

BY-LAWS
OF THE
KINGSBURG HISTORICAL SOCIETY
A Non-Profit Corporation

PREAMBLE

The activities of the Society shall include

- A. The accumulation, organization, and protection of historic materials, including especially those of Kingsburg and adjacent portions of Fresno, Tulare and Kings Counties.
- B. The preservation and the marking of historical locations, especially those within the Kingsburg area.
- C. The promotion of interest in Kingsburg and California history generally, by the holding of public meetings on historical subjects and by the promotion of historical programs in the calendar of other societies, and in the public schools.
- D. The publication of such papers on historic subjects as are deemed to meet a standard of scholarship and of popular interest to justify such publication.
- E. Such other activities as shall be decided by the Board Of Directors,

ARTICLE I - NAME

The name of this corporation shall be KINGSBURG HISTORICAL SOCIETY, hereinafter referred to as "society."

ARTICLE II – Membership

Section 1. In General. This Society shall be a membership corporation and shall not be conducted for profit.

Section 2. Membership Status. Membership status may be revoked or rejected at the discretion of a majority of the Board of Directors.

Section 3: Types of Membership. The types of membership in the Society shall be the following. All membership types that are paid annually shall be subject to annual renewal not later than April 30th of each year. A grace period may be authorized by the board. Upon expiration, membership status will be changed to “inactive” until such time as the annual dues are received.

- A. ACTIVE MEMBERSHIP - for those who shall pay calendar year membership dues as set by the Board of Directors.
- B. INDIVIDUAL, FAMILY, BRONZE, SILVER, or Gold MEMBERSHIP - for those who shall pay calendar year membership dues as set by the Board of Directors.
- C. LIFE MEMBERSHIP -for those who shall pay an amount set by the Board In any calendar year with such members thereafter relieved from further payment of dues.

D. HONORARY MEMBERSHIP -for those who have rendered outstanding services to the Society. Such members shall not be subject to payment of dues.

Section 4. Rights and Privileges of Members. All members of the corporation, irrespective of their type of membership, shall have the same rights and privileges, including an equal voting right.

Section 5. Liabilities of Members. No member of the corporation shall be personally liable to the creditors of the corporation for any indebtedness or liability of the corporation, and any and all creditors shall look only to the assets of the corporation for payment.

Section 6 Meetings. The annual meeting of the members shall be held in April of each year at an hour and day to be specified in the notice to be given thereof. Written notice of the annual meeting must be given personally or by deposit in the United States mail not less than seven (7) days in advance of the meeting, to each member entitled to vote thereat. If such written notice be given by mail, it shall be addressed to the member at the address appearing in the books or records of the Society, or if there be no such address, it may be addressed to the member in the City or town and residence last known. The President shall call special meetings of the members on seven days written notice given in the manner above stated in this paragraph. Notices of special meetings of the members shall state the general nature of the business to be transacted thereat. All meetings of the members shall be held in the City of Kingsburg, and unless the notice of such meeting shall specify to the contrary, the meeting shall be held at the principal place of business of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Number of Members on Board of Directors. The Board of Directors shall consist of nine (9) members who have paid their annual Historical Society membership dues by the Society's Annual Meeting date. The majority of the Board members shall constitute a quorum for the transaction of business.

Section 2 . Election and Term of Office. Three (3) members Of the Board who have paid their annual Historical society membership dues by the society's Annual Meeting date shall be elected annually by the membership to succeed those whose terms expire. Board members shall serve three (3) year terms.

Section 3. Vacancies. Any vacancy or vacancies on the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining Board of Directors in office, even though less than a quorum.

Section 4. Meetings. Regular meetings of the Board of Directors shall be on a monthly basis, on the day of the month designated at the annual meeting. Regular meetings of the Board of Directors shall be held at any place within or without the state which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. The requirement of written notice of such regular monthly meeting is hereby dispensed with. Special meetings of the Board of Directors shall be called by the President at any time on at least three (3) days written notice given by personal delivery to each director, or by

mail as above specified. Notices of special meetings of the Board of Directors shall state the general nature of the business to be transacted thereat. Special meetings of the Board may be held either at a place designated therefore from time to time by a resolution by the board, or at the principal office. In the absence of a quorum at any meeting of the Board of Directors, the majority of the directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place were fixed at the meeting adjourned.

Section 5. Removal of Director. A Director may be removed from office, for cause, by a majority of the Board of Directors. Removal under this article shall render the removed Director ineligible for future service as a member of the Board.

Section 6. Compensation. The Board of Directors shall not receive compensation for their service as such.

