



BYLAWS

of

MILL VALLEY HISTORICAL SOCIETY

A California Nonprofit Public Benefit Corporation

Revised October 29, 2020

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ARTICLE 1. NAME

The name of this corporation is **Mill Valley Historical Society** (the "Corporation").

ARTICLE 2. OFFICES

Section 2.1 Principal Office. The principal office of the Corporation for the transaction of its business may be established at any place or places within Mill Valley, California, by resolution of the Board.

Section 2.2 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3. PURPOSES

Section 3.1 General Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for charitable purposes.

Section 3.2 Specific Purpose. The specific purpose of the Corporation shall include without limitation: To accurately preserve and disseminate historical information relating to Mill Valley, Marin County, California, and to celebrate the community's historic past and changing present.

ARTICLE 4. NONPARTISAN ACTIVITIES

The Corporation has been formed under California Corporation Law for the charitable purposes, described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE 5. POWERS

Subject to any limitations contained in the Articles or Bylaws and to compliance with other provisions of the California Nonprofit Corporation Law (hereafter, Nonprofit Corporation Law), the Corporation, in carrying out its activities, shall have all of the powers of a natural person, including, without limitation, those powers set forth in Section 5140 of the Nonprofit Corporation Law and the power to accept, hold, and convey title to real property.

ARTICLE 6. DIRECTORS

Section 6.1. Number. The Corporation shall have no fewer than ten (10) nor more than eighteen (18) directors. The authorized number of directors may be changed by amendment of these Bylaws. Up to two (2) directors may be designated as Emeritus Directors within the eighteen (18) director maximum.

Section 6.2. Qualifications. Directors shall be Members of the Corporation.

Section 6.3. Election. A slate of Directors shall be presented by the Governance Committee to the Membership for election at the Annual Meeting of the Members according to the terms of notice as provided in these bylaws.

- a) Cumulative voting for the election of Directors shall not be permitted, and each Member voting shall have no more than one vote. The candidates receiving a majority of votes of those Members present and qualified to vote and voting shall constitute an election.
- b) Election of Directors shall be by ballot, provided that if there is but one nominee for each office the election shall be by voice vote.

Section 6.4. Powers. Subject to the provisions of the Nonprofit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

- a) Each Director has one vote.
- b) No Director may vote by proxy.
- c) Directors shall have no power as individual Directors and shall act only as members of the Board.
- d) The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to an Executive Director, a management company, committee (however composed), or other person, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.
- e) The Board of Directors shall fix the compensation, if any, of all officers, agents and employees of the Corporation.

Section 6.5. Terms of Office.

- a) Directors shall take office on the first day of January following the Annual Meeting at which those Directors were elected, and shall remain in office through the last day in December of the year that their terms end.
- b) Each Director shall be elected by the Members for a three-year term, and each Director may be elected to two (2) successive three-year terms. A Director who has been elected to two (2) successive three-year terms may be eligible to serve as a Director again after one (1) year has passed since that person last served as a Director.

- c) In the first year following the Annual Meeting at which the Membership approves these bylaws describing the terms of offices as specified in Section 6.6. b), there will be an exception to the three-year terms of Directors in order to prevent all Directors reaching the ends of their terms simultaneously. Therefore, at the Annual Meeting during which these bylaws are approved by the Members, the Members will elect
- 1) one-third (1/3) of the Directors to one (1) year terms,
 - 2) one-third (1/3) of the Directors to two (2) year terms, and
 - 3) one-third (1/3) of the Directors to three (3) year terms.
- Thereafter, as these terms expire, each Director will be eligible for election to one (1) three (3) year term, before stepping off of the Board of Directors.
- d) All Directors elected to office after the Annual Meeting at which these bylaws are adopted by the Membership will be elected to one (1) three (3) year term, renewable for one (1) successive three (3) year term.

