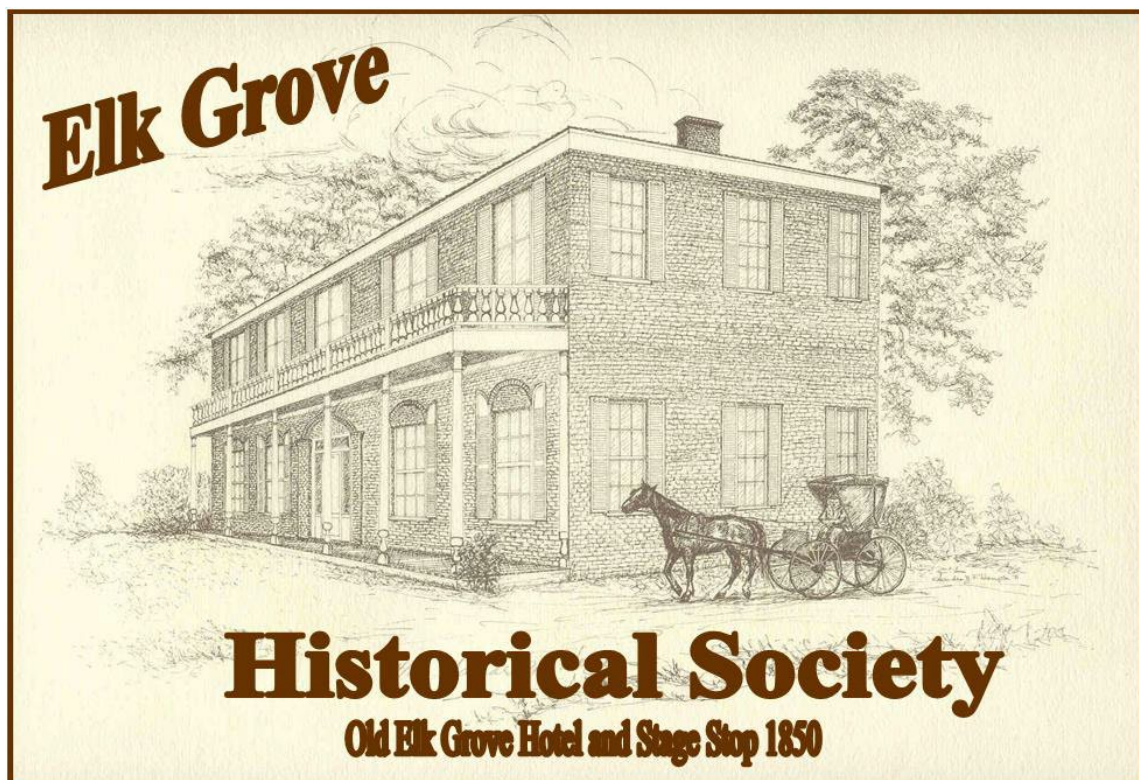


Bylaws

Elk Grove Historical Society

A California nonprofit corporation
incorporated on November 5, 1979



Bylaws of The Elk Grove Historical Society

Table of Contents

ARTICLE I - NAME:	1
ARTICLE II – PURPOSE AND GOALS:	1
<u>Section 1. Non-profit Purpose</u>	1
<u>Section 2. Specific Purpose and Goals</u>	1
ARTICLE III MEMBERSHIP	1
<u>Section 1. General Membership</u>	1
<u>Section 2. Honorary Membership</u>	2
<u>Section 3. Meetings</u>	2
<u>Section 4. Voting</u>	2
<u>Section 5. Quorum</u>	2
ARTICLE IV BOARD OF DIRECTORS:	2
<u>Section 1. Number</u>	2
<u>Section 2. Term of Office</u>	2
<u>Section 3. Election of Officers</u>	3
<u>Section 4. Qualifications</u>	3
<u>Section 5. Powers</u>	3
<u>Section 6. Vacancies</u>	3
<u>Section 7. Board Meeting Occurrence and Conduct</u>	3
<u>Section 8. Non-liability and Indemnification of Officers and Appointed Directors</u>	4
<u>Section 9. Insurance for Corporate Agents</u>	4
ARTICLE V DUTIES OF BOARD OFFICERS	4
<u>Section 1. President</u>	4
<u>Section 2. 1st Vice President</u>	5
<u>Section 3. 2nd Vice President</u>	5

