

# **BY-LAWS OF THE SIERRA MONO MUSEUM**

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## ARTICLE I

### OFFICES

The principal office of the Corporation shall be located in the county of Madera, State of California. The Corporation may have such other offices, either within the state of California, as the Board of Directors may determine of as the affairs of the Corporation may require from time to time.

## ARTICLE II

### MEMBERS

#### Section I

##### CLASSES OF MEMBERS:

The Corporation shall have six classes of members. No member shall hold more than one membership in the corporation. There is no limit on the number of members the corporation may admit. The designation of such classes and the qualification and rights of the members of such classes shall be as follows:

- (a) **ACTIVE:** Adult Mono Member, with proven ancestry, of either sex over the age of 18 years has all the rights and privileges of the organization including the right to vote, hold office, or be elected as a Director. Active members must pay annual dues to the corporation as set by these bylaws.
- (b) **JUNIOR:** Students and youths 12-17 years of age shall be entitled to all organizational privileges except the right to vote, hold office, or be a Director. Junior members must pay annual dues to the corporation as set by these bylaws.
- (c) **ASSOCIATE:** Anyone not of Mono decent who is interested in supporting the Corporation may be accepted as an Associate member exempt from voting privileges. Associate members must pay annual dues to the corporation as set by these bylaws.
- (d) **HONORARY:** recognition to be used at the discretion of the Board of Directors. Acknowledgement of persons with outstanding accomplishments or distinctions in the fields of research, education, civic and cultural development. Does not have the right to hold office, vote, or be on the Board of Directors. A certificate with the corporation seal will be issued to this person. Honorary members are exempt from annual dues to the corporation as set by these bylaws.
- (e) **LIFETIME MEMBERSHIP:** If a Board member proposes to recognize an adult Mono member with Lifetime Membership for a special

contribution to the Museum or the Community, he or she shall submit a written proposal to the Board with the reason for the recognition. If the Board votes to confer Lifetime Membership, the Lifetime Member shall have all the rights and privileges of the organization including the right to vote, hold office, or be elected as a Director. Lifetime members are exempt from annual dues to the corporation as set by these bylaws.

- (f) **ORGANIZATIONAL MEMBERSHIP:** Any business or organization may be accepted as a group membership, exempt from voting rights. Organizational members must pay annual dues to the corporation as set by these bylaws.

## **Section 2**

**ANNUAL DUES OF MEMBERSHIP:** The annual dues payable to the corporation by members shall be as follows: ACTIVE: \$25.00; ASSOCIATE: \$25.00; JUNIOR: \$15.00; HONORARY: EXEMPT; LIFETIME: EXEMPT; ORGANIZATIONAL: \$150.00. Annual dues are subject to review each year in September and may be changed by vote of a majority of the Board or membership at a duly noticed meeting.

## **Section 3**

**VOTING RIGHTS:** Each member who meets voting qualification as set forth in these bylaws shall be entitled to one vote on each matter submitted to a vote of the members.

## **Section 4**

**MEMBERSHIP BOOK:** The Corporation shall keep a membership book containing the name and address of each member along with the class of membership and date of membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours. The recorded names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership.

## **Section 5**

### **TERMINATION OF MEMBERSHIP:**

Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (a) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or the date of deposit in the mail;

- (b) Upon a determination by the board of directors, pursuant to Section 6 of this Article, that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation;
- (c) Failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

## **Section 6**

### **PROCEDURE FOR EXPULSION**

Following the determination by a majority of the Board of Directors that a member should be expelled, the following procedure shall be implemented:

- (a) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the proposed expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of expulsion.
- (b) The member being expelled shall be given an opportunity to be heard either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the board of directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
- (c) Following the hearing, the board of directors shall decide, by a 2/3 vote, whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final unless appealed pursuant to Art. V.
- (d) Any member expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

## **Section 7**

**REINSTATEMENT:** Upon written request signed by an expelled member and filed with the Secretary, the Board of Directors may reinstate such a former member to membership.

## **Section 8**

**TRANSFER OF MEMBERSHIP:** Membership in this Corporation is not transferable or assignable. All rights of membership cease upon the member's death.