Section 6.6. Removal by Board. The Board may, by majority vote of the Directors, declare vacant the office of a Director who fails or ceases to meet any required qualifications in effect at the beginning of that Director's current term of office. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or been found by final order of judgment of any court to have breached a duty under California Nonprofit Corporation Law. A Director may be removed without cause by a majority of Directors then in office.

Section 6.7. Removal by Members. If the Corporation has fifty or more members, Directors may be removed by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Section 6.8. Resignation. Any Director may resign effective upon giving written notice to the President, Secretary, or the Board. Such written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Section 6.9. Vacancies. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director.

- a) Filling Vacancies. Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director.
- b) Term of Office. A person elected to fill a vacancy as provided in this Section shall hold office until January 1st following the next election of the Board of Directors at the Annual Meeting.

Section 6.10. Compensation. Directors shall serve without compensation; however, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties.

ARTICLE 7. OFFICERS

Section 7.1. Number. The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All Officers must also be a Director of the Corporation. The Board shall have the power to designate additional Officers with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 7.2 Election. The officers shall be elected by majority vote of the Board of Directors at the first meeting of the year for which the Directors are elected. The Corporation may also have, as determined by the Board of Directors, such other officers as may be required, to be selected from the Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

Section 7.3. Removal. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (a) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (b) by an Officer on whom such power of removal may be conferred by the Board.

Section 7.4. Resignation. Any Officer may resign at any time by giving notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

Section 7.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

Section 7.6. Terms of Officers. The officers of the Corporation shall take office upon election at the first meeting of the year for which the Directors are elected. Each elected officer shall serve a one (1) year term, renewable each year as long as the officer is a member of the Board.

Section 7.7. Duties of President. To be eligible, the President shall have served on the Board of Directors for at least one year before becoming President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of

Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments as may from time to time be authorized by the Board.

Section 7.8. Duties of Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 7.9. Duties of Secretary. The Secretary shall:

- a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended to date.
- b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d) Be custodian of the records and of the seal of the Corporation and see that the seal, if any, is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.
- e) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
- f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 7.10. Duties of Treasurer. The Board may require that the Treasurer be bonded. The Treasurer shall be the chief financial officers of the Corporation, and, subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such

- disbursements in accordance with Section 14.2.
- d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 - e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.
 - f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
 - g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 8. COMMITTEES

All committees of the Corporation are advisory to the Board of Directors and shall not exercise Board authority without specific resolution of the Board. The President of the Corporation shall appoint the chairpersons of each committee annually. The chairperson of each committee shall appoint that committee's members, unless otherwise described by these Bylaws or the California Nonprofit Law.

Section 8.1. Standing Committees. The Corporation shall have the following standing committees:

- a) The Governance Committee shall be responsible for advising the Board of Directors in all matters related to the nominations of Directors and Officers; the election by the Members of Directors; the education of Directors regarding nonprofit governance; and regular review of these Bylaws and other matters as may be assigned to the committee by the Board of Directors from time to time.
- b) The Membership Committee shall be responsible for advising the Board of Directors in all matters related to the Membership of the Corporation, shall maintain an accurate record of all Members, including names and mailing addresses and, whenever possible, electronic mail addresses, and shall carry out other as may be assigned to the committee by the Board of Directors from time to time.

Section 8.2. Other Committees. The Corporation may have other committees as may from time to time be designated by nomination of the President and resolution of the Board of Directors.

Section 8.3. Committee Members. All such committees provided for pursuant to this Article may consist of persons who are Members of the Corporation. The chairperson of the committee must also be a Member. Any chairmanship by a Member shall be based on their expertise for the project.

ARTICLE 9. MEMBERS

Section 9.1. Determination and Rights of Members. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws, all memberships and classes of membership of the Corporation shall have the same rights, privileges, restrictions and conditions. No Member shall hold more than one membership in the Corporation.

- a) Each Member shall have the right to vote for Directors, on mergers and on dissolution of the Corporation.
- b) Each Member shall have the right to vote on any amendment or revision of the Bylaws of the Corporation.
- c) The Board of Directors may establish the dues, fees, or other conditions for voting membership in the Corporation.

