

Torrance Historical Society, Inc.

BYLAWS

Article I – Name

The name of this association is the Torrance Historical Society, Incorporated, located in Torrance, CA with its principal office in the Torrance Historical Society Museum, 1345 Post Avenue, Torrance, 90501.

Article II – Purposes

The purpose for which the Torrance Historical Society, Incorporated is to promote historical research in Torrance and to collect, acquire, preserve, conserve and make available records, data, photographs, oral history, and related documents and information bearing on the history of Torrance through the operation of a museum and archives.

Article III – Membership

Section 1. Dues in the Society will be determined by the Board and approved by the membership at the annual meeting by a vote of 50% plus 1.

Section 2. Annual dues shall be payable March 1. Members are delinquent if dues are not received by April 1.

Section 3. Life Membership shall be specific to the individual and not transferable.

Article IV – Board of Directors

Section 1. The elected and appointed officers of the Society shall constitute the Board of Directors which consists of eleven (11) members. Five (5) Executive members: President, Vice President, Secretary, Treasurer, and Parliamentarian; Six (6) Directors: Membership, Ways and Means, Communications, Volunteer, Historian, and Financial Secretary. All Board Members shall be elected with the exception of the Parliamentarian, who shall be appointed by the President, subject to the approval of the Board of Directors.

Section 2. The Board shall perform the duties described in the parliamentary authority and these Bylaws as described in Article V – Duties of Board of Directors.

Article V – Duties of Board of Directors

- Section 1. The Board shall:
- a. Have general supervision of the affairs of the Society.
 - b. Authorize the payment of routine organizational bills within the limits of the budget.
 - c. Fill all vacancies in office, including that of President.
 - d. Present a report at the annual meeting of the Society.
 - e. Receive a financial report from the Treasurer at each Board meeting.
 - f. Be the operating authority of the Torrance Historical Society.

- g. Perform such duties as specified in these Bylaws.
- h. Maintain all records and files of the Society at the museum.

Section 2. The President shall:

- a. Be the chief executive of the Society.
- b. Preside at all meetings.
- c. Be a member ex officio of all committees except the nominating committee.
- d. Appoint chairs of committees as needed.
- e. Have all contracts and/or legally binding documents approved by the board prior to signing.
- f. Be the primary liaison between the Board and museum staff.
- g. Perform other duties as prescribed in these Bylaws.
- h. Call Executive Board meetings as needed.

Section 3. The Vice President shall:

- a. Act as an aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.
- b. The Vice President shall act as Program Chair and coordinate program activities of the Society.

Section 4. The Secretary shall:

- a. Keep an accurate record of the proceedings of all Executive Board, Board, and annual meetings of the Society.
- b. Be prepared to refer to the minutes of previous meetings.

Section 5. The Treasurer shall:

- a. Receive and safely keep all funds, depositing them in the financial institutions approved by the Board of Directors.
- b. Keep permanent financial records as required to establish items of gross income, receipts and disbursements of the Society.
- c. Pay all bills as authorized by the Board of Directors with the adoption of the Fiscal Year Budget.
- d. Present a statement of account at every Board meeting.
- e. Be responsible for filling out and forwarding all necessary forms for insurance and filing all tax returns and other forms required by government agencies.
- f. Work with the Financial Secretary to review investments; the report shall be presented by the Treasurer to the Board.
- g. Participate in an annual audit conducted by the Audit committee.

Section 6. The Parliamentarian shall:

- a. Attend meetings of the Society and of the Board of Directors and give necessary advice in parliamentary procedure when requested.
- b. Chair the Bylaws committee and review Bylaws and standing rules periodically.
- c. Maintain copies of Bylaws.

- d. Be entitled to all rights and privileges of Board membership including the right to make motions, debate, and vote.

Section 7. The Membership Director shall:

- a. Be responsible for maintaining membership records.
- b. Be responsible to promote membership in the Society.

Section 8. The Ways and Means Director shall:

- a. Create opportunities to provide funds for society programs and projects.

Section 9. The Communications Director shall:

- a. Coordinate the newsletter and other public relations regarding the Society and museum activities.

Section 10. The Volunteer Director shall:

- a. Recruit and maintain a list of volunteers and work with committees and staff to coordinate their activities.

Section 11. The Historian shall:

- a. Compile records of the Society's events.

Section 12. The Financial Secretary shall:

- a. Prepare an annual budget and present it to the Board at the beginning of the Fiscal Year.
- b. Work with the Treasurer to review investments.

Section 13. When a Board Member fails to attend three (3) consecutive meetings without an adequate excuse or is not fulfilling the responsibilities of the office as prescribed in the Bylaws the Board of Directors may, by a two-thirds (2/3rds) affirmative vote declare the office vacant.

Section 14. All Board Members shall perform the duties prescribed in the current edition of *Robert's Rules of Order, Newly Revised* in addition to those outlined in these Bylaws and those assigned from time to time. Upon the expiration of the term of office or in the case of resignation or termination, each member shall turn over to the President without delay, all records, books, keys, and other material pertaining to the office and shall return to the Treasurer, without delay, all funds belonging to the Society.

