

~~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, and 31 July 1996. This 1996 update was typed on 10 November 2003.~~

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 of gaining, preserving, and communicating knowledge of this important history; and
- ~~to understand the significant Southern California historical role of Chinese and Chinese Americans.~~

~~Knowing the heritage of our community is basic_ to maintaining our democratic American way of life and to promoting 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

¹ 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.

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. Institutional member: -organizations, boards, schools, or libraries.~~
- ~~e.d.~~ Corporate member: -business firms or for-profit corporations.
- ~~f. Life patron.~~
- ~~g.e.~~ Diamond member.
- ~~h.f.~~ 100 x 100 member.

Section 2. Annual Dues

Annual dues are due by December, ~~in advance~~ and shall cover the ~~following~~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, ~~for application for the next calendar year to be announced to the Membership by the Board by October.~~

Section 3. ~~Honorary Membership~~

~~Honorary membership may be conferred upon any person who has contributed significantly to the purposes and activities of the Society. Honorary members shall be elected, upon nomination by the Board of Directors, at a regular meeting at which a quorum of voting members is present, by a three-fourths vote of those members voting. An Honorary Member shall have all voting rights as a Regular Member.~~

~~Section 4. 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 – ~~MEMBERSHIP~~MEMBERS MEETINGS

~~Section 1. There shall be a minimum of six (6) meetings during the program year.~~Section 1.

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

~~Section 2. A minimum of fifteen (15) paid up members in good standing shall constitute a quorum for the Annual Members Meetings.~~

~~Section 3. Special meetings may be called by the President with board approval or at the written request of fifteen (15) paid up members in good standing of the Society.~~

~~Section 4. The April-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~~Service Period is from July 1st to June 30th of the following year.
- b. Officers: The ~~service period~~Service Period for all officers shall be for one year.
- ~~c. Directors-at-Large: There shall be two classes of directors-at-large, which shall be: Year-1 Director and Year-2 Director. The service period shall be two years, after which time the Director at-Large can be re-elected.~~
- c. Directors-at-Large: Directors are elected every two years.
- d. Any officer or director-at-large who has served more than ~~six~~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. ~~Chairperson of the Board~~

- ~~a. Duties: The Chairperson of the Board shall preside over all meetings of the board of Directors. The Chairperson shall appoint chairs and members of the Standing Committees of the Board and other necessary committees of the Board. The Chairperson of the Board shall execute all the duties and responsibilities of the Board herein and in the Standing Rules of the Society.~~
- ~~b. Term Limit: No individual shall serve more than two consecutive one-year terms as Chairperson of the Board.~~
- ~~c. Selection: The Chairperson of the Board shall be elected by the Board of Directors at the first meeting of the Board of Directors following the elections of officers and directors-at-large at the annual meeting. Directors-at-large who have had previous experience as Society President or Vice President shall be eligible for this position. In the event no director at-large is qualified, the Chairperson shall be nominated from any director at-large who has served as an officer or director for one full term (two years) previously.~~

~~Section 5. Board Meetings and Quorum~~

- a. Meetings: There shall be a minimum of six (6) ~~regular~~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 ~~7~~6. Vacancies

- a. ~~Except for President, all vacancies of officers or directors-at-large shall be filled:~~
 - ~~(2) Before mid-year~~ominated by ~~special election~~
 - ~~(3)a.~~ After mid-yearthe 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 ~~8~~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, ~~First~~ Vice President, ~~Vice President for Programs~~, Secretary, Treasurer, ~~Financial Secretary~~, 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, ~~First and~~ Vice President, ~~Vice President for Programs, and Secretary~~ 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 ~~six~~nine months shall be considered to have served a full-service period (one year) in that office.
 - (2) The Treasurer, ~~Financial 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. ~~Directors at large~~

~~Directors at large shall serve for no more than three (3) consecutive two-year service periods (six years), after which one year must elapse before the person can be re-elected as a director at large.~~

