

SAN RAFAEL HERITAGE

A HISTORIC PRESERVATION ORGANIZATION



ARTICLE I: PURPOSE

The purpose of San Rafael Heritage is to guard, promote and preserve the cultural, historical and architectural heritage of San Rafael and to support other preservation organizations in Marin County through education and publication, and to encourage historic preservation in the public and private sectors.

ARTICLE II: OFFICES

The principal office shall be located in the County of Marin.

ARTICLE III: MEMBERS

Section 1 – Member Definition: A member is defined as an individual current with their membership dues, paid to San Rafael Heritage

Section 2 - Classes of Members: There shall be two classes of membership:

(a) Regular Membership: Individuals who have contributed annual membership payments as established by the Steering Committee, hereinafter referred to as The Committee; and

(b) Lifetime Membership: individuals who, upon contribution of an amount established by The Committee, will have all Regular Membership privileges for their lifetime and shall not be required to pay any further dues. The Committee will determine methods of Lifetime Membership payment. The Committee may, at their sole discretion, upgrade a Regular Member based on extraordinary service to the organization.

Section 3 - Election of Members to The Committee: An Annual Meeting of the general membership shall be called for the purpose of electing Committee members and for The Committee to present reports of San Rafael Heritage, hereinafter referred to as the organization, activities to the members. ~~Regular Members~~ The Membership shall elect The Committee. The term of each Committee member and Officer shall begin at the first meeting of The Committee after the annual meeting.

Section 4 – Voting Rights: Each Member shall be entitled to one (1) vote at the Annual Meeting.

Section 5 – Meetings of Members: The Annual Meeting and all special meetings of the general membership shall be held as part of the meetings of The Committee, and shall be subject to the provisions of Article IV Section 3.

ARTICLE IV: STEERING COMMITTEE

Section 1 – General Powers: The organization shall be managed by its Steering Committee, who shall be elected by the Membership. The Committee shall consist of At-Large Committee members and officers.

Section 2 – Number and Tenure of Committee Members: The total number of The Committee shall be up to twelve (12) members. Each Committee member, including the officers, shall hold office until the next annual meeting in which elections are held. Each Committee member shall be given a copy of the By-Laws and Committee Roster at his/her first meeting. Any Committee member who fails to attend three consecutive, regularly scheduled Committee meetings, without legitimate reason, will be replaced by a majority of The Committee.

Section 3 – Regular and Annual Meetings: The regular meetings of The Committee shall be held no less than six (6) times a year, at a date, time and place mutually agreeable to by Committee Members.

For the purpose of installing members to The Committee and for transaction of such other business as may come before the meeting, the Annual Meeting of the general membership and the Steering Committee shall be held in the first third of the year, with written notification to the general membership no less than two (2) weeks before the scheduled meeting. A quorum for the Annual Meeting and all special meetings of the general membership shall be determined by the Membership Chair. If there is no quorum a minimum of two thirds (2/3) of those present at that meeting is required for any action item to be approved.

Section 4 – Special Meetings: Special meetings of The Committee may be called by or at the request of the President or by a majority of The Committee.

Section 5 – Notice: Five (5) days' notice of any special meeting of The Committee shall be given to each Committee member at his/her preferred contact address as shown by the records of the organization.

Section 6 – Quorum: One-half (1/2) of The Committee plus one (+1) shall constitute a quorum for the transaction of business at any meeting of The Committee.

Section 7 – Manner of Acting: The act of a majority of The Committee present at a meeting at which a quorum is present shall be the Act of The Committee.

Section 8 – Compensation: Committee members shall not receive any compensation for their services.

Section 9 – No Interest in Assets: No Committee member shall possess any property right in or to the property of the organization. In the event the organization owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, The Committee members shall dispose of the remaining property in accordance with the law.

ARTICLE V: OFFICERS

Section 1 – Officers: The officers of the organization shall be a President, a Vice-President, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2 – Election of the Steering Committee: The Steering Committee of the organization shall be elected at the Annual Meeting. The Nominating Committee shall place in nomination candidates for the officers and other members of The Committee. Vacant Committee positions can be filled by Committee members electing a replacement member to fill a vacancy.

Section 3 – Term of Office: Term limits apply to the four (4) listed officers who will serve a 2-year term in any one listed office with a maximum of 2 consecutive terms in that specific office. An outgoing officer may serve on the general Committee or in a different officer position immediately upon stepping down. Non-officer positions on the Committee shall have no term limits.

Section 4 – President: The President shall preside at all meetings of the members and of The Committee. He/She may sign, with the Secretary or other proper officer authorized by The Committee, any deeds, mortgages, bonds, contracts or other instruments which The Committee has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by The Committee to some other officer. He/She shall perform the duties incident to the office of President.

