

**BYLAWS OF THE
CONGRESS OF HISTORY OF SAN DIEGO AND IMPERIAL COUNTIES
A NONPROFIT CORPORATION**

ARTICLE 1-NAME

1.1 The name of this Corporation shall be **THE CONGRESS OF HISTORY OF SAN DIEGO AND IMPERIAL COUNTIES** (hereinafter referred to as the “Corporation”).

ARTICLE II-OFFICES

2.1 The Corporation’s principal office shall be located in the County of San Diego, California.

2.2 The registered office may be, but need not be, identical with the principal office.

2.3 The Corporation shall have a registered agent whose office is identical with the registered office, as is required by the *California Nonprofit Public Benefit Corporation Law* (Title I, Division 2, Section 9000 et seq. of the California Corporations Code).

ARTICLE III-MISSION

3.1 The Corporation’s Mission is to provide unity among and to coordinate the educational efforts of other organizations interested in promoting a greater awareness of the history of San Diego and Imperial Counties and outlying regions among its members and the general public.

3.2 The Corporation will seek to fulfill its Mission through meetings, workshops, outreach programs, publications, electronic media, conferences, and other activities as authorized by the Corporation’s Board of Directors.

ARTICLE IV-MEMBERSHIP

4.1 The Corporation shall be composed of Members in Good Standing as defined in the Corporation’s Standing Rules, which are attached to these bylaws.

4.2 Membership List

- (a) The Corporation shall maintain a current Membership List.
- (b) The Membership List or any part thereof shall not be used by any person for any purpose not reasonably related to the Corporation’s purposes.

4.3 Dues

- (a) In order to be Members in Good Standing within the Corporation, members must pay the annual dues for their classification.
- (b) The Corporation’s Board of Directors may, at its discretion, set different Membership classifications, annual dues, fees, and assessments.
- (c) The Corporation’s Standing Rules shall describe the types of Membership classifications, dues, fees, and assessments.

4.4 Voting Rights

- (a) Each Member in Good Standing shall be entitled to one vote on each matter submitted for a vote by the members of the Corporation at its Annual Meeting or at a Special Meeting.

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- (b) A Member in Good Standing shall have the right to vote, as set forth in these Bylaws, on the following:
 - i. Electing Officers of the Corporation's Board of Directors
 - ii. Amending and/or rewriting the Corporation's bylaws
 - iii. Any motion to dissolve the Corporation.
- (c) Members shall have all rights afforded under the *California Nonprofit Public Benefit Corporation Law*.

4.5 Resignation. Any member may resign by forwarding a letter of resignation to the Membership Chairperson.

4.6 Termination of Membership. A simple majority of the Corporation's Board of Directors may vote to suspend or terminate a member's membership for cause after an appropriate hearing. Examples of cause may include misconduct or unethical behavior. Such action must be in accordance with the due process requirement of the *California Nonprofit Public Benefit Corporation Law*.

4.7 Reinstatement. Upon written request to the Board of Directors, a resigned or terminated member may be reinstated, at the discretion of the Board of Directors.

4.8 Disciplinary Action. Such action, if deemed advisable, can be taken as provided in *Robert's Rules of Order (Newly Revised)*.

ARTICLE V – BOARD OF DIRECTORS

5.1 Purpose

- (a) The purpose of the Board of Directors is to manage the affairs of the Corporation subject to any limitations contained in its Articles of Incorporation and Bylaws, *California Nonprofit Public Benefit Corporation Law*, as well as other federal, state and/or local laws.
- (b) All elected and appointed officers shall perform the duties prescribed by the Corporation's current and subsequently amended Articles of Incorporation, Bylaws, and Standing Rules, as well as the Parliamentary authority contained within *Robert's Rules of Order*.

5.2 Composition. The Board of Directors shall be comprised of Elected and Appointed officers who are individual Members in Good Standing of the Corporation.

5.3 Elected Officers. Elected Officers shall consist of the following: President, Vice-President, Secretary, Treasurer, Special Events Treasurer, and three Members at Large.

