

# **GLENDORA HISTORICAL SOCIETY BYLAWS**

## **Article I – Name**

The name of this organization shall be Glendora Historical Society.

## **Article II – Purpose**

This organization shall be dedicated to the preservation of the history of Glendora and the surrounding area. Under the auspices of The Glendora Historical Society, educational opportunities and programs will be offered to the public and research into local history will be promoted. With these goals in mind, the organization may acquire both real and personal property and may hold, use, lease, sell, convey, or otherwise dispose of the same. The organization may collect fees, dues, assessments, charges and other obligations from its members as authorized.

## **Article III – Membership**

Section 1. Any person interested in the purpose and objectives of this society, as stated in Article II, may upon payment of dues become a member of the Society.

Section 2. Membership shall not entitle the member to any property, rights, or ownership in, or of any of the property or assets of the Society.

Section 3. Membership shall fall in the following classifications: Regular Member; Family Membership; Student Member; Honorary Member; Life Member; Contributing Member; Patron Member, Corporate Member, and Benefactor Member.

Section 4. Transferring of membership shall not be permitted.

## **Article IV – Board of Directors**

Section 1. The Board of Directors shall consist of fifteen (15) voting members. The Board of Directors shall establish policies and procedures when necessary for the operation of the Museum and Rubel Pharm, and provide guidance to the Curator(s). The Board of Directors may include Non-voting Advisory Directors, including the Past President, as described in the Standing Rules, to assist the Board in their particular expertise, and/or to assist in the management of the operations of such other facilities as the Society may acquire in the course of carrying out its purpose. The Board shall appoint and discharge these non-voting Directors as required. Directors shall serve a one year term, or until their successors are elected.

Section 2. The Executive Board shall consist of these seven Officers, who are members of the Board of Directors: President, Vice-President of the Castle/Pharm, Vice-President of Museum, Secretary, Treasurer, Vice-President of Development, and Executive Vice-President of Administrative Services. They shall be elected by a majority of the general membership present at the Annual Meeting in May and shall serve for a one-year term, or until their successors are elected. The president may serve no more than two consecutive terms in the same capacity and may be reelected after a lapse of one year.

However, the General Membership may vote to waive said requirement. Officers and new Board members shall take office on July 1.

Section 3. The Past President is to serve as an ex-officio non-voting member.

Section 4. When the Board of Directors determines that an Officer or Director vacancy exists, a replacement shall be appointed by the Board at the earliest possible time considering the circumstances. The Board will determine the appropriate time to declare a vacancy exists.

Section 5. Volunteers, and Officers and Directors of this Society shall not receive compensation.

Section 6. When needed for the operations of the Society, the Board of Directors may hire part or full time paid staff. The powers and duties of the paid staff shall be assigned by the Board in accordance with Standing Rules.

Section 7. A quorum for the Board of Directors shall not be less than eight (8) present. In case of a tie, the President votes to break the tie.

Section 8. The Parliamentarian shall be appointed by the President and act as a Non-voting Advisory Director. He/she shall advise the Board on matters of parliamentary procedure.

Section 9. (a) CURATOR: The Curator(s) of the Glendora Historical Society Museum and Castle/Pharm or any other such facility as may require a curator, shall be appointed (or reappointed) by the Board of Directors annually and shall consist of one and not more than two persons for each facility. The Curators(s) shall be Non-voting Advisory Directors unless said Curator is an elected member of the Board of Directors.

(b) CURATOR VACANCY: The President will appoint a Search Committee of not less than three (3) members. They will advertise the vacant position, accept applications, interview applicants, and submit a recommendation to the Board of Directors for final approval.

#### **Article V - Election**

Section 1. The Nominating Committee of three, consisting of at least two Board members, shall be appointed by the President and submitted for approval at the December Board meeting.

Section 2. The Nominating Committee will present the slate of names of Officers and Directors at the March general meeting.

Section 3. Election of Officers and Directors of this Society, by a majority of the members present, shall be held at the May General meeting.

Section 4. If more than one person is running for a position, then voting shall be by secret ballot.

#### **Article VI – Duties of Officers**

The officers of the Society shall perform such duties as prescribed in the following Sections, as well as such other duties prescribed by these Bylaws, Standing Rules, and by the parliamentary authority adopted by the Society.

Section 1. The President shall preside at all meetings of the Society, shall be an ex-officio member of all committees except the Nominating Committee, and with the approval of the Board of Directors, appoint the Chairs of all committees and all other chairs, unless otherwise indicated elsewhere in this document or in the Standing Rules. It shall be his/her duty to attend and represent the Society, or appoint a delegate to represent the Society at all meetings and functions requiring a representative of the Society.

Section 2: The Vice-President of Administrative Services shall preside at all meetings of the Society in the absence of the President. The primary function of this office is to administer internal and external relations for Glendora Historical Society.