Section 9.2 Membership Classes. For the purposes of voting, the Corporation shall have two classes of members:

- a) Individual Members
 - 1) Individual Members are those individuals whose annual membership dues accord privileges to no more than one (1) person.
 - 2) Each Individual Member is entitled to one (1) vote on matters put before the Membership of the Corporation.
- b) Household Members
 - 1) Household Members are those individuals who live at the same address, and whose annual membership dues accord privileges to each person at that address with the following exception.
 - i. On matters put before the Membership of the Corporation for vote, only one (1) individual from each Family Member address is entitled to vote on that matter.

Section 9.3. Qualifications of Members. Any person who supports the purposes of this Corporation is qualified to become a member.

Section 9.4. Admission of Members. Applicants shall be admitted to membership on making application therefore and payment of full dues for the current calendar year.

Section 9.5. Fees, Dues and Assessments.

- a) No fee shall be charged for making application for membership in the Corporation.
- b) There shall be two (2) annual dues categories: Regular and Senior.
- c) The annual dues payable to the Corporation by Members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.
- d) Memberships shall be non-assessable and non-transferrable.

Section 9.6. Membership Book. The Corporation shall keep a membership book containing the name, address and class of membership of each Member. Such book shall be available for inspection by any Director or member of the Corporation pursuant to the provisions of the Nonprofit Corporation Law.

The record of names and addresses of the Members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a Member's interest as a Member.

Section 9.7. Non-liability of Members. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 9.8. Termination of Membership. The membership of a member shall terminate upon the occurrence of any of the following events:

- a) Upon the member's giving notice of such termination delivered to the President or Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- b) A membership is issued for the current calendar year and shall expire when such period of time has elapsed, unless the membership is renewed.
- c) The failure of the member to pay dues or fees within the times set forth by the Board of Directors or as otherwise provided in accordance with these Bylaws. Termination of a membership shall not relieve the Member from any obligation for charges incurred, services or benefits actually received, dues, assessments, or fees for which the Member is obligated to the Corporation.

Section 9.9. Transfer of Membership. No member may transfer for value his, her, or its membership or any membership right. All rights of membership cease on the member's death or dissolution.

ARTICLE 10. MEETINGS OF DIRECTORS

Section 10.1. Place of Meetings. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California as may be designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

Section 10.2. Meetings by Electronic Communication. Any meeting of the Board of Directors, regular or special, may be held by electronic conference or similar communications equipment, as long as all Directors participating in such meeting can hear one another.

Section 10.3. Regular Meetings. The Board shall meet at least quarterly. The time and place for such meetings shall be set by the Directors at the first meeting of the Board of Directors following the Annual Meeting during which the Directors are elected. The Directors may change a meeting date, provided that notice to all Directors is given in the manner required in Section 10.4 for notice of special meetings.

Section 10.4. Special Meetings. Special meetings of the Board of Directors may be called by the President, or the Vice-President, or the Secretary, or by any two Directors, and such meetings shall be held at the place within the County of Marin designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

Section 10.5. Notice of Meetings.

- a) **Regular meetings.** Regular meetings of the Board of Directors may be held without notice, except as provided in Section 10.3.
- b) **Special Meetings.** Notice of the date, time and place of a Special meeting shall be given to Directors by one of the following methods: (a) upon four (4) days' notice if by first-class mail; or (b) forty-eight (48) hours notice if (i) by personal delivery of written notice; (ii) by telephone, whether directly to the Director, to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director, or by voice-messaging system; or (iii) by electronic transmission or e-mail if the Director has consented to accept notices in such manner. All such notices shall be given or sent to the Director's address, e-mail address, or telephone number as shown on the records of the Corporation. The notice shall state the date and time of the meeting, and the place if other than the principal office of the Corporation. It need not specify the purpose of the meeting.
- c) **Adjourned Meetings.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment to another time and place need not be given if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting.