- (a) These officers shall be elected annually by a simple majority of members present at either the Corporation's Annual Meeting, or at a Special Meeting.
- (b) Elected Officers shall serve for one year from the day of their election until their successors have been chosen and seated.
- (c) All current and former Officers are eligible for re-election.

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- (d) Elected Officers shall not receive any monetary compensation for their services, nor exploit their positions for personal gain.

5.4 Elected Officers and Their Duties

(a) President

- i. Serves as the Chief Executive Officer of the Board of Directors and of the general membership. Is responsible for the preparation of meetings, their agendas and the orderly consideration of business relative to the Corporation's mission.
- ii. Appoints, with the approval of a majority of the Board of Directors, other non-elected officers as needed to fulfill the Corporation's mission.
- iii. Appoints all Standing or Special Committee Chairs, with the approval of the Board of Directors.
- iv. Serves as a voting member of all Committees, except the Nominating Committee.

(b) Vice President

- i. Assists the President in all duties.
- ii. In the President's absence, serves as presiding officer over all meetings of the Board of Directors and of the general membership.

(c) Secretary

- i. Takes minutes at all Regular, Annual, and Special Meetings, and submits them to the Board Members for approval at the following meeting.
- ii. Serves as custodian of the Corporation's records (except those specifically assigned to other Board or Committee members), correspondence, and reports of officers and committee chairpersons.
- iii. Keeps a copy of the Corporation's Articles of Incorporation, Bylaws, Standing Rules, meeting minutes and correspondence available for reference at all meetings.

(d) Treasurer

- i. Manages the Corporation's funds; receives all monies from all sources; has check signature authorization for disbursements approved by the Board of Directors; makes payment of all bills when due; and prepares required financial statements.
- ii. Deposits all monies received in bank accounts to the credit of the Corporation.
- iii. Maintains and keeps records of all business transactions of the Corporation. These books and accounts shall be open for inspection by any Member in Good Standing.

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- iv. Is responsible for the preparation and filings of any reports required by the State of California or any other governmental organization regarding non-profit Corporations.
- (e) Special Events Treasurer
 - i. Is responsible for receiving, recording, and transmitting to the Treasurer monies received for fees from the Annual Conference, Workshops, and other special activities.
 - ii. Disburses funds from the Corporation's bank account in pursuance of his or her duties.
- (f) Members at Large
 - i. Serve as voting officers on the Board of Directors.
 - ii. Help ensure compliance with Board policies and procedures, and all relevant legal and ethical standards.
 - iii. At the President's request, act as representatives or spokespersons for the Corporation.
 - iv. Perform other duties as directed by the President or the Board of Directors.

5.5 Appointed Officers

- (a) The President, with the approval of a majority of the Board of Directors, may appoint other officers as needed to fulfill the Corporation's Mission.
- (b) Such Appointed Officers will have the authority to perform such duties as defined in the Standing Rules attached to these Bylaws.
- (c) Any two or more appointed offices may be held by the same person.
- (d) Appointed Officers shall serve from the day of their appointment until the end of the term of the standing Board of Directors.
- (e) Appointed Officers are eligible for re-appointment.
- (f) Appointed Officers shall not receive any monetary compensation for their services, nor exploit their positions for personal gain.

5.6 Executive Committee

- (a) This Committee shall consist of the Corporation's current Elected Officers.
- (b) The Committee shall have the power to act for the Board of Directors between the Regular Meetings of the Board of Directors.
- (c) A simple majority vote of the Executive Committee members, either in person or via electronic mail or telephone, shall be needed for a motion to pass.
- (d) The Executive Committee cannot modify any action taken by the Board of Directors.

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- (e) Regular minutes of any meetings of the Executive Committee shall be kept and all actions of the Committee shall be reported to the Board of Directors at the latter's next scheduled meeting.

5.7 Manner of Acting. All Elected and Appointed Officers shall perform the duties prescribed by the Corporation's Articles of Incorporation, Bylaws, and Standing Rules, as well as the Parliamentary authority contained within *Robert's Rules of Order*.

