

**BYLAWS OF  
THE MONTEREY HISTORY AND ART ASSOCIATION, LTD.  
REVISED SEPTEMBER 2018**

**ARTICLE I**

**NAME**

The name of this Association shall be the Monterey History and art Association, Ltd.

**ARTICLE II**

**PURPOSES**

The purposes of this Association are:

- a. To collect, preserve and own works of art, artifacts and materials pertaining to the history and art of Monterey and the State of California.
- b. To foster and promote an interest in the art and history of Monterey and California
- c. To assist and further all non-profit projects and activities connected with the purpose of this organization.
- d. To have and hold, buy and sell such properties, both real and personal, as may be necessary to carry out the object of the creation of this organization.

**ARTICLE III**

**MEMBERSHIP**

**1. MEMBERSHIP QUALIFICATION AND DUES**

- a. Active members. Any person of voting age may become an Active Member of the Association upon payment of the dues prescribed by the Board of Directors and the By-laws.
- b. Sustaining Members. The Board of Directors shall establish the eligibility requirements and due for Sustaining Members.
- c. Life Members. The Board of Directors shall establish the eligibility requirements for Life Members. Such requirements shall include a one-time fee to be paid by a Life Member in lieu of annual dues.
- d. Honorary Members. The Board of Directors or the members may elect any person an Honorary Member in recognition of that person's conspicuous service to the Association, the City of Monterey, and the State of California of the United States of California or the United states. Honorary Members shall pay no dues.

- e. Junior Members. Any person under the voting age may become a Junior Member upon payment of the dues prescribed by the Board of Directors.
- f. Other members. The Board of Directors may create other classes of membership as it shall determine and shall prescribe the dues for any such class.

## **2. MEMBERSHIP AND FISCAL YEAR.**

The membership and fiscal year for purposes of establishing terms of officers and directors and for financial reports shall be from October 1 to September 30. The membership year for all dues paying members shall begin on the first day of the month in which a member joined or was due for renewal of membership. All members of any and all MHAA committees shall be required to be dues paying members prior to participating in committee activities.

## **3. TERMINATION OF MEMBERSHIP**

Membership shall be terminated upon the happening of any of the following:

- a. Nonpayment of dues. Nonpayment of dues at the end of the second calendar month following written notification that annual dues are payable.
- b. Resignation. Upon the filing of resignation in writing with the Association.

## **4. VOTING**

- a. Voting members: Active, Sustaining, and Life membership shall carry the right to vote and have a voice in the management of the Association. Whenever the word "member" or "members" is used in these By-Laws, the word shall be construed to mean a voting member.
- b. Each member shall have one vote on each matter presented for vote of the members. Voting at a meeting may be in person or by proxy. Action may be taken without a meeting by written ballot distributed to every member and specifying a reasonable time within which to return the ballot to the Association.

## **5. VOTING BY PROXY OR WRITTEN BALLOT**

Any form of proxy distributed to member in connection with meeting of members shall permit member to choose between "approval" and "disapproval" of each matter acted upon. If the proxy related to the election of Directors and Nominating/ Board of Development Committee the form of proxy shall also give members the choices to "withhold" their vote as to one or more candidates and to nominate on or more candidates.

# **ARTICLE IV**

## **MEMBERSHIP MEETINGS**

### **1. ANNUAL MEETING**

The Annual Meeting of the Association shall be held in the month of September on the day determined by the President for the purpose of electing Director and members of the Nominating / Board of Development Committee and for such other purpose as may properly come for a meeting. Notice of the Annual Meeting shall be given in writing at least twenty (20) days prior to the date and time set for the meeting. The notice shall include a proxy listing the persons

nominated by the Nominating Board of Development Committee for Director and for membership on the Nominating/ Board of Development Committee and a request for proxy authorization for all proposed amendments to the bylaws. Any member present at the Annual Meeting with the nominee's prior consent may nominate any other eligible person.

## **2. SPECIAL MEETING**

A special meeting of the members may be called by the Board of Directors or the president, upon written request of ten members of the association. Notice of special meeting shall be given at least twenty (20) days prior to the time and place set and in the manner provided as to the Annual Meeting.

## **3. QUORUM**

A quorum of the Association shall be twenty (20) members present or represented by proxy.

# **ARTICLE V**

## **BOARD OF DIRECTORS**

### **1. DUTIES AND NUMBER OF DIRECTORS**

The management of the affairs, property and business of the Association shall be vested in an elected Board of Directors, up to twenty one (21) in number total, but not less than a minimum of 7 in number.

### **2. QUALIFICATIONS AND TERM OF OFFICE**

Any member of the association is qualified to be a Director provided that the member has consented in advance of the election to serve as a Director. At each Annual Meeting of the Association approximately one third of the Directors shall be elected to serve for a three year term commencing on the date of their election and continuing until their successors are elected. No Director shall serve more than three (3) successive terms of office. Director shall not be eligible to serve again three (3) successive terms in office until at least one year has elapsed from the end of the three terms. The Directors presently in office on the date of the amendment of these Bylaws may continue in office for the remainder of their term.

