

# **<sup>1</sup>BY-LAWS OF THE CHINESE HISTORICAL SOCIETY OF SOUTHERN CALIFORNIA**

## **ARTICLE I – NAME**

The name of this society shall be the Chinese Historical Society of Southern California, Inc.

## **ARTICLE II – PURPOSE AND FUNCTIONS**

The purpose of the Chinese Historical Society of Southern California, Inc. shall be:

- to advocate for a wider understanding of the significance of the role of Chinese and Chinese Americans in the history of Southern California;
- to bring together people with a mutual interest in the Southern California history of Chinese and Chinese Americans;
- to perform all the functions required to acquire, preserve, and communicate knowledge of this important history; and
- to promote a better appreciation of our rich multi-cultural society.

Functions:

- to discover any material which may help to establish to illustrate to the progress of history of the Chinese in the area.
- to collect any printed material and artifacts illustrative of life, conditions, events, and activities of the past and present.
- to provide for the preservation of such material and for its accessibility as far as may be feasible for all who wish to examine or study it.
- to disseminate historical information and to stimulate interest in Chinese American history through various long and short-term projects.
- to cooperate with historical societies for a broader historical perspective.

## **ARTICLE III – MEMBERSHIP AND DUES**

### **Section 1. Membership Eligibility**

Any person or entity interested in the history, purposes, and activities of the Society shall be eligible for membership in the appropriate category upon payment of the necessary dues. These categories are:

- a. Individual member.
- b. Contributing member: students and seniors (sixty years of age or over).
- c. Life member (grandfathered in).
- d. Corporate member: business firms or for-profit corporations.
- e. Diamond member.
- f. 100 x 100 member.

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<sup>1</sup> Historical Note: The three pages of the Articles of Incorporation were notarized on 23 Dec 1976. Revisions to By-laws were made 9 January 1985, 5 June 1991, 31 July 1996, and 10 November 2003. This 2024 revision was drafted on 15 May 2024.

## Section 2. Annual Dues

Annual dues are due by December, and shall cover the next calendar year. The amount for the Annual Dues is set by the Board, and any change shall be determined by majority vote of the Board, to be announced to the Membership by the Board by October.

## Section 3. Membership Voting Rights

Members will have 1 vote and can cast a vote for Board and Officers by ballot, by-laws changes (as applicable) and to ratify activities of the past year of Board activity.

# ARTICLE IV – MEMBERS MEETINGS

Section 1. The Board reserves the right to admit attendance at the Membership Meetings, with Board authority to prohibit or remove individuals with disruptive or inappropriate behavior. Remote attendance shall qualify as an official meeting attendance, and for quorum purposes.

Section 2. The June meeting shall be both the Annual and Members Meeting. At the Annual Meeting, Board elections, including Officers, will be held. In addition, Membership will be asked to ratify the major activities of the past year's Board.

Section 3. A minimum of fifteen (15) members in good standing shall constitute a quorum for the Annual Members Meeting.

Section 4. Special meetings may be called by the President with board approval or at the written request of fifteen (15) members in good standing of the Society.

# ARTICLE V – THE BOARD OF DIRECTORS

## Section 1. Qualifications and Composition

When taking office, members of the Board of Directors must be Society members in good standing. The officers and directors-at-large together shall constitute the Board of Directors. All Board of Directors must disclose any conflicts of interest. Any potential conflicts of interest will be decided by the Board for disqualification.

## Section 2. Number

The Board of Directors shall consist of no less than thirteen (13) members and no more than seventeen (17) members.

## Section 3. Service Period

- a. The Service Period is from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.
- b. Officers: The Service Period for all officers shall be for one year.
- c. Directors-at-Large: Directors are elected every two years.
- d. Any officer or director-at-large who has served more than nine months within a program year shall be considered to have served a full year.

## Section 4. Duties of the Board of Directors

The Board of Directors shall decide questions of policy and conduct all the affairs of the Society that for any reason cannot be acted upon at a meeting of the Society, and perform such other functions as designated in the by-laws or otherwise assigned to it.

## Section 5. Meetings and Quorum

- a. Meetings: There shall be a minimum of six (6) Regular meetings of the Board during the program year.
  - (1) The rules contained in Robert's Rules of Order, Newly Revised shall govern the proceedings of the Society except in such cases as are governed by the by-laws.
  - (2) Regular Meetings include remote meetings, hybrid meetings and in-person.
- b. Quorum: A simple majority of the Board membership shall constitute a quorum to conduct business.
- c. Special meetings of the Board of Directors may be called by the President or by a written request of a majority of the Board.