5.8 Cessation of Term/Vacancies.

- (a) A simple majority of the Board of Directors may vote to suspend or expel a Board Member for cause after an appropriate hearing at an Annual, Regular, or Special Meeting.
- (b) Examples of cause may include non-payment of dues, misconduct, or unethical behavior. Such action must be in accordance with the due process requirement of the *California Nonprofit Public Benefit Corporation Law*.
- (c) Any vacancies of Elected or Appointed Officers shall be filled by a majority vote of the Board of Directors.

ARTICLE VI – COMMITTEES

6.1 Formation. The President, with the approval of a majority of the Board of Directors, may appoint such ad hoc, standing, or special committees as are required, at any time during the term of office.

6.2 Duration. Such committees shall automatically terminate at the close of the business year in which they were appointed, or at the termination of the project for which they were appointed. Examples of Committees are listed and defined in the Corporation's Standing Rules.

ARTICLE VII – NOMINATIONS

7.1 Nominating Committee. The President, with the approval of a majority of the Board of Directors, shall appoint a Nominating Committee consisting of no fewer than two (2) Members in Good Standing, and shall designate one as Chairperson.

7.2 Duties. The Nominating Committee shall review candidates and make and present nominations for the offices of President, Vice President, Secretary, Treasurer, Special Events Treasurer, and three (3) Members at Large. Members of the Nominating Committee are not barred from becoming nominees for offices.

7.3 Acceptance of Nomination. It shall be the responsibility of the Chairperson of the Nominating Committee to contact all nominated persons to obtain their agreement to serve, if elected.

7.4 Date of Presentation of Slate. Nominations shall be presented at the Annual Meeting held in February. The location of the meeting and the slate of officers must be announced at least one month prior to the Annual Meeting.

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7.5 Nominations from the Floor. Following the presentation of a proposed slate by the Nominating Committee, nominations may be made from the floor by any member. All such nominees must agree to serve, if elected.

ARTICLE VIII – MEETINGS

8.1 Annual Meetings. The Annual Meeting of the Corporation shall be held in February of each year at a date and place set by the Board of Directors. The meeting shall be held at a site somewhere in San Diego or Imperial Counties, either by invitation of a member organization or by arrangement of the President. The primary purpose of the Annual Meeting is for the general membership to vote for the elected officers of the next Board of Directors.

8.2 Regular Meetings. The Board of Directors of the Corporation shall meet at least four times a year, at such place as the officers shall designate. The Board may consider motions or suggestions from members in attendance at these meetings. A simple majority vote of the Board of Directors in attendance shall be needed for a motion to pass.

8.3 Special Meetings. The President or other Officer may call for a Special Meeting at any time, for any purpose. Notice of a Special Meeting must be sent in writing by surface mail, and/or as an attachment via electronic mail, at least thirty (30) days in advance to the Board Members and general membership. Such notice shall specify the nature of the business to be discussed, and discussion will be limited to that topic alone.

8.4 Quorum. A simple majority of the Board of Directors [half, plus 1] shall constitute a quorum for the transaction of business at any Regular or Special Meeting of the Board of Directors. No vote by proxy will be accepted. If less than a majority is present at a meeting, a simple majority of the Board Members present may adjourn the meeting without further notice.

ARTICLE IX – PARLIMENTARY AUTHORITY

9.1 Rules of Order. The rules contained in the current edition of *Robert's Rules of Order (Newly Revised)* shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with the Corporations Bylaws or Standing Rules.

9.2 Parliamentarian. The President may appoint a Parliamentarian to advise him or her during his or her term of office.

ARTICLE X – BYLAWS

10.1 Operating Procedures. These Bylaws are the fundamental rules that apply to the Corporation's orderly operation.

10.2 Amending the Bylaws. These Bylaws may be altered, amended, repealed, and/or replaced by a two-thirds vote of Members in Good Standing present at any Regular, Annual, or Special Meeting of the Corporation, provided that this notice to amend the Bylaws was sent in writing to the membership via the United States Postal Service or electronic mail in writing at least thirty (30) days prior to the meeting.

