors of the Museum.
- b. The Museum Board of Governors shall select a Chairperson, who will be responsible for meetings, correspondence, public relations of the Board and the general operation of the Museum.
- c. The Museum Board of Governors shall select a Collection Coordinator of the Museum, who shall be responsible for the Collection.
- d. On the behalf of the Society, the Museum Board of Governors shall develop a master plan for the procurement, preservation, and interpretation of the history of Tuolumne County as a part of our national heritage; shall implement the master plan by developing

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policies and procedures which govern all matter pertaining to the administration of Museum activities, including the Collection - its development, care and maintenance, and preservation - interpretive displays, and services to the public; and shall administer the Museum Program.

e. The Chairperson of the Museum Board shall have the authority to make any special appointment necessary to carry out the functions of the office.

Section 4. All Officers, Directors, Governors, and Committee Members shall serve on a voluntary basis without compensation.

ARTICLE III
Committees and Special Appointees

Section 1. The Standing Committees of the Society are Landmarks, Scholarships, Publications, Nominating, Writers' Awards, Wheelhorse Awards, and Finance (approved December 6, 1996).

Section 2. The duties and functions of the Committee Chairpersons are described in the Tuolumne County Historical Society Procedure Handbook.

ARTICLE IV
Society Board of Directors
Elections and Appointments

Section 1. The nominating committee shall consist of five (5) members of the Society appointed by the President. This committee shall meet prior to the November Board meeting to select a slate of Officers and Directors.

Section 2. Officers and Directors shall be elected at the December meeting of the Society. Officers shall continue in office one year or until the subsequent annual election. They shall assume the duties of their office at the first meeting of the calendar year.

Section 3. Three (3) consecutive absences from regular Board meetings may result in removal from the Board.

Section 4. Vacancies occurring in any elected office may be filled by the Board of Directors for the unexpired term of office.

Section 5. Committee Chairpersons may be appointed by the President for a period of one year.

ARTICLE V
Meetings of the Society and the Board of Directors

Section 1. In each calendar year the Society will have at least five (5) regular meetings, to include the Christmas and the Lamplight socials; additionally, the President and the First Vice-President may schedule other programs.

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Section 2. Special general meetings may be called by the President, or by any eight (8) Board members, provided the entire membership has been notified at least a week in advance of the date and place for such meetings. The date of a regular meeting may be changed in the same way. The call for a special meeting must state the business to be transacted and no business shall be transacted except that stated in the call.

Section 3. There shall be an annual business meeting of the Society held in December to coincide with a regular general meeting called by notices sent to Society members upon order of the President. The agenda for business matters shall appear in the monthly mailing.

Section 4. The Board of Directors shall meet on the first Wednesday of each month from September to May; additional meetings may be called by the President or eight (8) members of the Board.

ARTICLE VI

Quorums

Twenty-five (25) members of the Society shall constitute a quorum at any regular meeting or any special meeting. Eight (8) members of the Board of Directors shall constitute a quorum for that body. Six (6) members of the Museum Board of Directors constitute a quorum for that body.

ARTICLE VII

Dues

Section 1. The dues of annual members shall be payable from January 1 to March 15, or by new members upon enrollment.

Section 2. The schedule of dues shall be set by the Board of Directors, with a majority approval of the membership present at any regular monthly meeting.

Section 3. The following are possible categories of dues-paying memberships: General, Sustaining, Patron, Benefactor, Life, Business Patron, and Business Benefactor.

ARTICLE VIII

Complimentary Publications

Complimentary Society publications may be sent to libraries and other historical societies or organizations as approved by the Board of Directors.

ARTICLE IX

Parliamentary Procedure

Roberts Rules of Order (Revised) shall govern the proceedings of the Society, subject to special rules that may be adopted.

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ARTICLE X
Amendments

The Constitution and By-Laws may be amended at any regular meeting by a vote of two-thirds of the members present (if a legal quorum has been declared), provided that the amendment(s) to be voted upon has (have) been submitted in writing to each member of the Society at least ten (10) days prior to the date of such meeting.

ARTICLE XI
Disposition of Collections

Failure of the Society to have a quorum at its December meeting for three (3) consecutive years shall be interpreted as the cessation of an effective working organization. In that event all property of whatever nature belonging to the Society and its Museum shall be dispersed as specified in the Articles of Incorporation.

Adopted December 1991