Bylaws of The Elk Grove Historical Society

<u>Section 4. Recording Secretary</u>	5
<u>Section 5. Corresponding Secretary</u>	5
<u>Section 6. Treasurer</u>	5
ARTICLE VI - DUTIES OF APPOINTED DIRECTORS:	5
<u>Section 1. Webmaster</u>	5
<u>Section 2. Facilities Director</u>	6
<u>Section 3. Rhoads School Director</u>	6
ARTICLE VII - STANDING COMMITTEES:	6
<u>Section 1. Policy and Procedures</u>	6
<u>Section 2. Bylaws Review</u>	6
<u>Section 3. Nominating</u>	6
ARTICLE VIII - SUPPORT POSITIONS:	6
ARTICLE IX - FUNDRAISING AND EVENT COMMITTEES	7
ARTICLE X - EXECUTION OF INSTRUMENT, DEPOSITS AND FUNDS	7
<u>Section 1. Execution of Contracts</u>	7
<u>Section 2. Checks and Notes</u>	7
<u>Section 3. Deposits</u>	7
<u>Section 4. Gifts</u>	7
<u>Section 5. Dissolution</u>	7
ARTICLE XI - CORPORATE RECORDS	8
<u>Section 1. Maintenance of Corporate Records</u>	8
<u>Section 2. Directors' Inspection Rights</u>	8
ARTICLE XII - AMENDMENTS OF BYLAWS	8
ARTICLE XIII - CONSTRUCTION AND TERMS	8
Signatures of President & Recording Secretary	8
Revision History	9

Bylaws of The Elk Grove Historical Society

ARTICLE I – NAME:

The name of the organization shall be the Elk Grove Historical Society, a California nonprofit corporation incorporated on November 5, 1979. Its principal office is located at the Elk Grove House and Stage Stop in Heritage Park in the city of Elk Grove, Sacramento County, State of California. In this document, the Elk Grove Historical Society shall be referred to as the "Society" and the Board of Directors shall be referred to as the "Board".

ARTICLE II - PURPOSE AND GOALS:

Section 1. Non-profit Purpose

(a) The Elk Grove Historical Society is organized under the non-profit public benefit corporation law for public purposes and not for the private gain of any person. The property, assets and income of this corporation shall not benefit or be distributable to any director, officer, member, or other private person, except that the Society shall be empowered to pay reasonable compensation for services rendered to employees, if any, and/or individual contractors, and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

(b) The Society is organized exclusively for purposes subsequent to section 501 (c) 3 of the Internal Revenue Code and Section 23701 (d) of the California Revenue and Taxation Code.

(c) The organization shall not carry on any activities not permitted to be carried out by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office.

Section 2. Specific Purpose and Goals

The purpose of the Elk Grove Historical Society shall be to preserve, promote and maintain the history of the Elk Grove area, which includes Elk Grove, Wilton, Sheldon, Franklin, Sloughhouse, Bruceville, Rancho Murieta, Point Pleasant, Dillard, Florin and any historical communities of the area that no longer exist. Specifics of carrying out this purpose shall be detailed in the Society's Policies and Procedures document.

Article III - MEMBERSHIP:

Section 1. General Membership

(a) Membership in the organization shall be extended to all persons who are in accord with the purpose of the Society without discrimination in regard to age, gender, race, religion, sexual orientation or disability.

(b) Annual membership fees are to be set at the discretion of the Board based on the cost of operation of the Society. Membership fees are due the first of January and become delinquent on the first of March each calendar year.

Bylaws of The Elk Grove Historical Society

Section 2. Honorary Membership

A special, one-year, honorary membership category shall exist for a person who has performed some distinguished service for the organization. An honorary member pays no membership dues and enjoys all the privileges of the Society except those of voting and holding office.

Section 3. Meetings

- (a) Board of Directors meetings shall be held monthly throughout the year.
- (b) General membership meetings may be scheduled monthly throughout the year except for July and August. Programs of interest arranged by the Program Chairperson are presented and any Society special announcements are made.

Section 4. Voting

Members in good standing shall vote for Officers at the November general meeting and may also vote at a general meeting to accept an officer appointed by the Board in between November elections. Members in good standing shall also vote to adopt bylaws amendments presented by the Board at a general meeting.

Section 5. Quorum

One half (50%) of the Board shall constitute a quorum to conduct business. In the lack of a quorum a vote of those present only may be taken to adjourn to another time and date.

ARTICLE IV - BOARD OF DIRECTORS:

Section 1. Number

- (a) The Board shall have nine (9) voting Directors, six (6) of which shall be Officers elected annually by the membership at the November meeting and three (3) that shall be appointed or reappointed annually by the President who takes office in January. If a person holds more than one voting position, they will be counted as only one vote.
- (b) The six elected Directors shall hold the following Offices: President, 1st. Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary and Treasurer.
- (c) The three appointed Directors shall be: Webmaster, Rhoads School Director and Facilities Director.

Section 2. Term of Office

The six elected Board Officers shall be elected for one (1) year beginning in January and may serve consecutive terms except for the President who may serve a maximum of two (2)

Bylaws of The Elk Grove Historical Society

consecutive terms in that office. The three appointed Board directors shall serve for one (1) year beginning in January and may serve consecutive terms.