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ARTICLE XI – STANDING RULES

11.1 Standing Rules. These are procedural rules related to the details of the administration of the Corporation.

11.2 The Standing Rules are temporary in nature and can be adopted, altered, or rescinded by a majority vote of the Board of Directors at a Regular or Special Meeting without previous notice.

ARTICLE XII – FISCAL RESPONSIBILITY

12.1 Membership Dues. The Board of Directors shall review and adjust the amount of Annual Membership Dues from time to time.

12.2 Payment of Dues. Annual Membership Dues shall be payable to the Corporation by members of each class by the end of July.

12.3 Corporation Finances. The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December in each year. The Treasurer shall prepare and present financial statements to the Board of Directors at each Regular Meeting, as well as an Annual Report for the membership at the Annual Meeting. The Corporation's financial records shall be subject to membership inspection at any time. Annual Financial Reports shall be available to the public.

12.4 Contracts. The Board of Directors may authorize any officer, or Committee Chairperson to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific transactions. A written copy of this authorization will be executed and given to the Treasurer and the officer or Committee Chairperson making the contract on behalf of the Corporation. In turn, a copy of any contract made on behalf of the Corporation shall be forwarded to the President with a copy to the Treasurer.

12.5 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

12.6 Deposits. All funds of the Corporation shall be deposited by the Treasurer from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. The signatories on these depositories should include the Treasurer and two other Board Members.

12.7 Donations. The Board of Directors may accept on behalf of the Corporation any monetary contribution, gift, bequest, etc., to fulfill its mission. All donations and their value will be reported to the Treasurer for auditing purposes.

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ARTICLE XIII – PROPERTY AND DISSOLUTION

13.1 Property and Asset Ownership. The property and assets of the Corporation shall be vested in the persons comprising the Board of Directors. No part of the assets or the net income of the Corporation shall be accrued for the benefit of an individual Board Member. All property and assets of the Corporation shall be recorded and reflected in the Corporation’s financial statements.

13.2 Dissolution. Upon the dissolution of this Corporation, any assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational or historical purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code. The Board of Directors shall make the decision, with a simple majority vote, regarding to whom the money will be distributed.

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KNOW ALL YE: That we, the undersigned, being duly elected or appointed members of the BOARD OF DIRECTORS of the CONGRESS OF HISTORY OF SAN DIEGO & IMPERIAL COUNTIES, hereby assent to the foregoing Bylaws and adopt them as the Bylaws of this Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 18 day of February , 2012.

//signatures of the Current Board of Directors:

Signed, 18 February 2012

Alexander D. Bevil, President

Signed, 18 February 2012

Anita Peterson, Vice President

Signed, 18 February 2012

Patricia L. Bevil, Secretary

Signed, 18 February 2012

Andrew Halmay, Treasurer

Signed, 18 February 2012

Helen Halmay, Special Events Treasurer

Signed, 18 February 2012

Dianne Cowen, Member at Large

Signed, 18 February 2012

Jonnie Wilson, Member at Large

Signed, 18 February 2012

Louise Torio, Member at Large

Signed, 18 February 2012

Chris Milnes, Parliamentarian

Signed, 18 February 2012

Ray Blavatt, Webmaster

STANDING RULES of THE CONGRESS OF HISTORY of SAN DIEGO & IMPERIAL COUNTIES

These **STANDING RULES** are rules related to the details of the administration of the Congress of History (Corporation). They are temporary in nature and can be revised or repealed by a majority vote of the Board of Directors at a Regular, Annual, or Special Meeting, without previous notice.

Rule 1: Members in Good Standing: Definition – Any person who has fulfilled the minimum requirements for membership in the Corporation by remaining current on Corporation dues and payments, and who has neither voluntarily withdrawn nor been expelled or suspended from membership after appropriate proceedings consistent with lawful provisions of the Corporation’s Articles of Incorporation and/or Bylaws.