Section 10.6. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting each of the Directors who is not present at the meeting signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

Section 10.7. Quorum for Meetings. A quorum shall consist of a majority of the Board of Directors.

- a) **No Business Without Quorum except Adjournment.** Except as otherwise provided in these Bylaws or in the Articles of Incorporation, no business shall

be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

- b) **Loss of Quorum.** The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

Section 10.8. Majority Action as Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation or provisions of the Nonprofit Corporation Law, require a greater percentage or different voting rules for approval of a matter by the Board.

Section 10.9. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the Nonprofit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE 11. MEETINGS OF MEMBERS

Section 11.1. Place of Meetings. Meetings shall be held at a location in the County of Marin as designated from time to time by resolution of the Board of Directors of the Corporation.

Section 11.2 Annual Meetings. The Members shall meet annually in October, at a time, date and place to be determined by the Board of Directors, for the purpose of electing Directors and transacting other business as may come before the meeting.

Section 11.3 Special Meetings. Special meetings of the Members for any lawful purpose may be called by the Board, the President, or ten (10) percent or more of the Members.

Section 11.4. Voting Rights.

- a) Each Individual Member is entitled to one (1) vote on each matter submitted to a vote by the Members. No absentee or proxy voting shall be allowed.

- b) Each Family Membership is entitled to one (1) vote on each matter submitted to a vote by the Members regardless of how many individuals are represented by the Family Membership. No absentee or proxy voting shall be allowed.

Section 11.5. Notice of Meetings.

a) Contents of Notice.

- 1) Notice of any meetings, regular or special, of the Members, not herein dispensed with shall specify the place, day and hour of the meeting and the general nature of the business to be transacted. No other business may be transacted.
- 2) The notice of any meeting of the Members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
- 3) The notice of any meeting of the Members at which the Bylaws are to be amended or revised shall include a description of those proposed amendments or revisions.

- b) **Time of Notice.** Whenever Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by electronic mail, fax, or first-class, registered or certified mail not less than ten (10) nor more than ninety (90) days before the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote at that meeting

- c) **Manner of Giving Notice.** Notice of a Members' meeting or any report shall be given either personally or by mail or other means of written communication including electronic communication, addressed to the Member at the address of such Member appearing on the books of the Corporation or given by the Member to the Corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication including electronic communication.

- d) **Notice of Meetings Called by Members.** If a special meeting is called by Members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice President or Secretary of the Corporation. The officer receiving the request shall promptly cause notice to be given to the Members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be filed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Section 11.6. Quorum for Meetings.

- a) **Definition.** The presence in person of the persons entitled to vote 10% of the voting power at any meeting of Members shall constitute a quorum for the transaction of business.

- b) **Adjournment.** Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the holders of a majority of the votes present in person and entitled to vote.
- c) **Loss of Quorum.** The members present at a duly called or held meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- d) **Absence of Quorum.** In the absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority, but no other business may be transacted.

Section 11.7. Record Date. The Board may fix, in advance, a record date for the determination of the Members entitled to notice of any annual meeting or entitled to exercise any rights in respect of any lawful action. The record so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the annual meeting, nor more than sixty (60) days prior to any other action.

ARTICLE 12. NOMINATIONS AND ELECTIONS

Section 12.1. Nominations. The Governance Committee, a standing committee of the Board of Directors as described by these bylaws (Article 8.1.a) shall act as a nominating committee for the purpose of proposing a slate of directors and officers to the Board of Directors at a Board meeting held before the deadline for giving notice of the annual meeting, as described by these bylaws (Article 11.5.b). The slate of nominees for directors shall be included with the notice of the annual meeting.

Section 12.2. Elections.

- a) **Directors.** Directors are elected by Members at the Annual Meeting having received proper notice of the proposed slate. Additional nominations may be made from the floor of the annual meeting.
- b) **Officers.** Officers are elected by the Board of Directors at first meeting of the year for which the Directors are elected, the proposed slate of Officers having been properly noticed prior to the Annual Meeting.

