

TAMALPAIS VALLEY IMPROVEMENT CLUB
Proposed Amendments to By Laws

8/01/93

ART. VI Meetings

Current Bylaws: Calls for second wednesday of each month.

Recommendation: Delete from bylaws and set by Board Resolution

ART. X Finance

Current Bylaws: Require annual cpa audit. Bonding is required for
directors/members handling money

Recommendation: Drop audit and bonding requirements,

ART. XII Parliamentary Authority:

Current Bylaws: Specify Roberts Rules of Order.

Recommendation: Adopt a rule of good sense subject to reversal by a majority
vote.

TAMALPAIS VALLEY IMPROVEMENT CLUB
Amendment to By Laws

ARTICLE III

1. Membership

Voting membership in this Club is open to all adult persons a majority of whom shall reside in the community known as Tamalpais Valley as determined by the boundaries set by the Tamalpais Community Services District, and the remaining members shall reside within the boundaries of the County of Marin.

ARTICLE V

Board of Directors

1. Number of Directors

The Board of Directors shall consist of at least seven (7) and no more than nine (9) members. A majority of the Board of Directors shall reside within the community known as Tamalpais Valley as determined by the boundaries set by the Tamalpais Community Services District, and remaining directors shall be residents of Marin County. A Majority of the Board shall constitute a quorum for the transaction of business.

November 12, 1987

TAMALPAIS VALLEY IMPROVEMENT CLUB

BY LAWS

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 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 fifty-five (55) years of age or older.
- d. Honorary Membership

A person who has rendered valuable service to the Corporation may be elected as Honorary Member by a majority vote of the Board of Directors subject, however, to confirmation at the next Annual Meeting of the Corporation by a majority vote of the members of the Corporation. An Honorary Member shall not have the right to vote nor serve on the Board of Directors.

e. Non-Voting Membership

Any persons in sympathy with the purposes of the Tamalpais Valley Improvement Club and willing to help in its promotion but who are living outside the boundaries of the Tamalpais Community Service District may be a non-voting member of the Tamalpais Valley Improvement Club. A non-voting member shall not have the right to vote nor serve on the Board of Directors. However, non-voting members will be eligible for reduced rates for access to the Club facilities.

f. Sustaining Membership

A person who has made an annual financial contribution in an amount determined by the Board of Directors shall be called a Sustaining Member. Sustaining Members shall not have the right to vote and shall have no responsibility other than their financial support.

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 with the year 1985 at 8:00 p.m. at the principal office of the Corporation. The business conducted at the Annual Meeting shall be:

- (1) To receive reports from all officers and committees.
- (2) To elect all directors, candidacies being announced no later than thirty (30) calendar days before the Annual Meeting.
- (3) To determine the annual dues
- (4) To decide on all Club matters as submitted at the Meeting.

4. Notice of Meeting

Written or printed notice stating the place, day and hour of any special meeting of members shall be delivered either personally or by mail, 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

Seven (7) members shall constitute a quorum at any membership meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

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 By Law 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 not less than three (3) nor more than five (5) members of whom at least a majority shall be chosen from among the members of the Board of Directors and the balance elected from among the members of the Corporation.

2. Elections, Vacancies, Terms

Members of the Nominating Committee shall be elected by the Corporation members ninety (90) calendar days before the next Annual Meeting for a term of one year or until their successors are elected. In no event shall any member of the Nominating Committee serve more than two (2) consecutive terms. A member of the Nominating Committee shall not be eligible for renomination until the expiration of one year.

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 and shall serve in that capacity for no more than one year.

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

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 at least seven (7) and no more than nine (9) members. A majority of the Board shall constitute a quorum for the transaction of the 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:

- a. To select or remove the officers, agents and employees of the Corporation; prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation or the By Laws; fix their compensation 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 (4) in an even numbered year and an odd number (5) in an odd numbered year.

The members of the Board of Directors shall be elected by the members of the Corporation for a term of two (2) years and shall serve for no more than two (2) consecutive terms. 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 two (2) 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, 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 except the Nominating Committee.

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 Board of Directors may appoint a Correspondence Secretary to assist the Recording Secretary in connection with the duties.

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 Corporation may be called by the President at any time and shall be called by the President on the written request of ten (10) members of the Corporation. 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. Such notice shall be mailed at least forty-eight (48) hours prior to the time of the holding of the meeting. As an alternative, notice may be given personally or by telephone not less than twenty-four (24) hours prior to the time of the holding of the meeting.

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

1. Amendment of By Laws

These By Laws may be amended by two-thirds (2/3) vote of the members present at any Annual Meeting or at any Special Meeting called for the purpose. Any member proposing an amendment must file it with the Recording Secretary not less than sixty (60) calendar days before such a meeting. The Recording Secretary must submit a copy of the proposed amendment(s) at said meeting.

ARTICLE IX

1. Right to Inspect Records

Any member has access to minutes of proceedings, financial and membership records for a purpose reasonable related to his/her interests as a member as allowed by the laws of the State of California and in a way that respects the privacy right of individual members under the provisions of the Welfare and Institutions Code of the State of California.

ARTICLE X

1. Finance

Audit - An independent Certified Public Account shall make an annual audit of the financial accounts of the Corporation. A full, written report shall be submitted to the Board of Directors at least once a year.

Bonding - The Board of Directors shall determine which persons shall have major responsibility for the handling of monies and securities of the Corporation. These persons shall be bonded in the amounts set forth by the Board of Directors.

Signatures - All contracts, checks, receipts of deposits of money and the access to securities of the Corporation shall be provided by two (2) officers of the Corporation.

Budget - The proposed annual budget of estimated income and expenditures and all revisions shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriation 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, for a term of one (1) year or until a successor is appointed and shall serve for no more than two (2) consecutive terms as Chairperson of any given committee. The Chairperson of each committee shall be appointed from among the members of the Corporation. Approval of the Committee Chairpersons shall be made at the Board meeting next following the Annual Meeting of the Corporation.

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 exempt organization described in said Section 501 (C) (3) of the Internal Revenue Code, contributions to which are deductible.

The above reference to Section 501 (C) (3) shall be interpreted to refer also to be 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

1. 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

1. Parliamentary Authority

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

ARTICLE XIV

1. Fiscal Year

The fiscal year shall be the calendar year commencing March 1 though February 28.