Rule 2: Classes of Membership and Annual Dues – The various Classes of Membership and Annual Dues are as follows:

Individual – An adult between 18 and 64 years of age. (See “Senior” and “Student” below.)
Dues: \$20

Family – Two adults living at the same address. Each member shall have equal voting rights.
Dues: \$25

Senior – An adult 65 years of age or older.
Dues: \$15

Student – An individual enrolled in a public or private K-12 school or state-accredited institution of higher learning.
Dues: \$15

Organization – A profit or nonprofit corporation, partnership, cooperative, association, or government entity, the membership of which shall be limited to one designated delegate, not the entire Corporation’s membership. That individual must show proof that he or she is a designated delegate with voting rights. In addition, that delegate may also hold an Individual Membership in the Congress of History, but is subject to paying the required Individual Membership dues. The designated delegate may cast one vote during any Annual or Special Meeting for the member organization he or she represents. A delegate who is also a Member in Good Standing of the Congress of History is entitled to one additional vote during any Annual or Special Meeting.
Dues: \$25

Patron – An individual, family, or organization that wishes to give a higher degree of financial support to the Congress of History. The same representational rules pertaining to the Corporation apply for this classification.
Dues: \$100 or more

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Life – An individual who wishes to make a one-time donation for life-long membership benefits.

Donation: \$250

Rule 3: Committees – May consist of, but are not limited to the following:

Executive – See Bylaws Article §5.6

Meetings – Responsible for making arrangements for the location of each Regular or Special Meeting of the Corporation. Also may be asked to arrange for refreshments or meals.

Conference Planning – In charge of organizing the Annual Conference. The Committee chairperson and members shall follow the current edition of the *ABC's for Planning and Creating the Annual Congress of History Conference*. See Bylaws Article §12.4

Publicity – In charge of publicizing Corporation events through advertising, news releases, the Corporation's web page, and other media to promote the Corporation's mission and increase membership and attendance at various meetings, workshops, and conferences.

Membership – Responsible for maintaining a list of current members as well as assisting in recruiting new members for the Corporation.

Archives – Keeps all records of the activities of the Corporation, including press releases, photographs, programs, and news articles about the Corporation and its activities/members.

Workshop – In charge of any workshops sponsored or co-sponsored by the Corporation. May call on Publicity and Meetings Committees for assistance.

Awards – Responsible for soliciting award nominees and selecting and notifying those individuals who will be receiving awards at the Annual Conference. Also responsible for preparing the award certificates and conducting the Awards Program at the Annual Conference.

Mailing – Responsible for distributing materials as directed by the Board of Directors or Committee Chairpersons.

Publication – Responsible for preparing, writing, publishing, and distributing *Adelante*, the official newsletter of the Congress of History.

Rule 4: Registered Office – The mailing address of the current registered office of the Corporation shall be listed in each issue of *Adelante* and the Corporation's Web Site.

Rule 5: Meetings – The Corporation's Board of Directors shall hold Regular Meetings on the third Saturday in January, February, May, July, September, and November at a designated place

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as published in *Adelante* or on the Corporation's Web Site. Meetings will be open to the Corporation's membership as well as the general public. However, only Members in Good Standing are allowed to vote during all Annual and Special Meetings.

Rule 6: Executive Decisions between Regular Meetings – Can be accomplished by a majority vote of the Executive Committee. The results of the voting will be sent to all Board Members. The Secretary shall keep an official record of the votes.

Rule 7: Conference – The Corporation shall strive to hold an Annual Conference every March according to the guidelines contained in the *ABC's for Planning and Creating the Annual Congress of History Conference* (as revised).

Rule 8: Event Announcements – Member Corporations in good standing may have announcements of, or invitations to, their activities placed in the regular bi-monthly edition of *Adelante* or in an electronic *Adelante Update* (if the information is received too late for publishing in the regular *Adelante*). All articles are to be edited and approved by the *Adelante* editor before publication.