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Secretary of State  
State of California

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certify that:

- 1] They are the President and the Secretary, respectively, of the TAMALPAIS VALLEY IMPROVEMENT CLUB, a Marin County California corporation.
- 2] The Articles of Incorporation are amended in full as attached hereto and the attachment is incorporated by reference as if fully set forth in this officer's certificate.
- 3] The foregoing amendments of Articles of Incorporation have been duly approved by the board of directors.
- 4] The foregoing amendments of Articles of Incorporation were presented at a Special Meeting on April 13, 2016. The amendment to the Article of Incorporation has been approved by the required vote of the members.
- 5] We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our knowledge.

DATE: July 27, 2016



Curry Eckelhoff---President



Olivia Jacobs-----Secretary

**AMENDED ARTICLES OF INCORPORATION OF THE  
TAMALPAIS VALLEY IMPROVEMENT CLUB**

**ARTICLE I**

This Corporation shall be known as the Tamalpais Valley Improvement Club, herein referred to as the Corporation.

**ARTICLE II**

1. The specific and primary purpose for which the Corporation is formed is to promote the welfare of the community generally and to engage in activities which are humanitarian in nature and rendered for the general improvement and betterment of mankind, including but not limited to, holding informational meetings, forums, discussion programs and seminars to inform the public as to matters of community interest, and to provide educational and recreational programs open to the public generally, and to engage in activities designed to help without regard to race, religion or national origin.
2. The Corporation is organized under the General Nonprofit Corporation Law pursuant to Part 1 of Division 2 of Title 1 of the Corporations Code.
3. Said corporation does not contemplate pecuniary gain or profit to the members thereof, and no income shall inure to the benefit of any private individual or member of this corporation and, in addition to the purposes set forth in this article, the purpose for which it is formed are as follows:
  - a] To solicit, receive and hold money and property, both real and personal, by gift, contribution, bequest, devise, or otherwise; to sell and convert property into cash;
  - b] To invest funds received, and to use the income from such investments and from other property of the corporation for the purposes herein specified;

- c] To purchase, hire, or otherwise acquired, hold, own, sell, convey, lease, encumber and otherwise dispose of and deal in and with all kinds of property real and personal;
  - d] To borrow money, incur indebtedness and to secure the same by mortgage, deed of trust, pledge or otherwise; and
  - e] Generally to do all things incidental or appropriate to the achievement of any of the foregoing purposes.
4. The Corporation shall have a Seal consisting of a circular flat-faced die with the name of the Corporation and the year of its organization.

### **ARTICLE III**

#### **1 Membership**

Membership in this Club is open to all adult persons residing in the community known as Tamalpais Valley as determined by the boundaries set by the Tamalpais Community Services District.

- a. Family Membership which shall include all members of a family residing in the same household who are eighteen (18) years or more of age.
- b. Individual Adult Membership
- c. Senior Membership for those who are sixty-two [62] years of age.

The membership shall determine the dues for each category at the Annual Meeting. To maintain membership status, a member must have paid annual dues within the last twelve (12) months.

#### **2. Voting Rights**

Each Member shall be entitled to one vote on each matter submitted to a vote of the members.

#### **3. Annual Meeting**

The Annual Meeting of the Corporation shall be held on the first Thursday of September of each year beginning at 6:00 p.m. at the

principal office of the Corporation. The business conducted at the Annual Meeting shall be:

- a. To receive reports from all officers and committees.
- b. To elect all directors, candidates being announced no later than thirty [30] calendar days before the Annual Meeting.
- c. To determine the annual dues
- d. To decide on all Corporation matters as submitted at the Meeting.

**4. Notice of Meeting**

Written or printed notice stating the time, date and location of the Annual Meeting shall be delivered either personally, by mail or by email to each member entitled to vote at such meeting not less than five (5) days before the date of such meeting, by or at the direction of the President. If mailed, notice of meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Corporation.

**5. Quorum**

A majority of the Board shall constitute a quorum at any membership meeting.

