

**BENICIA HISTORICAL SOCIETY, INCORPORATED**

**CONSTITUTION**

**PREAMBLE**

Since understanding the history of our community is basic to our democratic way of life, provides a better understanding of our state and nation, and promotes a better appreciation of our American heritage, we hereby establish this society.

**ARTICLE I**

**Name**

The name of this society shall be Benicia Historical Society, Incorporated.

**ARTICLE II**

**Objectives**

The purpose of this society shall be to bring together those people interested in history, and especially in the history of Benicia, California. The society will provide for the preservation of historical material, and for its accessibility, as far as may be feasible, to all who wish to examine or study it, to cooperate with officials in insuring the preservation and accessibility of the records and archives of the City and its institutions, and, to undertake the preservation of historic buildings, monuments and markers. The society will disseminate historical information and arouse interest in the past by publishing historical materials. The society will work to preserve the history and heritage of our city for future generations so as to enhance historic Benicia through education, communication and community involvement.

**ARTICLE III**

**Membership**

Membership shall consist of six classes and be considered on an annual basis:

1. Individual Active Members – Any person interested in the purposes of the society shall be eligible. Individual members shall have one vote.
2. Family Membership – Any members of a family living at the same residence shall be eligible including parents and dependents up to the age of sixteen. Family memberships shall have one vote.
3. Senior Membership – Any person who has attained the age of sixty and is interested in the purposes of the society shall be eligible. Senior members shall have one vote.
4. Business/Institutional Members – Any business, organization, board, school, or library interested in the history of Benicia shall be eligible and have one vote.
5. Life Members – Individuals only shall be eligible and each Life Member shall have one vote
6. Honorary Members – Upon nomination by the Board of Directors, Honorary membership may be conferred upon any person whose activities have contributed to the objectives of the society. Honorary members shall be elected by three-fourths (3/4) vote of members present at the annual meeting. Honorary members shall have no vote.

**ARTICLE IV**  
**Officers and Board of Directors**

- Section 1. The officers shall be the President, Vice President, Recording Secretary, Corresponding Secretary, Historian, Past President Treasurer and six Directors.
- Section 2. The officers and directors shall constitute the Board of Directors.
- Section 3. All members of the Board of Directors shall have one (1) vote.
- Section 4. The President, Vice President, Recording Secretary, Corresponding Secretary and the Historian shall be elected for a term of two years. The Treasurer and the Directors shall be elected for terms of three years. The immediate past president shall serve Ex officio.

**ARTICLE V**  
**Election of Officers and Board of Directors**

- Section 1. All officers and directors shall be elected by a plurality of votes.
- Section 2. The ~~chair of the board of directors~~ **President** will appoint a nominating committee chair at ~~a the February~~ **Regular** board of directors meeting. The nominating committee chair will select one additional board member and one (1) member at large to serve as the nominating committee. This said committee will present a slate of officers to ~~the~~ **March a Regular** Board of Directors meeting for consideration of nomination. At this time members of the society may submit names of other nominees. The Board of Directors shall vote on a slate to present for ratification by the general membership at ~~the next a~~ general meeting. Nominations may also be made from the floor at that meeting.
- Section 3. A candidate for election shall be an individual active member or a life member.
- Section 4. A person who has been elected to the Board of Directors for two (2) consecutive terms, or elected as President or Vice President for three (3) consecutive terms, shall not be nominated to the same office unless one (1) year elapses between the end of his/her last term and the beginning of the term for which he/she is nominated.
- Section 5. Officers and directors shall be installed at ~~the annual~~ **a General Membership** meeting, and shall serve until their successors have been duly elected and installed. In the event of resignation or incapacity of any director or any officer except the President, the vacancy may be filled by a majority vote of the Board of Directors for the unexpired term of office.
- Section 6. To assure continuity in the Board of Directors, their terms shall overlap by electing two directors each year.

**ARTICLE VI**  
**Amendment**

This constitution may be amended at a general membership meeting by a two-thirds (2/3) vote of the responding membership. The notice of amendments shall be sent to members not less ~~that then~~ **than** (10) days or more than thirty (30) days prior to the annual meeting. All proposed amendments shall be submitted in writing to the bylaws committee.

# BENICIA HISTORICAL SOCIETY, INCORPORATED

## BYLAWS

### ARTICLE I Membership and Dues

- SECTION 1. Any person interested in the history of Benicia, who applies for membership and tenders the necessary dues, may become a member.
- SECTION 2. Annual dues for individual active members shall be fifteen dollars (\$15.00).
- SECTION 3. Annual dues for families shall be twenty dollars (\$20.00).
- SECTION 4. Annual dues for senior membership shall be ten dollars (\$10.00).
- SECTION 5. Annual dues for Business/Institutional Membership shall be twenty-five dollars (\$25.00)
- SECTION 6. Dues for Life Members shall be one hundred fifty dollars (\$150.00) in one payment.
- SECTION 7. Honorary Membership shall be conferred for one year. An Honorary member shall be exempted from the payment of dues during that year.
- SECTION 8. Annual dues shall be payable in advance and members in arrears more than two months after payment is due shall be issued a second notice and shall be dropped from membership after a total of six months.
- SECTION 9. New members joining during the last quarter of the year will have dues credited to December 31 of the following year, with the exception of life members.
- SECTION 10. Yearly membership shall run from 1 January to 31 December.