## Section 6. Vacancies

- a. Except for President, all vacancies of officers or directors-at-large shall be nominated by the President and ratified by the Board.
- b. The replacement officer or director-at-large shall serve out the balance of the year.
- c. In the event of a Presidential vacancy, the Vice President shall assume the role of President.

## Section 7. Removal of Directors

- a. An officer or director-at-large shall be removed from office before expiration of his/her service period if it is determined by the vote of the membership of the Society that such officer has been guilty of misconduct in office.
- b. Misconduct in office shall be the sole grounds for which an officer or director-at-large may be removed from office. The term "misconduct in office" shall be defined to include, but is not necessarily limited to, the following acts:
  - (1) Commission of a crime involving moral turpitude.
  - (2) Abuse of the powers entrusted to the officer.
  - (3) Where a Conflict of Interest arises, including a breach of fiduciary duties or self-dealings.
  - (4) Any other conduct contrary to the interests of, or tending to cause disrepute to the Society.
- c. Directors may also be removed due to Excessive Absenteeism.
  - (1) Excessive Absenteeism shall be defined as missing three meetings, during a Service Period, without good cause. Good cause shall be determined at the sole discretion of the Board.
- d. The removal of an officer or director-at-large can be initiated through the creation of a committee by the Board or by vote of the Society at a regularly scheduled meeting.
  - (1) The motion shall name the five members of the committee and a convener or chairperson, and the committee shall report back within two months with its recommendations and findings.
  - (2) An officer or director-at-large can be removed only by the Society at a regular Board meeting, at which a quorum of voting members is present, by a two-thirds vote of those members voting.

## **ARTICLE VI – OFFICERS AND DIRECTORS-AT-LARGE**

### Section 1. Officers

- a. The officers shall be, in the order of succession, the President, Vice President, Secretary, Treasurer, and Membership Secretary.
- b. All officers shall be elected for the service period of one year, shall hold office until their successors are elected, and can be re-elected to the same position.
  - (1) The President and Vice President can serve for a maximum of two (2) consecutive service periods (two years), after which one year must elapse before the person can be re-elected to the same office. Any of the above officers who have served more than nine months shall be considered to have served a full-service period (one year) in that office.
  - (2) The Treasurer, Secretary and Membership Secretary have no limit to the number of consecutive service periods they can serve in the same office.
- c. The Board can appointment additional officers as needed.

**Section 2. Duties of the Officers**

- a. The President shall have executive supervision over the activities of the Society provided by these by-laws. The President shall preside at all Society membership meetings. The President shall report at each Board meeting and annually to the membership on the activities of the Society. The President shall appoint chairpersons and members of the committees and delegates not otherwise herein provided. This officer shall be an ex-officio member of all Standing Committees of the Board. The President shall represent the Society at all functions and events as required.
- b. The Vice President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President. The officer shall assist the President as directed.
- c. The Secretary shall keep the minutes of meetings of the Society and the Board of Directors, shall have responsibility for the Corporation seal and legal records of the Society, and shall serve all notices to the membership required by these by-laws, state and federal laws, and shall maintain the correspondence of the Society.
- d. The Treasurer shall be responsible for ensuring that the Society’s financial books and records are properly maintained and its assets are protected from loss. The Treasurer shall be the chairperson of the Finance and Assets Committee. Additional duties and responsibilities of the Treasurer include:
  - (1) Providing the Board with monthly financial reports
  - (2) Managing the financial assets, including cash and investments
  - (3) Ensuring the timely filing of tax returns and other compliance reports

All officers shall perform other duties as provided by the by-laws or as required by the Board of Directors.

**ARTICLE VII – NOMINATIONS AND ELECTIONS**

**Section 1. Nominations and Elections Committee**

- a. The President shall appoint, with Board approval, a Committee and its chairperson. The chairperson shall confirm the voting right of the Members.
- b. The Committee shall include a chairperson, and two (2) or more members in good standing of the Society – but shall not include more than two (2) present officers.
- c. The Committee shall report to the membership meeting one (1) month prior to the elections, where additional nominations from the floor shall be accepted. Nominations shall then be closed.