Article VI – Nominations and Elections

Section 1. Nominations

- a. Nominations for office shall be made by the Nominating Committee. The committee shall be appointed by the President and ratified by the Board at least two months prior to the annual meeting.
- b. The nominating committee shall be composed of three (3) members, with two (2) alternates. Two members shall be from the Board and one member from the Society. One alternate shall be from the Board and

one alternate shall be from the Society. The Committee shall elect its own chair. The committee shall serve until the annual meeting.

- c. No member shall serve on the nominating committee for more than two (2) consecutive years.
- d. Upon its selection, the Parliamentarian shall call the nominating committee meeting.
- e. It is not mandatory for an alternate to attend meetings unless an appointed member cannot be present. In that event, the alternate then becomes the permanent member, replacing the elected member until such time as the committee is discharged of its duties (at the time of election).
- f. The report of the nominating committee shall be submitted to the membership at least twenty-one (21) days prior to the annual meeting. At the annual meeting in June, additional nominations may be made from the floor.
- g. All nominees must be a member in good standing and consent to serve if elected to office.

Section 2. Election shall be held at the annual meeting in June. If there is but one candidate for any office, the ballot for that office may be dispensed with and the election held by voice vote.

Section 3. Board Members shall serve a term of two years or until the next election for their position. No elected member shall be eligible for the same office for more than two consecutive terms or hold more than one elected office at the same time. Board Members shall assume their duties at the annual meeting.

Section 4. A vacancy occurring in any office shall be filled for the unexpired term by a Society member elected by the Board of Directors.

Article VII – Meetings of the Society

Section 1. The annual meeting of the Society shall be held generally in June of each year. The purpose of the meeting is electing and installing officers, receiving annual reports, and conducting any other business that may arise.

Section 2. A special meeting may be called by the President or on the written request of any five (5) members of the society. The Society shall be notified at least fourteen (14) days prior to the meeting date.

Section 3. The privilege of making motions, debating and voting shall be limited to members of the Society who are present and whose dues are paid and who have been members of the society for at least thirty (30) days prior.

Section 4. Annual meetings require notice of at least twenty-one (21) days. Notice of a special meeting should be given at least fourteen (14) days.

Section 5. A vote of 50% + 1 of the membership in attendance shall carry the vote.

Article VIII– Meetings of the Board of Directors

Section 1. Regular meetings of the Board of Directors shall be held once a month except for dark months August and December, unless otherwise requested by the Society or the Board. Special meetings of the Board may be called by the President or may be called upon the written request of three (3) Board members. All Board members must be notified of special meetings.

Section 2. Six (6) members shall constitute a quorum for the transaction of business in any meeting of the Board.

Section 3. In the case of an emergency, manmade or natural that could potentially put members in danger, the President, with the consent of the majority of the Board, may order an electronic meeting to be held as a substitute for an in-person meeting. The meetings must be conducted by a technology that allows all participating members to see each other as well as hear each other at the same time.

Article IX – Committees

All committees, standing or special, shall be appointed by the President. The President shall be an ex officio a member of all committees except the Nominating Committee.

Article X – Audit Committee

Section 1. An annual audit of all financial records of the Society shall be made by an Audit Committee and the findings reported to the Board.

Section 2. An audit shall be called upon with any change in financial officers when ordered by the board.

Article XI – Museum Operation

Section 1. The day-to-day operation of the museum shall be under the direction of the Museum Coordinator.

Section 2. The Museum Coordinator shall be selected by the Executive Board and report to the President. The rate of compensation shall be determined by the Executive Board.

Section 3. Duties of the Museum Coordinator shall include:

- a. Routine operation of museum and office.
- b. Working in close cooperation with the members of the Board of Directors.
- c. Other such duties as prescribed by the Board.

- d. Evaluate collections, gifts, and loans for quality, historical value and relation to museum programs.
- e. Have final authority to accept gifts and loans for display and/or research based on a policy approved by the board.
- f. Determine methods, techniques, and arrangement of exhibit materials.
- g. Determine methods of protecting, storing, and preserving collections both on and off exhibit.
- h. Confer with the Executive Board to schedule dates of exhibits.
- i. Maintain exhibits and collections, including deaccession.
- j. Supervise general housekeeping.

Article XII – Articles of Organization and Bylaws

This Society is a nonprofit corporation organized under the laws of the State of California. Its “Articles of Organization” comprise the articles of incorporation and these Bylaws. Bylaws may be amended from time to time. In the event of any conflict between the Articles of Incorporation and these Bylaws, the Board shall take prompt action to amend the Articles of Incorporation to conform to the provisions of these Bylaws.

Article XIII – Fiscal Year and IRS Number

Section 1. The fiscal year of this Society shall begin on February 1 and end on January 31.

Section 2. The Internal Revenue Service Employer Identification Number (EIN) for this Society is 95-3340796.

Article XIV – Amendments of Bylaws

These Bylaws may be amended at any regular meeting of the Board by a majority of members present. The adoption of the amended Bylaws shall be voted on by the Society at the annual meeting with a twenty-one (21) day notice given to the members of the Society.