Section 5 – Vice-President: In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned to him/her by the President or by The Committee.

Section 6 - Secretary: The Secretary shall keep the minutes of the meetings of the members and of The Committee; see that all notices are duly given in accordance with the provisions of these By-Laws as required by law; be custodian of the organization's records; keep a register of the preferred contact information of each member of The Committee; and in general perform all duties of the office of Secretary and such other duties as may be assigned to him/her by The Committee.

Section 7 – Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for money due and payable to the organization from any source whatsoever and deposit all such monies in the name of San Rafael Heritage in depositories selected in accordance with the provisions of Article VII of these By-Laws; and perform all duties incident to

the office of Treasurer and such other duties as may be assigned to him/her by the President or by The Committee.

ARTICLE VI: SUB-COMMITTEES

Section 1 – Sub-Committees of the Steering Committee: The Steering Committee may designate sub-committees which shall perform assigned duties at the direction of The Committee. Except as otherwise provided in Section 5, members of each such sub-committee shall be members of the organization and the President shall appoint or remove the members thereof. Each such sub-committee shall have one (1) Steering Committee member in addition to the President who shall be ex-officio on all committees except the Nominating Committee.

Section 2 – Chair: One (1) member of each sub-committee shall be the Chair. He/She shall be appointed by the President or selected by the sub-committee.

Section 3 – Quorum: Unless otherwise provided by The Committee designating a sub-committee, a majority of the whole sub-committee shall constitute a quorum, and the act of a majority of the members present at a meeting shall be the act of the sub-committee.

Section 4 – Nominating Committee: The Nominating Committee shall be appointed in the third quarter of the year and shall consist of three (3) people, to include a minimum of one (1) Steering Committee member, who shall be appointed by the President, with the Steering Committee's confirmation.

Section 5 – Non-Member participation: The President may appoint a non-San Rafael Heritage member to a sub-committee who has a special interest or expertise for the purpose of his/her assistance and dissemination of knowledge. The final vote to place any sub-committee recommendation before the Steering Committee shall be made by members only.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 – Contracts: The Committee may authorize any officer or officers, agent or agents, of the organization in addition to the officer so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the organization; such authority is confined to specific instances.

Section 2 – Checks, Drafts, Etc.: All checks or evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents, of the organization and in such manner as shall be determined by The Committee. The President or Treasurer may individually sign any check up to the sum of Two Hundred Dollars (\$200.00). Dispersal of funds in any amount greater requires Committee approval.

Section 3 – Deposits: All funds of the organization shall be deposited to the credit of San Rafael Heritage in such depositories as the Committee may select.

Section 4 – Gifts: The Committee may accept on behalf of the organization any contribution, gift, bequest or device for the general purposes or for any special purpose of the organization.

ARTICLE VIII: CERTIFICATE OF MEMBERSHIP

The Committee may provide for the issuance of certificates evidencing membership in the organization, which shall be in such form as may be determined by the Committee.

ARTICLE IX: BOOKS AND RECORDS

San Rafael Heritage shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Steering Committee and sub-committees having any of the authority of The Committee. All books and records of the organization may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X: FISCAL YEAR

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI: DUES

Section 1 – Assessments: There shall be no assessment against members other than dues.

Section 2 – Annual dues: The Committee shall determine the annual dues.

Section 3 – Payment of Dues: Dues are payable on the first day of January. Members who pay dues in the last quarter of the organization’s fiscal year shall be members in good standing until the last day of the following fiscal year.

Section 4 – Default and Termination of Membership: If any Regular Member has not paid his/her dues by the end of the first quarter of the fiscal year, he/she shall be in default of the payment of dues and his/her membership shall be thereupon terminated.

ARTICLE XII: AMENDMENTS TO BY-LAWS

By-Laws may be adopted, amended or repealed, by the affirmative vote of a majority of the Steering Committee at which a quorum is present, or by a quorum by electronic and/or telephonic vote, and must be confirmed by the general membership at the next Annual Meeting, or special meeting called for that purpose as provided and authorized by law. This membership vote may be held electronically if the majority of the Steering Committee votes to hold an electronic membership vote. A copy of any proposed amendment or

new By-Laws shall be included in the notice of meeting given to each Committee Member and the Membership at least 2-weeks prior to the scheduled meeting. If the Annual Meeting is postponed or cancelled, amendments to the bylaws will be sent electronically to the membership allowing a two week window for the voting deadline.

ARTICLE XIII: GOVERNING RULES

The rules contained in the most current edition of *Robert's Rules of Order* shall govern San Rafael Heritage in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order San Rafael Heritage may adopt.

Gail David-Tellis, Secretary
SAN RAFAEL HERITAGE

Approval Date: April 16, 2020
Linzy Klumpp, President