ARTICLE 13. STANDARD OF CARE

Section 13.1 Conflict of Interest. The Board of Directors of the Corporation shall maintain and regularly review a Conflict of Interest Policy. The Conflict of Interest policy shall describe:

- a) Interested Persons
- b) Financial Interest
- c) Types of Compensation including gifts and favors
- d) Duty to Disclose
- e) Process for Determining Whether a Conflict of Interest Exists
- f) Procedures for Addressing a Conflict of Interest

- g) Actions for Violations of the Conflict of Interest Policy
- h) Documentation of Potential and Actual Conflict of Interest Determinations
- i) Directors' Annual Statement of Compliance with Conflict of Interest Policy

Section 13.2. Compensation. As described in Article 6.4 of these bylaws the Board of Directors shall fix the compensation, if any, of all officers, agents and employees of the Corporation.

- a) The Board of Directors shall maintain and regularly review a Compensation Policy that describes the method for determining such compensation, and the process by which compensation discussions and decisions are documented in Board meeting minutes.
- b) No Director or Officer of the Corporation who has a Conflict of Interest as described by the Conflict of Interest policy (Article 13.1) shall participate in the discussion and approval of his or her compensation, except that such persons may provide information to the disinterested Directors as described in the Conflict of Interest Policy.

Section 13.3. Prohibition Against Sharing Corporate Profits and Assets. No Member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is filed by resolution of the Board of Directors; and, no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

Section 13.4 Indemnification and Insurance

- a) **Indemnification.** Any indemnification of directors, officers, employees or other agents of the Corporation shall be according to the provisions of Section 5238 of the Nonprofit Corporation Law
- b) **Insurance for Corporate Agents.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing as described by the Nonprofit Corporation Law asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE 14. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 14.1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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 instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 14.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by an officer and countersigned by another officer of the Corporation.

Section 14.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, consistent with the provisions of Section 5240 of the Nonprofit Corporation Law.

Section 14.4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 15. CORPORATE RECORDS, REPORTS AND SEAL

Section 15.1. Document Retention and Destruction Policy. The Board of Directors shall maintain and regularly review a Document Retention and Destruction Policy mandating its retention and destruction of physical and electronic documents and records received or created by the Corporation in connection with the transaction of the Corporation's business.

Section 15.2. Maintenance of Corporate Records. As described by and included in the Corporation's Document Destruction and Retention Policy, the Corporation shall keep:

- a) Minutes of all meetings of Directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its Members, if any, indicating their names and addresses.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

Section 15.3. 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.

Section 15.4. Members' Inspection Rights. Inspection of membership records, accounting books, and minutes by Members shall be in accordance with the Nonprofit Corporation Law.

Section 15.5. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation 's fiscal year to all Directors of the Corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- e) Any information required by Section 6322 of the Nonprofit Corporation Law (reports of indemnifications and transactions with interested persons). The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 16. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE 17. AMENDMENT OF BYLAWS

These bylaws may be amended at any Annual or Special Meeting of the Members by approval of the Members.

Section 17.1. Notice. Notice of any proposed amendment shall be given as provided in Article 11.5.

Section 17.2 Amendment Proposed by Member. Any Member submitting a proposal for Bylaws amendments shall submit the proposed amendment(s) to the President or Secretary of the Board of Directors no later than April 1st preceding the next annual meeting of the Members. If a motion for the proposed amendment(s) carries a second, in writing, the Secretary or the President shall cause notice of the proposed amendment(s) to be mailed in accordance with Article 11.5 of these Bylaws.

ARTICLE 18. AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the Members of this corporation.

ARTICLE 19. PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, applicable provisions of law, and any special rules of order the Corporation may adopt.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the 15th day of July, 2020, and by the Members of the Corporation on the 29th day of October, 2020.

DATED: _____
_____ Nancy Emerson, Secretary