Section 3. Election of Officers

Election of officers shall take place at the November general meeting where the election shall be decided by a (50%+1) approval of members in good standing who are present at the meeting, plus the ballots received in the mail, and the ballots deposited on site at the museum in the ballot box.

Section 4. Qualifications

All Board Directors shall be Society members in good standing.

Section 5. Powers

The activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board subject to the provisions of the laws of California and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken. Society business shall be conducted at monthly Board meetings.

Section 6. Vacancies

(a) Vacancies on the Board shall exist on the death, resignation or removal of any Director and whenever the number of authorized Directors is increased. Directors may be removed from office by a simple majority vote of the Board.

(b) An elected Officer vacancy occurring between elections shall be filled by appointment by the President for the remainder of the term with a 50% + 1 approval of members in good standing present at the next regularly scheduled general meeting. An appointed Director position vacancy occurring during a term may be filled by appointment by the President for the remainder of the term.

(c) If a vacancy occurs in the office of President, the 1st Vice President shall automatically become the President for the remainder of the term.

Section 7. Board Meeting Occurrence and Conduct

(a) The Board shall meet monthly at a designated location, and these meetings shall be open to Society members and guests. A meeting may be cancelled from time to time by the President with prior notification to the board members.

(b) Special meetings of the Board may be called by the President, the 1st Vice-President, the 2nd Vice President, or by any two Directors. Such meetings shall be held at the usual location or, if different, at the place designated by the person or persons calling the special meeting.

Bylaws of The Elk Grove Historical Society

Closed meetings of the Board may be called by the President or any two Officers where the matters discussed and the minutes taken are not open to the public.

(c) Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law.

Section 8. Non-liability and Indemnification of Officers and Appointed Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society. The Directors shall be insured by the organization for any actions taken on behalf of the Society that are undertaken in good faith and do not rise to the level of intentional misconduct or gross negligence.

Section 9. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Society, including a Director, employee or other agent of the corporation, against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws or provisions of law.

ARTICLE V - DUTIES OF BOARD OFFICERS:

Section 1. President

(a) The President shall be the chief executive officer of the Society and shall supervise and control the affairs of the organization and the activities of the directors, subject to the control of the Board. The President shall call and preside at all board and general meetings.

(b) With approval of the Board, the President shall appoint or reappoint members in good standing to the following three 1-year Board positions: Webmaster, Facilities Director and Rhoads School Director.

(c) With approval of the Board, the President shall appoint three members in good standing to chair the following three 2-year Standing Committee positions whose duties shall be listed in the Policies and Procedures document: Bylaws committee; Policy and Procedures committee; and the Nomination Committee.

(d) With approval of the Board, the President shall appoint or reappoint members in good standing to 1-year Support positions and to 1-year fundraising positions as needed and as enumerated in Articles VIII and IX. These positions and their responsibilities shall be listed in the Policy and Procedures document.

Bylaws of The Elk Grove Historical Society

Section 2. 1st Vice President

The 1st Vice President shall assume all duties of the President in that person's absence or inability to perform the duties of the office and shall be responsible for all programs for the membership meetings.

Section 3. 2nd Vice President

The 2nd Vice President shall be responsible for coordinating the fundraising chairpersons and events chairpersons (Article IX) regarding dates, budgets and timelines.

Section 4. Recording Secretary

The Recording Secretary shall take minutes of the Society Board meetings, issue official notices as directed by the President, ensure copies of the Board meeting minutes are made available to members, and cause copies of all meeting minutes to be kept in a record binder located in the museum office.

Section 5. Corresponding Secretary

The Corresponding Secretary shall prepare and mail any official correspondence from the Society in a timely manner as directed by the President, Treasurer, Membership Director and/or other board members.

Section 6. Treasurer

(a) The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, including but not limited to donations, member dues and grant funds. The Treasurer shall disburse the funds of the corporation to vendors and to members as reimbursement as approved by the Board, taking proper vouchers for such disbursements.

(b) The Treasurer shall prepare and certify the financial statements to be included in his or her treasurer's report at the monthly Board of Directors meetings. The Treasurer shall prepare and submit, or cause to be prepared and submitted, the corporation's income tax reporting information required by federal and state authority in a timely manner.

(c) The Treasurer's accounts shall be reviewed biannually at the fiscal year end by an outside, independent auditor.

ARTICLE VI - DUTIES OF APPOINTED DIRECTORS:

Section 1. Webmaster

The Webmaster shall maintain & keep current the Society's web site account with the website provider, to include the social media networks.