### **3. HONORARY LIFETIME DIRECTOR**

The Board of Directors by unanimous vote of those present at a regular meeting may elect from the membership an Honorary Lifetime Director or Directors who shall have no Board vote unless otherwise elected as a regular Director. Honorary directors shall abide by all terms and conditions that apply to other directors, with exception of term limits.

#### **4. VACANCIES**

The office of Director shall be deemed vacant upon the happening of the following:

- a. A written resignation is filed with the Board.
- b. Unexcused absences. Two successive unexcused absences from regular meetings of the Board of Directors shall be deemed a resignation from the Board and shall create a vacancy. Such absences from the Board meeting may be excused by the President, or by the vote of Directors present at the next regular meeting of the Board.
- c. A Director is removed by action taken in accordance with the California Nonprofit Corporation Law.

#### **5. FILLING VACANCIES**

Vacancies on the Board of Director shall be filled by the remaining Director upon recommendation of the Nominating/ Board of Development Committee unless otherwise determined by the remaining Directors. A Director filing a vacancy shall continue for the balance of the term of the person who is replaced. When a term has less than twelve (12) months remaining, a new Director shall be eligible for two additional terms.

#### **6. MEETING OF BOARD OF DIRECTORS**

- a. Regular. Regular meetings of the Board of Director be held regularly as determined by the President. Notice of the time and place of each regular meeting shall be mailed to each Director at least five (5) days prior to the meeting. Whenever possible. In order to be excused, Board members shall notify the Executive Director of intended absence prior to the meeting.
- b. Special meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) of the Vice Chair, Treasurer and Executive Director or on written request by the Secretary by five (5) Directors. Notice of the special meeting shall be mailed or telephoned at least five (5) days prior to meeting and shall specify the time, place and purpose of the meeting. The business of the special meeting shall be limited to that which was specified in the notice calling such meeting.
- c. Quorum. A quorum for the meeting of the Directors shall consist of a majority of the qualified directors.

### **ARTICLE VI OFFICERS**

#### **1. OFFICERS**

The elective offices of the Association shall be: President, Vice President, Secretary and Treasurer. The Association may also have such other officers as may be determined by the Board of Director. All officers must be member.

## **2. ELECTIONS**

The officers selected from among the Board of Director, shall be elected by the Board for a term of one year commencing at the first Board meeting following their election at the Annual Meeting of the Association. They shall serve for a period of one year or until their successors are elected by the Board.

## **3. VACANCIES**

Vacancies in any office shall be filled by the Board of Directors.

## **4. PRESIDENT**

The president shall preside at all meetings of the Board of Directors and of the Association, shall be chief executive officer of the Association, shall be subject to control of the Board of Directors and shall be a member ex-officio, of all committees of the association with the exception of the Nominating / Board of Development Committee.

## **5. VICE PRESIDENT**

In absence or disability of the President, the Vice President shall perform all of the duties of the office of the President.

## **6. SECRETARY**

The Secretary shall keep, or cause to be kept the minutes of all meetings of the Board of Director and of the Association, keep a membership roaster, have custody of the Association records and the Association seal, and have an inventory of property belonging to the Association. The Secretary shall send, or cause to be give, notices of meeting of the members and Directors as required by these Bylaws.

## **7. TREASURER**

The Treasurer shall cause to be kept and maintained adequate and correct accounts of the assets, liabilities. Income, and expense of the Association, and shall perform such other duties as the Board of Directors may deem reasonable.

## **8. LIMITATION OF POWERS**

- a. No officer, agent, employee or member shall have power or authority to bind the Association by contract, to pledge its credit or render it liable for any purpose unless such power or authority is approved in advance by the Board of Directors as part of the Annual Budget or by separate motion as recorded in the minutes of a meeting or by action by the Executive Committee acting within the scope of its powers.
- b. Unless the Board of Directors shall otherwise determine, checks on bank accounts shall be signed by two (2) authorized persons.

**ARTICLE VII  
STANDING COMMITTEES**

**1. EXECUTIVE COMMITTEE**

- a. The voting members of the Executive Committee shall consist of the President, Vice president, Secretary, Treasurer and up to two (2) Directors appointed annually by the President. The President may invite the Executive Director and or chairman of committees of the Association to attend and participate in any meeting in which the action relating to that committee may be taken.
- b. A quorum shall consist of a majority of the voting members currently serving on the committee.
- c. The Executive Committee shall normally meet monthly on a call of the President and at any other time on the call of at least two (2) members of the Executive Committee. Actions taken by the Executive Committee shall be presented for ratification at the next Board Meeting. The minutes of each meeting of the Executive Committee shall be available in the office of the Association.
- d. The Executive Committee shall have all the power of the Board of Directors except the power to authorize the expenditure of more than one thousand dollars (\$1,000.00) that is not included in the annual budget adopted by the Board.
- e. The Executive Committee shall serve as the Personnel Committee.