Section 3. The Vice-President of the Museum is chair of the Museum Advisory Committee (MAC) and shall preside at all meetings of the Society in the absence of the President and VP of Administrative Services. The primary function of this office is to provide the overall supervision of the activities at the Museum.

Section 4. The Vice-President of the Castle/Pharm is chair of the Castle Conservation Committee (CCC) and shall preside at all meetings of the Society in the absence of the President and Vice-President of Administrative Services and Vice-President of the Museum. The primary function of this office is to provide the overall supervision of the activities at the Castle and the Pharm.

Section 5. The Secretary shall keep an accurate record of all meetings of the Society. In his/her absence, the President shall appoint a Director to act as Secretary.

Section 6. The Treasurer shall receive and keep an accurate account of all monies paid to and disbursed from the Society and serve as Chair of the Financial Committee.

Section 7. The Vice-President of Development shall be in charge of fund-raising and coordinate fundraising activities for the Society.

Section 8. The Executive Board shall convene a special meeting when the President or any other two officers deem it necessary, or in emergency situations. An Executive Board action shall be confirmed by the Board of Directors at the next Board meeting. Two days' notice shall be given for a special meeting. An emergency meeting requires as much notice as possible given the particular circumstances.

## **Article VII – Meetings**

Sections 1. General Membership meetings shall be held in the months of January, March, May, July, September, and November, unless otherwise designated by the Board of Directors. The President shall see that notice of the time and place for the Annual Meeting shall be mailed or e-mailed to each member of the Society at least five days prior to the meeting. A quorum for these meetings is twenty-one (21) members with a majority vote being required to pass any motion, with the exception that changes to either the Bylaws or Articles of Incorporation require a two-thirds vote to pass. Notice shall be deemed effective when deposited in the mail or when sent via e-mail.

Section 2. Special meetings of the Society may be called at such times and places, in such a manner as the President or the Board of Directors may decide with the members notified thereof five days in advance. A quorum for these meetings is twenty-one (21) members, with a majority vote being required to pass any motion, with the exception that changes to either the Bylaws or Articles of Incorporation

require a two-thirds vote to pass.

Section 3. The Board of Directors shall meet monthly but may cancel a particular monthly meeting if said Board deems appropriate. Meetings shall be at a time and place as designated by the Board. A quorum for Board meetings is eight (8) Directors. Changes to Bylaws or Articles of Incorporation shall be approved for submittal to the General Membership with a two-thirds vote. Other matters require a majority vote to pass.

Section 4. Special meetings of the Board of Directors shall be held at such times and places as the Board may select, or may be called by the President or any two Directors by notice given at least two days prior thereto.

Section 5. At meetings of the Executive Board, a quorum is four (4) members, with a majority vote being required to pass any motions, except for changes in the Bylaws or Articles of Incorporation, which require a two-thirds vote for approval to submit to the full Board.

Section 6. No proxy voting shall be allowed at any meeting.

Section 7. The Board of Directors, in its discretion, may determine to have a Directors vote by e-mail if the circumstances warrant said method of voting.

#### **Article VIII – Committees**

Section 1. A Nominating Committee shall be appointed by the President, the duties of which are described in Article V. - ELECTION (above).

Section 2. The following oversight committees shall be appointed as set forth in the Standing Rules:

Finance Committee - The finance committee will be chaired by the Treasurer. The committee will be appointed by the Treasurer and confirmed by the Board.

Museum Curators Committee. The Museum Advisory Committee (MAC) shall be appointed by the VP of the Museum and it shall be confirmed by the Board.

Castle/Pharm Curators Committee. The Castle Conservation Committee (CCC) shall be appointed by the President and confirmed by the Board.

Other committees may be created at the discretion of the appropriate Officer.

#### **Article IX – Fiscal Matters**

Section 1. The fiscal year of the Society shall be from July 1 of each year to the following June 30.

Section 2. Assessment for dues or membership fees shall be set by the Board of Directors and approved by the membership.

Section 3. Section 2. Special funds shall be established in which donations to the Society for specific purposes are accounted for. Expenditures from these funds may be made only with the approval of the Board of Directors.

Section 4. Directors or members who incur expenses in the furtherance of the Society's business are allowed to be reimbursed with documentation and prior approval of the President.

#### **Article X – Amendments**

Section 1. The Bylaws of this Society may be amended at any General Membership meeting of the Society by a two-thirds vote of the members present. Notice of intention to make such amendments will be given at the previous General Membership meeting and/or the newsletter and/or by e-mail as the Board of Directors deem appropriate.

#### **Article XI – Parliamentary Authority**

Meetings shall be governed by *Robert's Rules of Order*.

#### **Article XII – Dissolution**

In the event of the liquidation or dissolution of the Society caused by the inactivity of the Society or otherwise, for a period of two years, all property and funds shall be disposed of at the Direction of the Board of Directors in accordance with the Articles of Incorporation.