### ARTICLE II Meetings

- SECTION 1. The Quorum for the Board of Directors shall be seven voting members. The Quorum for a general membership meeting shall be constituted by attending members in good standing.
- SECTION 2. ~~Regular~~ **General Membership** meetings of the society shall be held ~~on a quarterly basis~~ **four (4) times a year**.
- SECTION 3. Following proper notification, special general meetings of the Society may be called by the President.
- SECTION 4. The Board of Directors shall meet ~~monthly~~ at least ten (10) times a year. Special meetings of the Board of Directors may be called by the ~~Board Chair~~ **President** or a majority of the Board Members as presented in writing to the ~~Chair~~ **President**.

~~SECTION 5. The annual meeting of the society shall be in May in commemoration of the founding of Benicia in May 1847.~~

### ARTICLE III Duties of the Officers and Board of Directors

- SECTION 1. The president shall have executive supervision over the activities of the society within the scope provided by these Bylaws on the activities of the society; appoint the Chairs of Committees and delegates not otherwise provided for. He/she shall sign all membership certificates along with the Treasurer. The President shall chair the Board of Directors.
- SECTION 2. The Vice President shall assume the duties of the President in the event of absence, incapacity or resignation of the President **and Chair the Programs Committee.**
- SECTION 3. The Recording Secretary shall keep the minutes of meetings of the society and of the Board of Directors. He/she will assume the duties of the Corresponding Secretary in the event of sickness or absence of the Corresponding Secretary.
- SECTION 4. The Corresponding Secretary shall issue notices of regular and special meetings and carry on all official correspondence of the society. He/she will assume the duties of the Recording Secretary in the event of sickness or absence of the Recording Secretary.
- SECTION 5. The Treasurer shall be responsible for the safeguarding of the society funds and for maintaining adequate financial records. He/she shall deposit all monies received by him/her with a bank selected by the Board of Directors and in the name of the Benicia Historical Society, Incorporated. ~~He/she shall maintain a list of members in good standing and render an annual report.~~
- SECTION 6. The Historian will be responsible to provide active study and research with respect to the history of the City of Benicia: Encourage and participate in the recording of past events of historical nature: Be responsible for verification of the authenticity of such data: Foster public awareness of the unique historical heritage of the City of Benicia: Work with program and publicity committees in providing programs and newspaper articles of historical interest: to make timely reports to the Board of Directors and to the society regarding the aforesaid activities.
- SECTION 7. The board of the directors shall have the power to conduct routine business of the society. It shall select candidates for office pursuant to the Constitution. The Board of directors shall decide questions of policy that for any reason cannot be acted upon at a meeting of the society and perform such other functions as designed in the Bylaws or otherwise assigned to it. At any meeting of the Board of Directors seven (7) members shall constitute a quorum.
- SECTION 8. The Board of Directors through the ~~chair~~ President shall render an annual report at the annual meeting. The Board of Directors shall select three members to act as a Board of Audit prior to the annual meeting.

SECTION 9. No Board member shall represent him/herself as speaking for or writing for the society without permission in advance from the board.

SECTION 10. ~~When~~ a Board member misses three consecutive meetings ~~unexcused, this not~~ **excused by the President, it** is grounds for removal and should be brought before the Board for resolution. If a Board member is not acting in the best interest of the society and their fellow members this also should be brought before the Board for discussion and resolution. Removal of a Board member requires a super-majority (3/4) of the entire Board to vote in the affirmative for removal.

#### ARTICLE IV Committees

SECTION 1. The society shall have the following Standing committees:

- A. Program Committee: Responsible for arranging suitable programs; for setting time, place and date of special programs with the approval of the Board of Directors. **The Vice President shall chair this committee.**
- B. Membership Committee: Responsible for membership drives, of processing new candidates for membership and for maintaining ~~an attendance log~~ **a list of members in good standing and render an annual report.**
- C. Publicity Committee: Responsible for publicizing the meetings and activities of the society through various media. The ~~chair~~ **President** will work with the historian to achieve continuity.
- D. Budget Committee: Responsible for maintaining a viable budget and presenting same to the annual meeting. ~~This committee shall be chaired by the Treasurer.~~ **The Treasurer shall chair this committee.**
- E. Ways and Means Committee: Responsible for fund-raising.
- F. **Cemetery Committee: Responsible for maintaining and improving the City Cemetery.**
- G. **Audit Committee: Responsible for auditing the BHS books as required.**

SECTION 2. The president shall appoint the chairs of the Standing Committees, with the chair, in turn, selecting members of the society to serve on the committees. Other committee Chairs may be appointed by the President as directed by the Society or the Board of Directors. All committees should consist of a minimum of the three (3) persons.

#### ARTICLE V Parliamentary Authority

The rules contained in The Standard Code of Parliamentary Procedure (third edition) by Alice Sturgis shall govern the proceedings of the Society except in such cases as the governed by the Constitution or Bylaws. (The President may appoint a Parliamentarian).

#### ARTICLE VI

### **Amendment to the Bylaws**

These bylaws may be amended at the annual meeting by a two-thirds (2/3) vote of the responding membership. The notice of amendments shall be sent to members not less ~~than~~ than (10) days or more than thirty (30) days prior to the annual meeting. All proposed amendments shall be submitted in writing to the Bylaws committee.