

MORONGO BASIN HISTORICAL SOCIETY

BYLAWS

ARTICLE I

Name

The name of this corporation is: Morongo Basin Historical Society.

ARTICLE II

Purpose

The specific purpose of this non-profit corporation is to collect, conserve and exhibit artifacts; to collect, display, interpret and publish memorabilia relating to the history of the Morongo Basin; to locate, identify and preserve historic sites; to promote the research and study of local history; and to share the rich heritage of the Morongo Basin with all the communities within and surrounding it.

ARTICLE III

Membership

Section 1. Membership shall be open to any person, business or organization interested in supporting the purposes, objectives and activities of the Morongo Basin Historical Society.

Section 2. A voting member shall be a person who has paid current dues. A family membership shall be entitled to two votes. A business or organization shall designate one person to be their voting representative.

Section 3. Annual dues shall be payable in advance, and members in arrears more than two months shall be dropped from membership.

Section 4. Dues shall be reviewed by the Board of Directors and any recommended revision shall be published in the newsletter and presented at the annual membership meeting. A two-thirds majority vote of those members present and voting at the annual meeting shall be required for approval.

Section 5. New categories of membership may be recommended by the Board of Directors for membership approval at the annual meeting.

ARTICLE IV

Officers

Section 1. The elected officers of the Society shall be a President, a First Vice-president, a Second Vice-president, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by the Articles of Incorporation, by these Bylaws, by the Standing Rules and by the parliamentary authority adopted by the Society.

Section 2. The President shall be the principal executive officer of the Society, and shall, in general, supervise all of the business affairs of the Society.

Section 3. The President may sign, with the Secretary, or any other proper official authorized by the Board of Directors any deeds, bonds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in such cases when the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Society.

Section 4. The elected officers shall be elected to serve for one year or until their successors are elected. Their term of office shall begin October 1st. (Refer to Standing Rules)

Section 5. No Board of Directors member shall hold more than one elected office at a time.

ARTICLE V

The Board of Directors

Section 1. The elected officers of the Society shall constitute the Board of Directors.

Section 2. The Board of Directors shall be responsible for the control and management of all corporate powers, properties and business affairs.

Section 3. The Board of Directors shall have general supervision of the affairs of the Society between its annual meetings. They shall authorize payment of bills, fix the hour, place and date of meetings, make recommendations to the Society, and shall perform such other duties as are specified in these Bylaws and Standing Rules. The Board of Directors shall be subject to the orders of the Society, and none of its acts shall conflict with action taken by the Society.

Section 4. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such unanimous written consent or consents shall be filed with the minutes of the next meeting of the Board of Directors. [California Corp. Law, Section 5211 (b)].

Section 5. , Regular meetings of the Board of Directors shall be held monthly, for a minimum of nine months of the year at a time and place of their choosing. Special meetings of the Board of Directors may be called by the President and shall be called upon the written request of three members of the Board of Directors. Society members are welcome to attend Board of Directors meetings, except closed sessions.

Section 6. The Board of Directors may hold closed sessions for the purpose of discussing personnel matters or possible litigation.

Section 7. A quorum of the Board of Directors shall be a majority of the Board of Directors.

Section 8. Any Board of Directors member absent from the Board of Directors meetings for three (3) meetings during the year without having notified the President or the Vice-president will be deemed to have vacated the office. The Board of Directors, by a majority vote, may declare the office vacant and shall notify the said officer of the removal action.

Section 9. A vacancy in any elected office, with the exception of the President, because of death, resignation, removal or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 10. If the office of the President should be vacant because of death, resignation, removal, or otherwise, the First Vice-president shall assume that office. The Board of Directors shall then appoint a new First Vice-president for the remainder of that term.

ARTICLE VI

Meetings

Section 1. The annual meeting of the membership shall be held in September and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

Section 2. Special meetings of the membership may be called by the President or by the Board of Directors and shall be called upon the written request of ten members of the Society. The purpose of the meeting shall be stated in the call. Except in cases of emergency, written notices must be to members by first-class mail and postmarked at least fifteen (15) days prior to the special meeting.

Section 3. Notice of the date, time and place of the annual meeting of the membership shall be sent to all members at least thirty (30) days prior to the meeting. The notice may be in a newsletter, by first-class mail or by e-mail.

Section 4. A quorum for special or annual meetings of the membership shall be ten voting members, providing three of those present are elected officers.

ARTICLE VII

Committees

Section 1. There shall be an Audit Committee composed of the Finance Chair and two others appointed by the Board of Directors. The duty of this committee shall be to audit the Treasurer's accounts at the close of the fiscal year and to report to the membership at the annual meeting. The fiscal year of the Society shall begin July 1st and end June 30th.

Section 2. A Nominating Committee shall be established by the Board of Directors three months prior to the annual meeting. The Nominating Committee shall publish its report in the newsletter prior to the Annual Meeting. Additional nominations shall be permitted from the floor at that meeting.

Election of officers will be by ballot at the annual meeting. Where there is only one candidate for an office, the election may be held by voice vote.

Section 3. All other committees shall be established or dissolved by the Board of Directors.

Section 4. The Board of Directors shall specify duties and responsibilities to each committee.

Section 5. The President shall appoint the chairs of all committees with the approval of the Board of Directors.

Section 6. Committee Chairs shall select their own committee members and report their names to the Board of Directors.

Section 7. All Committee Chairs shall report to the Board of Directors, either orally or in writing, at monthly Board of Directors meetings and to the Society at the annual meeting.

Section 8. The President shall be a non-voting member of all committees. The President may not be a member of the Nominating Committee.

ARTICLE VIII

Parliamentary Authority

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

ARTICLE IX

Amendment of Bylaws

These bylaws may be amended at any special or annual meeting of the Society by a two-thirds vote of the voting members present provided the amendment has been submitted in writing at the previous meeting or published in the society newsletter and postmarked at least thirty days prior to the meeting.

ARTICLE X

Signing of Bylaws

The bylaws of this Society shall be dated and signed by the President and the Secretary.

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President	Secretary
Adopted: 20 Feb 1999	
Amended: 21 April 2001	
Amended: 26 June 2005	
Revised: 29 June 2008	