

**BYLAWS OF  
CLOVERDALE HISTORICAL SOCIETY**

**A Nonprofit Corporation Organized Under the Laws of the State of California**

**Amended in their Entirety Effective January 1, 2011**

**ARTICLE ONE  
ORGANIZATION**

**Section 1.1 Name.** The name of the corporation shall be the Cloverdale Historical Society, a California Nonprofit Corporation (the “Society”).

**Section 1.2. Principal Office.** The principal office of the Society shall be at the Cloverdale History Center, 215 N. Cloverdale Blvd., Cloverdale, California 95425, or at such other location as the Board of Directors (the “Board”) shall from time to time designate.

**Section 1.3. Purposes.** The purposes and goals of the Society shall be:

1. To record and preserve the history of the Cloverdale area.
2. To preserve the Gould-Shaw House, the History Center and the adjoining garden.
3. To obtain by gift, purchase, exchange, loan or other means, items of historical value.
4. To preserve, display, study, record and catalog all such memorabilia thus acquired.
5. To promote interest in the collection and preservation of local historical items, buildings and sites.
6. To develop further interest in study and preservation of Cloverdale area history, with a special emphasis on developing educational programs.

**ARTICLE TWO  
MEMBERSHIP**

**Section 2.1. Membership.** Membership in the Society shall be open to any person, institution or organization who is interested in furthering the purposes and goals of the Society.

**Section 2.2. Classes of Membership.** The Society shall have such voting and non-voting classes of membership, subject to such conditions, as the Board shall from time to time determine and specify in the Policy Manual.

**Section 2.3. Admission of New Members.** Admission of new members shall be in accordance with such procedures, and upon payment of such fees and/or dues as the Board shall from time to time determine and specify in the Policy Manual.

**Section 2.4. Dues.** Membership dues for each class of membership shall be in such amounts as the Board shall from time to time determine and specify in the Policy Manual.

**Section 2.5. Annual Meeting.** The membership of the Society shall meet annually each October, or as soon thereafter as practicable, at a time and place determined by the Board, for the purpose of electing Directors, and for any other business that may arise.

**Section 2.6. Special Meetings.** Special Meetings of the membership may be called by 1) the President, 2) the Board with more than fifty percent (50%) of the elected Directors voting in favor thereof, or 3) upon a written request signed by at least five percent (5%) of the voting members of the Society.

**Section 2.7. Notice.** All members shall be notified in writing of the date, time and place of the Annual Meeting and of any Special Meeting. In the case of a Special Meeting, only business mentioned in the notice shall be transacted. Notification for these purposes shall be by mail or other lawful means at least ten (10), but no more than ninety (90), days prior to the meeting date. Notification by mail shall be deemed delivered on the day it is deposited in the United States mail with postage prepaid and addressed to the member at the address appearing in the records of the Society. Notification by mail other than first class, registered or certified mail shall be given at least twenty (20) days prior to the meeting date.

**Section 2.8. Quorum and Conduct of Meetings.** The quorum for all meetings of the membership (Annual Meeting and Special Meetings) shall be fifteen (15) voting members, three (3) of whom are Directors. All membership meetings shall be conducted by the President of the Society or by such person as the President shall designate.

**Section 2.9. Voting.** Each voting member of the Society shall be entitled to one vote on each matter submitted to a vote at a meeting of the membership. Voting may be in person or by written proxy on a form approved by the Board.

### ARTICLE THREE BOARD OF DIRECTORS

**Section 3.1. Eligibility.** Any voting member of the Society shall be entitled to serve as a Director.

**Section 3.2. Number, Election, Term and Term Limit.** The number of Directors to serve on the Board shall be determined from time to time by a duly adopted resolution of the Board; provided, however, that this number shall not be less than seven (7) nor more than thirteen (13). All directors shall be elected from the membership at large by a majority of members present, in person or by proxy, at an Annual Meeting of the membership. Nominations shall be submitted by the Board. Additional nominations from the floor shall be permitted. All Directors shall be

elected for two (2) year terms; provided, however, that following the 2010 elections, the Board shall take steps to divide the Directors into two groups such that by 2013 or sooner approximately fifty percent (50%) of the terms of elected Directors shall expire each year. For this purpose, the Board may provide that certain directorships shall be for an initial or one-time one (1) year term if necessary to achieve this objective. No Director shall serve more than six (6) consecutive years, excluding any partial year if such Director was originally appointed by the Board to fill a vacancy. This six (6) year limit shall only apply to terms commencing after December 31, 2010. A Director who serves six (6) consecutive years shall be eligible for reelection to the Board after a one (1) year absence.

**Section 3.3. Powers.** The activities and assets of the Society shall be managed and controlled by the Board which shall exercise all of the powers of the Society and do all acts and things as are not, by law, the Articles of Incorporation, these Bylaws or the Policy Manual, directed or required to be done or exercised by the members; provided, however, that the Board may delegate duties to the officers of the Society to the full extent allowed by law. The Board is empowered to expend Society funds and take such actions as are appropriate to the mission, goals and budget of the Society.