Section 7. Powers of the Board of Directors. The management of the Society shall be vested in the Board of Directors, subject to the powers of the members as provided by law or as herein set forth. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- A. To select and remove all of the officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or the By-Laws, fix their compensation, and require from them security for faithful service.
- B. To conduct, manage, and control the affairs and business of the corporation as they may deem best.
- C. To change the principal office for the transaction of business of the corporation from one location to another within the City of Kingsburg; to fix and locate from time to time one or more subsidiary offices of the Society within or without the State of California; to designate any place within or without the state of California for the holding of Board or members' meetings; and to adopt make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- D. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation (to pledge to another as security without transferring title), or other evidences of debt and securities therefor.

Section 8. Financial Reimbursement. A Board of Directors member shall be reimbursed for Historical Society expenses. Members must submit an Itemized receipt(s) on an approved form to the Treasurer. Requests for reimbursement must be submitted in a timely manner; typically, within 45 days after they are incurred. The Historical Society Board of Directors shall have final approval of bills submitted.

Section 9. Removal for Failure to Attend Meetings. A board member who is absent more than three (3) times within any twelve (12) month period, may be removed immediately from the board of directors.

ARTICLE IV - OFFICERS

Section 1. Officers in General. The officers of this corporation shall be President, Vice President Executive Secretary, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person, other than the President, may hold more than one of these offices. Officers, other than the President need not be a member of the Board of Directors.

Section 2. Election. The Board of Directors shall elect all officers of the corporation for terms Of one (1) year or until their successors are elected and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled either by the Board of Directors or the Executive Committee.

Section 4. President. Subject to the control of the Executive Committee and the Board of Directors, the President shall have general supervision, direction, and control of the business affairs of the corporation. He shall preside at all meetings of the members and the Board and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Vice President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Executive Secretary. The Executive Secretary shall be the hired administrator of the corporation for carrying out its business activities. The Executive Secretary shall be an ex-officio member of the Board of Directors, the Executive Committee, and all other committees created by the Board of Directors.

Section 7. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and of the Executive Committee, shall keep the seal of the corporation, affix the same to such instruments and papers as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge other such duties as pertain to the office or as prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only by check of the corporation signed by such officers as may be designated by the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V - COMMITTEES

Section 1. **Executive Committee** There shall be an Executive Committee of three (3) or more members as determined by the Board of directors. The Board of Directors therefore shall appoint the membership. The Board of Directors is authorized to delegate to said Executive Committee, subject to the control of the Board, any of the powers and authorities of the Board, except the power to adopt, amend, or repeal the By-Laws or any of the powers and authorities of the Directors which are not permitted to be so delegated under the laws of the state of California.

Section 2. Powers of the Executive Committee. The Executive Committee shall have the following powers.

- A. Small Purchase Approval. With the unanimous approval of the Executive Committee, the board president may authorize a board member to make a purchase of \$400 or less providing the approved purchase is needed in a timely manner, and waiting until the next scheduled board meeting would not serve the needs of the park, its board members or employees.

Section 3. Other Committees. The Board of Directors may create such other standing and special committees and appoint membership thereto as may be deemed advisable by the Board of Directors.

ARTICLE VI – DONATIONS

Section 1. Donations.

A. Any cash donation of less than \$1,000 shall be deposited into the General Fund Account of the Kingsburg Historical Society and used at the discretion of the Board of Directors.

B. Cash donations greater than \$1,000 may be deposited into the General Fund account of the Kingsburg Historical Society and used at the discretion of the Board of Directors, or they may be deposited into a special budget category specified by the donor, provided:

1. The category named by the donor is approved by the Board of Directors, and
2. A Memorandum of Understanding (MOU) specifically explaining the donor's wishes is written. The approved MOU shall be signed by the donor and the Society president and treasurer. Both the donor and the Society and the Donor shall keep an original copy for their respective records,

C. All donations to the Kingsburg Historical Society shall be considered permanent and nonrefundable, unless the donor's wishes are not honored by the Historical Society Board as explained in the MOU, Article VI, B2.

ARTICLE VII – AMENDMENT OF THE BY-LAWS

These By-Laws may be amended or repealed, and any By-Laws adopted by the vote of a majority of the members of the Board of Directors except that a By-law fixing or changing the number of members on the Board may be adopted, amended, or repealed only by a majority of the members of this corporation.

CERTIFICATION

The undersigned, being the President and the Secretary, respectfully, of the above named corporation, do hereby certify that these By-laws were duly adopted on: February 29,1970, Amended on April 6,1989, Amended on May 13, 2013, Amended on December 14, 2015, Amended on September 12, 2016, Amended on October 9, 2017 Amended on April 9, 2018 Amended on June 8, 2018, Amended on August 20, 2018, Amended on February 17,2020, and Amended on January 19, 2023.

As above set forth.

Michael R. Dunn, Board President

Matthew Gehrett, Vice President