~~Section 3. 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 ~~First~~ 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 Vice President for Programs shall chair the Program Committee. This officer shall be responsible for the development of all programs for the Society, including education programs.~~
- ~~d.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. ~~The Treasurer and the Financial Secretary shall make semi-annual report and year-end reports to~~Additional duties and responsibilities of the Treasurer include:
 - ~~e.(1)~~ Providing the Board of Directors with monthly financial reports
 - ~~a.~~ The Financial Secretary shall be responsible of the safekeeping and maintenance of accurate records of the Society finances. The Financial Secretary shall:
 - ~~(0) Collect income, deposit funds, and disburse payment for expenses;~~

- ~~(0) Coordinate with the Membership Secretary to maintain accurate records of members' dues and related information;~~
- ~~(0) Make, with the Treasurer, a semi-annual and an annual year-end report to the Board of Directors; and~~
- ~~(0) Serve as a member of the Finance and Assets Committee.~~
- ~~f. The Membership Secretary shall process new candidates for membership, provide appropriate continuing services to members, maintain a membership list with suitable supporting information, maintain mailing lists for Society functions, and conduct drives for additional membership.~~
- ~~(2) Managing the financial assets, including cash and investments~~
- ~~(3) Ensuring the timely filing of tax returns and other compliance reports~~
- f. 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, ~~an elections committee~~ Committee and its chairperson. The chairperson shall confirm the voting right of the Members.
- b. The ~~nominating committee~~ Committee shall include a chairperson, and two (2) or more paid-up members in good standing of the Society – but shall not include more than two (2) present officers.
- c. The ~~nominating committee~~ 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. There shall be no more than six (6) directors-at-large held over to complete two (2) year terms. The nominating committee may cut short any director-at-large term where more than six (6) are at midterm.~~
- ~~e.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.
- ~~f.e.~~ The announcement of elections with the nominees shall be published at least two (2) weeks before the elections.
- ~~g.f.~~ The elections shall be conducted by the ~~nominating committee~~ Committee chair.
- ~~h.g.~~ The elected officers and directors-at-large shall be installed during the ~~month of~~ 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 ~~the care of the~~ 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 chaired by the Vice President for Programs and~~ shall be responsible for coordinating, arranging and implementing programs for membership meetings, dinners, and similar events.
- e. Financial Finance and AssetAssets Committee:
 - (2)f. The Finance and AssetAssets Committee shall be responsible:
 - (a)(1) for the management of all funds the Society's assets, including financial accounts such as bank and brokerage accounts, as well as investments, real property, equipment, personal property and other intangible assets;
 - (b)(2) for the development of short- and long-range-term financial planning, including investment objectives, and financial policies;
 - (c)(3) for the management of adequate and accurate financial overseeing the maintenance and asset-accuracy of the Society's financial books and records and financial statements and reports;
 - (-) for the management and maintaining of necessary corporation records and filing of necessary papers with public entities such as the corporation filing fee, federal and state income tax returns, and California sales tax returns; and
 - (4) for ensuring that the Society's annual exempt organization information returns are timely filed with the Federal² and State governments;
 - (5) for ensuring that other Society information and tax returns³ are timely filed with the appropriate government authorities;
 - (a)(6) for the recommendation of policies to the Board relating to finances and assets.
 - (4) The Finance and Assets Committee shall work together with other Standing Committees to help other committees with their responsibilities where finances are involved.
- f.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.

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

³ 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.

~~ARTICLE IX—EXECUTIVE DIRECTOR~~

~~Section 1. Duties to the Board~~

~~The Executive Director shall attend all meetings of the board of Directors and other committee and business meetings designated by the Chairperson of the Board or the President. The Executive Director shall report on his/her day to day activities at each Board meeting.~~

~~Section 2. Selection~~

~~The Executive Director shall be chosen or removed by a two-thirds vote of the full Board of Directors.~~

~~Section 3. Supervision~~

~~The President of the Society shall be the direct supervisor of the Executive Director.~~

~~Section 4. The Executive Director shall not be a member of the Board of Directors.~~

~~ARTICLE X—PARLIAMENTARY AUTHORITY~~

~~The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the proceedings of the Society except in such cases as are government by the by-laws.~~

~~ARTICLE XI – 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 ~~XIX~~ – DISSOLUTION~~

Upon the dissolution of the Society:

1. Dissolution ~~will~~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 ~~as directed by~~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 ~~as defined in~~, 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 ~~a collection unit, and listed in the Standing Rules-Section IV~~units, shall be distributed ~~only to an organization or organizations~~

~~which qualify under IRC Section 501(c)(3) and as a single collection unit—never to be separated 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.