**Section 3.4. Conduct of Business.** All checks and other orders for the payment of money, drafts, notes bonds, acceptances, contracts, and all other instruments, except as otherwise provided in these Bylaws or the Policy Manual, shall be signed by such person or persons as shall be provided by general or special resolution of the Board. In the absence of any provision in these Bylaws or Board resolution applicable to any such instrument, then such instrument shall be signed by two officers, one of whom shall be either the President or the Treasurer.

**Section 3.5. Regular Meetings.** Regular Meetings of the Board shall be held at such dates, times and places as the Board shall fix from time to time; provided, however, that the Board shall meet at least quarterly. Notice of such Regular Meetings need not be given. A majority of the Board shall constitute a quorum for the transaction of business. Regular Meetings of the Board shall be open to Directors and such other persons as the Board shall invite.

**Section 3.6. Special Meetings.** Special meetings of the Board may be called by the President or upon the request of three (3) Directors. All Directors shall be notified of the time and place of such Special Meeting by mail, telephone, email and/or any other method(s) reasonably calculated to reach such Directors not less than two (2) days prior to the meeting; provided, however, that attendance at any such meeting shall constitute waiver of notice of the meeting.

**Section 3.7. Electronic Attendance.** Directors may appear at a meeting of the Board by means of electronic transmission, electronic video screen communication or similar communications systems whereby all persons participating can hear each other. Any Director so appearing may also vote by this medium. Further, it is permissible for all Directors to appear at a meeting of the Board by such means.

**Section 3.8. Action by Written Consent.** Any action that is required to be or may be taken at a meeting of the Board may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. The written consent may be executed in several identical counterparts with the effect as if the Directors had all signed a single document.

**Section 3.9. Vacancies.** Vacancies on the Board and newly created directorships resulting from an increase in the authorized number of Directors may be filled by a duly approved resolution of a majority of all Directors then in office. Any Directors so appointed shall serve until the next Annual Meeting of the membership, at which time they may be elected by the Members to such term, one or two years, as the Board determines is necessary to maintain the general staggering of directorships.

**Section 3.10. Removal.** A Director may be removed, with or without cause, by the affirmative vote of sixty-six percent (66%) or more of the Directors then serving. Any such removal shall be subject to the approval of the membership at the next Annual Meeting or at a Special Meeting of members called for that purpose.

**Section 3.11. Permanent Committees.** The Board shall establish the following permanent Committees: Society Business/Operations – Development, Facilities, and Finance; History Center Operations – Collections, Exhibits, Library and Programs. The purpose and duties of each such Committee shall be as generally specified in the Policy Manual. Committee members shall be appointed by the President from the entire membership of the Society; provided, however, that the President shall appoint at least one Director to each permanent Committee. Such Director shall be an active member of the Committee and shall also serve as a representative of that Committee at Board meetings. The Board, or the President with the Board's approval, shall appoint such other committees as the Board deems necessary, including but not limited to annual Nominating Committees and Audit Committees as necessary.

## ARTICLE FOUR OFFICERS

**Section 4.1. Number, Appointment and Term.** The Officers of the Society shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board shall from time to time determine. All Officers shall be Directors and, effective January 1, 2011, shall be appointed by the Board from its membership. Officers shall serve at the pleasure of the Board and may be removed at any time. No Director shall serve more than four consecutive years in any single Officer position.

**Section 4.2. Duties.** The President of the Society shall also serve as Chairman of the Board. The President shall preside over meetings of the Board and of the membership unless delegated for a particular meeting or meetings to another Director. All other duties and responsibilities of the Officers shall be as required by law and/or as generally specified in the Policy Manual.

ARTICLE FIVE  
INDEMNIFICATION

**Section 5.1. Indemnification of Directors and Officers.** To the fullest extent provided by the laws of the State of California, including future amendments of those laws, the Society shall indemnify and hold harmless each Director and Officer of the Society against any and all claims, liabilities and expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. The foregoing shall not apply to

- a. Any breach of such person's duty of loyalty to the Society or its members;
- b. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his or her conduct was unlawful; or
- c. Any transaction from which such person derived any improper personal benefit.

**Section 5.2 Indemnification of Employees and Agents.** The Board of Directors may, in such cases as it, in its discretion, deems appropriate, indemnify and hold harmless employees and agents of the Society, and persons who formerly held such positions, against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such position or having allegedly taken or omitted to take any action in connection with such position.

ARTICLE SIX  
MISCELLANEOUS

**Section 6.1. Amendment of Bylaws.** The Bylaws may be amended by a majority vote of the members present, in person or by proxy, at the Annual Meeting, or at a Special Meeting of the membership called for that purpose. These Bylaws shall be reviewed by the Board every five (5) years, or more frequently.

**Section 6.2 Policy Manual.** A Policy Manual shall be maintained by the Board to provide guidelines for day-to-day decisions by the Board and the Officers. Policy Manual guidelines shall be subject to these Bylaws.

**Section 6.3. Parliamentary Authority.** The rules contained in Roberts Rules of Order, as from time to time updated and revised, shall govern the Society in all cases to which they are applicable.