- d. The election of officers and directors-at-large shall be held at the June Annual Membership Meeting, either by Members in-person, remotely or by proxy.
- e. The announcement of elections with the nominees shall be published at least two (2) weeks before the elections.
- f. The elections shall be conducted by the Committee chair.
- g. The elected officers and directors-at-large shall be installed during the June Board Meeting and shall begin their term of office on July 1.

## ARTICLE VIII – COMMITTEES

Section 1. Standing Committees shall have three or more members in good standing, including the chair of the Committees.

Section 2. The Standing Committees are these:

- a. Archives Committee: The Archives Committee shall be responsible for (1) collecting, cataloging, care, arrangement, access, and repair of books, manuscripts, newspapers, archival, and other historical source materials; (2) the collection, cataloging, cleaning, repair, access, and storage of archival and historical objects; (3) care for written, audio, and visual records of the Society;(4) for the care and upkeep of quarters containing the above resources; and (5) create, preserve and maintain digital assets.
- b. Publications Committee: The Publications Committee shall be responsible for developing and implementing Society publications, such as but not limited to, brochures, a newsletter, journal(s), books, and research studies.
- c. IT Committee: The IT Committee shall be responsible for IT policy, IT integrity, hardware/software, IT security, and website creation, security, etc.
- d. Historic Research and Recognition Committee: The Historic Research and Recognition Committee shall be responsible for planning, developing, and conducting research programs; for establishing the historic validity of sites, events, persons, or institutions proposed for identification as historical; for marking historic sites; for recognizing historic events, persons, or institutions.
- e. Program Committee: The Program Committee shall be responsible for coordinating, arranging and implementing programs for membership meetings, dinners, and similar events.
- f. Finance and Assets Committee: The Finance and Assets Committee shall be responsible:
  - (1) for the management of the Society’s assets, including financial accounts such as bank and brokerage accounts, as well as investments, real property, personal property and intangible assets;
  - (2) for the development of short- and long-term financial planning, including investment objectives, and financial policies;
  - (3) for overseeing the maintenance and accuracy of the Society’s financial books and records and financial statements and reports;
  - (4) for ensuring that the Society’s annual exempt organization information returns are timely filed with the Federal<sup>2</sup> and State governments;
  - (5) for ensuring that other Society information and tax returns<sup>3</sup> are timely filed with the appropriate government authorities;

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<sup>2</sup> The Federal Form 990 is required to be provided to the Board before it is filed.

(6) for the recommendation of policies to the Board relating to finances and assets.

The Finance and Assets Committee shall work together with other Standing Committees to help other committees with their responsibilities where finances are involved.

- g. Outreach Committee: The Outreach Committee shall be responsible for education, public relations, historical tours, exhibits, and community participation.

### Section 3. Special Committees

Special Committees may be created from time to time to carry out functions not included in Standing Committees.

## **ARTICLE IX – AMENDMENTS TO THE BY-LAWS**

These by-laws may be amended at any regular meeting with a quorum of voting members present, by a majority vote of those voting members present. Notice for the amendment must be given at a previous meeting. All proposed amendments must be submitted in writing and publicized.

The Members will be presented with any bylaw amendments prior to the Annual Meeting. Ratification of the bylaws will be by a majority of the Members at the Annual Meeting.

## **ARTICLE X – DISSOLUTION**

Upon the dissolution of the Society:

1. Dissolution may be recommended by the then current Board and approved by the then current Members, by 2/3 majority ballot vote.
2. After payment of all debts and liabilities of the Society, all remaining assets shall be distributed according to the Articles of Incorporation and as recommended by the then current Board and approved by 2/3 majority ballot vote. No Society member, individual, or group of individuals shall profit from this dissolution.
3. All collections, archives, and artifacts shall be distributed to those organizations, according to the Articles of Incorporation and as recommended by the then current Board and approved by 2/3 majority ballot vote.
4. All collections, donated as units, shall be distributed to an organization or organizations which qualify under IRC Section 501(c)(3) and as described in the Articles of Incorporation. Any organization receiving such a collection unit shall agree to a good faith effort of preserving the collection unit's integrity in its entirety and completeness.

**THE END.**

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<sup>3</sup> The Federal and State tax returns and the Sales Tax returns are prepared by the Treasurer and reviewed by the Board, including W-2 Payroll information, Form 1099-NEC, and CA Sales and Use Tax Returns.