## **Section 9**

**POWERS AND DUTIES:** The members of the Corporation shall have the right and responsibility by a majority vote to:

- (a) Elect the Directors pursuant to Article IV, § 10 of these bylaws;
- (b) Remove from office any Director or Officer for good and sufficient cause pursuant to Article IV, §11 of these bylaws;
- (c) Hear and pass upon the reports of the Board, Officers, and Committees at duly called membership meeting or duly called special meetings as set forth in these bylaws;
- (d) Act as final arbiter of an appeal as set forth in Article V, the appeal procedure set forth in these bylaws;
- (e) Approve any amendments to the By-Laws that materially alter the voting rights of the members, at the annual meeting or at a special meeting called for that purpose pursuant to Art. III, §2.

## **Section 10** **CONDUCT:**

- (a) No member or members, persons or person, shall be allowed to solicit orders, sell merchandise, solicit donations, or conduct any money making activity at any meeting or social function of this Corporation without permission of the Board of Directors.
- (b) No member or members, persons or person, shall have the privilege of using the Corporation name without the permission of the Board of Directors.
- (c) Upon the written request of any member of the Corporation stating that it has come to his/her attention that the act or acts of any member have become objectionable to the extent that their membership should be cancelled, a grievance committee of not less than three (3) members of the Board shall be formed to investigate such a member. Any member expelled or suspended may appeal to the membership pursuant to the appeal procedure outlined in Art. V.
- (d) Misconduct shall not be acceptable in the manner of unnecessary verbal abuse, threatening, violence, being under the influence of an illegal substance, or breach of confidentiality.

## ARTICLE III

### MEMBERSHIP MEETINGS

#### Section 1

**ANNUAL MEETINGS:** The Members shall meet annually on the first Wednesday of the month September, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

#### Section 2

**SPECIAL MEETINGS:** Special meetings of the members may be called by the President or the Board of Directors. In addition, special meetings of the members for any lawful purpose may be called by a written petition signed by 1/10<sup>th</sup> or more of the members entitled to vote.

#### Section 3

**PLACE OF MEETINGS:** The Board of Directors may designate any place, either within or out of the State of California, as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors or by petition of 1/10<sup>th</sup> of the voting members. If no other place is designated, the meeting shall be held at the registered office of the Corporation. Meetings held outside of the registered office shall be valid with consent of the Board of Directors and such meeting, corporate action can be taken.

#### Section 4

**TIME AND NOTICE OF MEETING:** Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the scheduled meeting (see Art. III, §11), is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

#### Section 5

**MANNER OF GIVING NOTICE:** Notice of a members' meeting or any report shall be given by mail addressed to the member at the address of such member appearing on the books of the corporation or given by the by the member to the corporation for the purpose of notice. Notice shall be deemed to have been given at the time the notice is deposited in the mail.

## **Section 6**

**CONTENTS OF NOTICE:** Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

## **Section 7**

**NOTICE OF MEETINGS CALLED BY MEMBERS:** If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice President, or Secretary of the Corporation. The Officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date, time and place of the meeting and the nature of the business proposed to be transacted. The date for such meeting shall be fixed by the Board and shall be not less than 30 nor more than 90 days after the receipt of the request for the meeting by the Officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give notice as set forth in these by laws.

## **Section 8**

**SPECIAL NOTICE RULES FOR APPROVING CERTAIN PROPOSALS:** If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless the proposed action is unanimously approved by all current members entitled to vote, or unless the general nature of the proposal is stated in the notice of meeting that is sent to all members entitled to vote pursuant to Art. III, §4, and the proposal is then adopted at a duly noticed meeting at which a quorum is present by a 2/3 vote of those in attendance:

- (a) Removal of the directors with or without cause;
- (b) Filling of vacancies on the Board by members;
- (c) Amending the articles of incorporation;
- (d) An election to voluntarily wind up and dissolve the corporation; and
- (e) Appeal of a decision of the Board of Directors

## **Section 9**

**QUORUM:** a quorum of the membership shall consist of at least 1/3 of the members entitled to vote. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned by the vote of a majority of the votes represented at the meeting, but no other business shall be transacted at such meeting.

#### **Section 10**

**MAJORITY ACTION BY MEMBERS:** Any action required by law to be taken at a meeting of the members may be taken without a meeting if all current members entitled to vote give their consent in writing to the specified action.

#### **Section 11**

**VOTING:** Each voting member is entitled to 1 vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or a show of hands. Election of directors, however, shall be by written ballot. Proxy voting and voting by mail is prohibited. Any action taken shall be by the vote of the majority of the members present except that approval of proposals to remove a director, amend the articles of incorporation, voluntarily wind up and dissolve the corporation, and appeal of a decision of the Board of Directors must be by a 2/3 vote of the members present and entitled to vote. A person must be a paid member thirty (30) days prior to any elections or for any other voting rights.