Bylaws of The Elk Grove Historical Society

Section 2. Facilities Director

The Facilities Director shall be responsible on his or her own behalf and through Subordinate Coordinators for approved projects involving the Elk Grove Heritage Park Buildings and Grounds, specifically to include the upkeep and repair of grounds and structures, authorized construction, negotiation of facility rentals and leases and other non-Society uses, and coordinating with and in compliance with requirements of the Cosumnes Community Services District.

The Facilities Director may appoint Subordinate Coordinators for Grounds, Maintenance, Construction, Rentals and other Subordinate Coordinating positions as the Director deems necessary, and the Director may appoint himself or herself as one or more of the Subordinate Coordinators.

Section 3. Rhoads School Director

The Rhoads School Director shall represent the Rhoads School Board of Directors on the Society's Board and shall report on the status of activities and maintenance of the Rhoads School.

ARTICLE VII - STANDING COMMITTEES:

Section 1. Policy and Procedures

This committee will consist of three Society members in good standing, at least one appointed or reappointed by the President who will chair the committee whose term is one (1) year. The other two members may be selected by the chairperson. The intent of policies and procedures is to spell out operational details of the organization that are consistent with the current bylaws.

Section 2. Bylaws Review

The Bylaws Committee will consist of three Society members in good standing, at least one appointed or reappointed by the President who will chair the committee whose term is two (2) years. The other two members may be selected by the chairperson.

Section 3. Nominating

The Nominating Committee shall consist of three Society members in good standing, one appointed by the President; the two other members may be recruited by the appointed member or appointed by the Board.

ARTICLE VIII - SUPPORT POSITIONS:

Various Society Support positions may be created as needs arise. Society members in good standing will be appointed by the Board to fill those positions as needed on a year-to-year

Bylaws of The Elk Grove Historical Society

basis. These positions and their responsibilities shall be detailed in the Policy and Procedures document.

ARTICLE IX - FUNDRAISING AND EVENT COMMITTEES:

Various Society Fundraising and Event positions may be created as needs arise. Society members in good standing shall be appointed by the President with the approval of the Board to fill those positions as needed on a year-to-year basis. These positions and their responsibilities shall be detailed in the Policy and Procedures document.

ARTICLE X - EXECUTION OF INSTRUMENT, DEPOSITS AND FUNDS:

Section 1. Execution of Contracts

The Board may authorize the President, 1st Vice President, Facilities Director and the treasurer to enter into a contract or execute and deliver any instrument in the name of and on behalf of the organization. No single officer, board member or member shall have any power or authority to bind the Society by any contract or engagement, to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

No two related officers may sign and co-sign checks for the Society. Except as otherwise specifically required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society shall be signed by two of the following officers of the Society: the Treasurer, the President, and the 1st Vice-President, and the Assistant Treasurer.

Section 3. Deposits

All funds of the Society shall be deposited in a timely manner to the credit of the organization in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Society any contribution, gift, bequest, or device for the nonprofit purposes of this Society.

Section 5. Dissolution

(a) In the event of dissolution or winding up of this Society, after paying or adequately providing for the debts and obligations of the corporation, including those of the dissolution, all assets remaining shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable, literary and/or educational purposes and that has established its tax exempt status under Section 501(C) (3) of the Internal Revenue Code and Section 23701 (d) of the California Revenue and Taxation Code.

Bylaws of The Elk Grove Historical Society

(b) If the Society holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Sacramento County in which the Society has its principal office, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE XI - CORPORATE RECORDS:

Section 1. Maintenance of Corporate Records

The Society shall keep at its principal office minutes of Board meetings; books of financial accounting; records of business transactions including contracts; current rosters of Board members and general membership; and copies of the organization's Articles of Incorporation, bylaws and policies and procedures.

Section 2. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

ARTICLE XII - AMENDMENTS OF BYLAWS:

These bylaws may be amended at any regularly called meeting of the Board provided fourteen (14) days notice shall be given to each Director of the proposed amendment(s) to be acted upon at such meetings. Following approval by the Board the amended bylaws shall be presented to the general membership for a 50% + 1 approval vote at a regularly scheduled general meeting.

ARTICLE XIII - CONSTRUCTION AND TERMS:

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of California and used to establish the legal existence of this corporation.

These bylaws were revised through amendments approved by the Board of Directors on June 10, 2026, and subsequently approved and adopted by the General Membership on September 21, 2026, effective going forward from this adoption date.

President

Recording Secretary

Bylaws of The Elk Grove Historical Society

Revision History:

Revised: 1997
Revised: 1998
Revised: Feb 2001
Revised: Jan 2005
Revised: Jan 2007
Revised: Nov 2010
Revised: Jan 2015
Revised: Jun 2026

Subsequent Review Dates and Reviewers

Date	Reviewers
_____	_____
_____	_____
_____	_____