**2. FINANCE COMMITTEE**

The President shall appoint three (3) or more members to serve as a Finance Committee for a one (1) year term and shall appoint the Chairman of that committee who normally shall be the Treasurer. The Finance Committee shall participate in the preparation of the annual budget; shall review the monthly financial statements of the Association; shall oversee investment of funds and raising of capital funds, and consult with the independent accountants of the Association in connection with the annual audit of the financial statement of the Association.

**3. NOMINATING / BOARD OF DEVELOPMENT COMMITTEE**

- a. The Nominating / Board of Development Committee shall consist of five (5) members, three (3) of whom shall be persons who shall not be Directors during the ensuring year and two (2) of whom shall be Directors for the ensuring year.
- b. The three (3) non director members of the Nominating /Board of Development Committee shall be elected from two (2) year terms by the members of the Annual Meeting from persons nominated either by the existing Nominating / Board of Development Committee or by the members at the meeting by proxy. The Nominating / Board of Development Committee may serve more than two (2) consecutive years.
- c. The Nominating/ Board of Development Committee shall select its own chairman.

The Duties of this committee include:

1. In consultation with the Board of Director, members of the association and the Executive Director, research and maintain a list of qualified nominees from which a slate of new directors shall be drawn.

2. Report periodically, or when requested by the president, to the Board of Directors.
3. Develop a slate of Board Members to be voted on by the membership.
4. Submit a slate of three (3) non- director members for the nominating / Board of Development Committee to be voted on by the membership.
5. Submit a slate of officers for election by the Board.

#### **4. MUSEUM COMMITTEE**

The Museum Committee shall draft and review museum policies and procedures. The committee shall recommend to the board of Directors and shall act on direction from the board. The Committee shall be comprised of at least four (4) member of the board of Directors. Others with related professional experience and knowledge also may serve, as well as non-voting representatives of the staff.

#### **5. OTHER COMMITTEES**

The activities of the Association shall be run by committees appointed by the President to assist in achieving the goals of the Association. Member serve for such term as the President may determine. Unless the President selects the chairman of a committee, each committee shall select its own chairman, and shall adopt its own procedures. A person may not be a voting member of a committee unless that person is member of the Association. The activities of all committees shall be at all time under the supervision and control of the Board.

### **ARTICLE VIII**

#### **EXECUTIVE DIRECTOR**

Subject to such powers and limitations as may be given by the Board of Directors, the Executive Director shall have general supervision, direction, and control of the regular operational business of the Association. The Executive Director shall be appointed by the serve at the pleasure of the Board of Director.

The Executive Committee shall conduct an annual written performance review and determine the remuneration of the Executive Director. The Executive Director shall be subject to the direction and control of the Executive Committee.

The Executive Director shall represent the Association to external constituencies and generally be the contact person of the Association; deposit all funds in financial institution in accordance with instructions of the Finance Committee, attend all meeting of the standing committees and ensure staff attendance at all other committee meetings.

In absence or disability of the Executive Director, the Board of Directors shall appoint an Acting Executive Director, who shall perform all of the duties of the Executive Director, and, when as acting, shall have the powers of, and be subject to all the restrictions upon the Executive Director.

## **ARTICLE IX**

### **NONLIABILITY OF MEMBERS, DIRECTORS AND OFFICERS**

The members, Directors and officers shall not be held individually liable for any debts, contracts, liabilities or engagements of the corporation and shall be indemnified by the corporation to the full extent allowed by law for any liabilities or costs incurred by or imposed on them arising out of the proper exercise of their duties.

## **ARTICLE X**

### **ANNUAL REPORT**

The annual Report of financial condition, revenues and expense required by Section 6321 of the California Nonprofit Corporation Code shall be deemed sent to member if: (a) a summary of the fiscal year-end financial statements is mailed to members within one hundred twenty (120) days after the close of the fiscal year and (b) a complete copy of the financial statement and any report thereon of an independent accountant is furnished to any member who request it in writing.

## **ARTICLE XI**

### **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Revised, shall govern this organization in all parliamentary situations that are not provided for in the law or in its Articles of Incorporations, Bylaws or adopted laws.

## **ARTICLE XII**

### **AMENDMENTS TO THE BYLAWS**

The Bylaws may be amended at the Annual Meeting of the members of the Association or at an association meeting called for this specific purpose, or by written ballot without a meeting, provided that a copy of the proposed amendment shall be sent by the Secretary with the notice of the meeting or with the written ballot and provided that there is affirmative approval of a majority of the members (a) present or by proxy or (b) returning a written ballot. Proposed bylaw changes must be circulated to the membership at least 20 days in advance of any vote.

**REVISED SEPTEMBER 2018**