~~**STANDING RULES
OF THE
CHINESE HISTORICAL SOCIETY OF SOUTHERN CALIFORNIA**~~

~~**ARTICLE I—MAJOR FUNCTIONS OF THE SOCIETY**~~

~~The Society's major functions will be the following:~~

~~Section 1. To discover any material which may help to establish to illustrate to the progress of history of the Chinese in the area.~~

~~Section 2. To collect any printed material and artifacts illustrative of life, conditions, events, and activities of the past and present.~~

~~Section 3. 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.~~

~~Section 4. 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 II—MEMBERSHIP AND DUES**~~

~~Section 1. Membership classes and corresponding dues~~

- ~~a. Individual: Annual dues for individual members shall be fifteen (15) dollars and five (5) for each additional member of the same household.~~
- ~~b. Contributing: Annual dues for contributing members shall be five (5) dollars.~~
- ~~c. Life: Dues for life members shall be two hundred (200) dollars per person to be made in one time payment.~~
- ~~d. Institutional: Annual dues for institutional members shall be twenty five (25) dollars.~~
- ~~e. Corporate: Annual dues for corporate members shall be fifty (50) dollars.~~
- ~~f. Life Patron: Dues for a Life Patron shall be one thousand (1000) dollars which is to be a one time payment.~~

~~Section 2. Members in arrears more than three months in dues shall be dropped from membership.~~

~~Section 3. A member may terminate his membership at any time upon written notice of resignation to the Secretary. Resignation is effective on date of receipt or resignation notice. No refund of membership dues shall be made.~~

~~Section 4. The Society, by action of the Board of Directors, may terminate any membership, except that of an officer or director at large, for any willful infraction of the by laws and other rules and regulations of the Society. No refund of membership dues shall be made.~~

~~**ARTICLE III—FINANCIAL SECRETARY DUTIES**~~

~~Section 1. The Financial Secretary shall deposit all monies received by him with a reliable banking company in the name of the Chinese Historical Society of Southern California.~~

~~Section 2. Monies shall be paid out by numbered checks signed by the Financial Secretary and co-signed by the Treasurer or President.~~

~~Updating the Bylaws and registration with Attorney General~~

~~ARTICLE IV—STANDING COMMITTEES~~

~~Section 1. The President shall appoint the chairpersons of all the committees and some members of the standing committees. Board members shall be considered for positions of chairpersons first. The chairpersons of all committees shall serve for the duration of the program year until a new chairperson has been appointed and approved. All members of standing committees shall report to the Board.~~

~~Section 2. A person can chair only one standing committee at a time. Officers, directors at large, or members of standing committees may serve on no more than three standing committees as members.~~

~~Section 3. Standing committees may create sub-committees to carry out asks within their responsibilities.~~

~~ARTICLE V—AMENDMENTS~~

~~Changes in the standing rules can be made at any regular meeting with a quorum of voting members present. A majority vote of those voting members present shall be needed to make changes. All proposed changes must be submitted in writing.~~

~~ARTICLE VI—DISSOLUTION~~

~~Upon dissolution of the Society, all collections whatsoever, donations as a collection unit, listed and described below, are to be distributed to organizations of the type defined in the Articles of Incorporation, Article VII, as controlled by the By laws, Article XII.~~

~~Collection 1. Metro Rail, Old Chinatown Collection. Collected under the Los Angeles Union Passenger Depot at Apablaza and Juan, North Alameda Street, at Macy Street, in 1989, while digging the tube for the Metro Rail (Red Line).~~

THE END.