**6. Voting Procedures**

Each member of the Corporation shall be entitled to one vote and all elections shall be by ballot.

**7. Duties**

The Corporation shall determine bylaw changes; members of the Board of Directors; the Nominating Committee; and shall act on all matters which may properly come before it.

**ARTICLE IV**

**Nominating Committee**

**1. Composition**

The Nominating Committee shall consist of 2 members of the Board of Directors.

2. **Elections, Vacancies, Terms**

Members of the Nominating Committee shall be selected by board members sixty (60) calendar days before the next Annual Meeting.

3. **Chairperson of the Nominating Committee**

A member of the Nominating Committee who is also a member of the Board of Directors shall be chosen as Chairperson by the Nominating Committee.

4. **Quorum**

A majority of the members of the Nominating Committee shall be present in person to constitute a quorum for the transaction of business.

5. **Responsibilities of Nominating Committee**

The responsibility of the Nominating Committee is to present a slate for the Board of Directors at the August Meeting of the full Board of Directors. Nominations from the floor will be accepted only at the August Board of Directors Meeting.

## **ARTICLE V**

### **Board of Directors**

1. **Number of Directors**

The Board of Directors shall consist of a minimum of five (5) members or a maximum of seven [7]. A majority of the Board shall constitute a quorum for the transaction of business.

2. **Powers of Directors**

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the

generality of the foregoing, the Board of Directors shall have the following powers:

To select or remove the ~~officers of the Corporation; prescribe such~~  
powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation or the bylaws; and require from them security and faithful service.

- b. To conduct, manage and control the affairs and business of the Corporation.
- c. To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefore in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

### 3. **Election, Term of Office and Vacancies**

The Directors shall be elected at each Annual Meeting of the members and shall hold office until their respective successors are elected. Elections of Directors shall be an even number [2] in even numbered years and an odd number [3] in odd numbered years.

The members of the Board of Directors shall be elected by the members of the Corporation for a term of four (4) years. If one or more vacancies occur, the Board of Directors by majority vote shall appoint a member to fill such vacancy or vacancies until the next Annual Meeting of the Corporation.

### 4. **Officers of the Corporation**

The officers of the Corporation shall consist of a President, Vice President, Recording Secretary and Treasurer who shall be appointed for a term of four (4) years by the elected members of the Corporation at the Annual Meeting.

The **President** shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee and shall

perform such other duties as may be assigned by the Board of Directors. The President shall be a member ex-officio of all committees.

The **Vice President** in the case of ~~absence~~ or disability of the President shall perform all the duties of the President. The Vice President shall also perform such other duties as may be assigned by the Board of Directors or the President.

The **Recording Secretary** shall keep a record of the proceedings of the meetings of the Board of Directors and for the Corporation and shall act as Secretary of the Executive Committee. The Secretary shall have charge of the Corporate Seal and shall affix same to such instruments as are authorized by the Board of Directors.

The **Treasurer** shall have charge of the funds of the Corporation, pay all bills under the direction of the Board of Directors and keep a correct account of all money received and disbursed by the Corporation. The Treasurer shall present to the Board of Directors at each regular meeting of the Board a monthly report and at each Annual Meeting of the Corporation a general report of receipts and expenditures of the Corporation for the previous year. All officers shall surrender all records belonging to the Corporation to the newly elected officers within ten (10) days after the Annual Meeting.

## ARTICLE VI

### 1. **Place and Time of Meetings**

Regular meetings of the Board shall be held on the first Thursday of each month without prior written notice. Such meetings shall be held at any place within the County of Marin which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held in the principal office of the Corporation.

Special meetings of the Board may be held either at a place so designated or at the principal office.

**2. Organization Meeting**

Immediately following each Annual Meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of business. Notice of such meetings is hereby dispensed with.

**3. Special Meetings**

Special Meetings of the Board may be called by the President at any time. The purpose of the meeting shall be stated with the request and no business shall be transacted at a Special Meeting except that for which the meeting has been called.

The transactions of any meeting of the Board of Directors however called and noticed and wherever held, shall be valid.

**4. Removal from Office**

A director may be removed from office for cause by the vote of a majority of members present at the meeting.

Any director who is absent from three (3) consecutive scheduled meetings and has not been excused by the President or Vice-President for each meeting, shall be removed from the Board.

**ARTICLE VII**

**1. Negation of Pecuniary Profits**

No member of the Board of Directors may receive any compensation whatsoever for his/her services as such, the Corporation not being organized for pecuniary profit of any type.

**ARTICLE VIII**

**Amendment of Articles of Incorporation**



These Articles of Incorporation may be amended by a majority [51%] vote of the members present at any Annual Meeting or at any Special Meeting called for the purpose.

## ARTICLE IX

The Corporation being a 501[C][4] is allowed to be involved in political events and elections to a minor degree as stated by the Internal Revenue Service. These events and elections shall be limited to local Tamalpais Valley politics i.e.; Tamalpais Community Services District Board of Directors [TCSD], Southern Marin Fire Protection District Board of Directors [SMFD] and the election of Marin County Supervisor for District 3. This decision is made based on the Mission Statement of the Corporation which states our purpose is to do all we can for the betterment of the community.

## ARTICLE X

### 1. Finance

**Signatures** - All contracts, checks, receipts of deposits of money and the access to securities of the Corporation shall be provided by either the President or Treasurer of the Corporation.

**Budget** - No expenses shall be incurred without prior approval of the Board of Directors. All monies shall be deposited in the name of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors.

**Contributions** - All financial contributions, gifts, etc., made to the Corporation shall have the prior approval of the Board of Directors.

## ARTICLE XI

### Board Committees

#### 1. Composition

The President shall, with the approval of the Board of Directors, appoint such Committees as are deemed necessary. The committees shall have such names, powers, duties and members as approved by the Board of Directors.

**2. Appointments and Terms of Committee Chairpersons**

The Chairperson of each committee shall be appointed by the President, subject to the approval of the Board of Directors.

**3. Appointment and Terms of Members**

Committee members shall be appointed for a one (1) year term by the President after consultation with the Chairperson of the respective committee.

**4. Dissolution**

In the event of the dissolution of this organization or other termination of its activities, all of its assets shall be paid over or transferred to:

- a. Any other tax exempt organization described in said Section 501 (C) non-profit of the Internal Revenue Code or a Governmental Agency which serves Tamalpais Valley residents solely.

The above reference to Section 501 (C) shall be interpreted to refer also to the corresponding section of any Internal Revenue code or other Revenue law hereafter in effect. The provisions of this article shall not be rescinded, altered or amended in any manner whatsoever.

## **ARTICLE XII**

### **Execution of Deeds and Mortgages**

Any contract, deed, mortgage or other instrument duly authorized may be executed on behalf of the Corporation by the President and Treasurer or by such officer or officers as the Board of Directors may expressly empower in a particular case. Title to all property shall be held in the name of the Corporation.

**ARTICLE XIII****Parliamentary Authority**

Robert's Rules of Order (Revised) shall be the Parliamentary authority.

**ARTICLE XIV****Fiscal Year**

The fiscal year shall be the calendar year commencing January 1 through December 31.

**ARTICLE XV**

This Corporation shall exist in perpetuity.

**ARTICLE XVI**

The names and addresses of the persons to act in the capacity of Directors until the selection and qualification of their successors, are as follows:

<u>Name</u>	<u>Address</u>
W.J. Garrett	Tamalpais Valley, CA
T. Meyer	Tamalpais Valley, CA
L.L. Cook	Tamalpais Valley, CA
W. Meyer	Tamalpais Valley, CA
H.R. Harris	Tamalpais Valley, CA

**ARTICLE XVII**

The County where the principal office for the transaction of the

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business of the corporation is to be located in the County of Marin,  
California,

Submitted July 27, 2016