### **ARTICLE IV**

#### **DIRECTORS**

##### **Section 1**

**QUALIFICATION OF DIRECTORS:** Directors must be residents of California, must be Active Members of the Corporation, and must not have been convicted of a felony. In order to maintain qualification to serve, Directors must attend at least 2/3 of the regularly scheduled board meetings held each year unless their absence is excused by decision of the Board at the meeting from which they are absent, and must actively participate in at least one Committee.

##### **Section 2**

**NUMBER AND TENURE:** The Corporation shall have seven (7) directors and collectively they shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided for in these bylaws. Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies. The term is two (2) years for each director, to be elected at staggered terms of office.

##### **Section 3**

**REGULAR MEETINGS:** A regular meeting of the Board of Directors shall be held monthly and shall be held without any notice other than these By-Laws. The

Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without any notice other than such resolution.

#### **Section 4**

**CONDUCT OF MEETINGS:** Meetings of the Board of Directors shall be presided over by the President of the Board, or in his or her absence, by the Vice-President. Board meetings shall be open to all Members and to the public, except if the matter being discussed involves pending litigation or personnel, in which case the Board may close the meeting and go into executive session. A record of what was discussed in executive session shall not be included in the minutes of the Board meeting, except that any action taken during executive session shall be reported when the public meeting reconvenes, and shall be included in the official minutes of the meeting.

#### **Section 5**

**NOTICE:** Notice of any special meetings of the Board shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or by mail or telephone to each Director at his/her address shown in Corporate records. If mailed, such notice shall be deemed to be delivered 24 hours after being deposited in the U.S. Mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of the notice of such meeting, unless specifically required by these By-Laws.

#### **Section 6**

**QUORUM:** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board but if less than a majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting from time to time without further notice.

#### **Section 7**

**MANNER OF ACTING:** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by these By-Laws.

#### **Section 8**

**VACANCIES:** Any vacancies occurring in the Board shall be filled by appointment of the Board. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

## **Section 9**

**COMPENSATION:** Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance if any, may be allowed for attendance at such regular and special meetings of the Board, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation.

## **Section 10**

**DIRECTORS' POWER TO AMEND:** The Board of Directors shall have the right to make, amend, and repeal the By-Laws of this Corporation by a majority vote of all the Directors at any regular or special meeting of the Board, subject to final approval of the members at an annual meeting or a special meeting called for that purpose if the amendment materially alters the voting rights of the members. Notice of any amendment to the By-Laws duly approved by the Board shall be sent to all members of record as of the date of the amendment.

## **Section 11**

**ELECTION OF OFFICERS AND DIRECTORS:** Election of officers and directors shall take place at the annual membership meeting in September, and nominations for officers and directors shall be made at the monthly meeting in August pursuant to the following procedures:

- (a) A person who is qualified to serve pursuant to Art. IV §1 may be nominated as a Director either by someone attending the August Board meeting or by submitting a written nomination at least 10 days before the August Board meeting. Anyone nominated must either be present at the August meeting to accept the nomination or must submit a written acceptance of the nomination before the date of the meeting;
- (b) Anyone nominated may submit, within 5 days of the August Board meeting, a written candidate statement outlining their qualifications and reasons for their candidacy. At least 15 days before the September meeting the Secretary or Staff will send, to all members entitled to vote at that meeting, a notice that includes both a list of candidates and any candidate statements that have been received;
- (c) At the September meeting at which the election is held, any member who wishes to speak for or against a candidate shall be given at least one minute to do so;
- (d) At the September meeting, any member entitled to vote may either cast a ballot at the meeting or may come into the Office the following day between 7:30 a.m. and 4:30 p.m. to cast a ballot. A special committee appointed by the Board will then count the ballots and all candidates will be notified of the count within one week of the September meeting;
- (e) Those candidates receiving the highest number of votes will be sworn in at the next regular Board meeting.
- (f) In the event no candidates are nominated, at the August Board meeting and seated officers are running uncontested, the vacancies

will be filled without a formal election, and incumbents will be seated at the September meeting.

## **Section 12**

**REMOVAL OF DIRECTORS:** A director may be removed from office before the expiration of the director's term only if:

- (a) the director is removed by court order in case of fraudulent or dishonest acts or a gross abuse of authority or discretion
- (b) the director has failed, without excuse, to attend the required number of regularly scheduled board meetings as provided in these bylaws, or otherwise is no longer qualified under Art. IV, §1.
- (c) the removal is approved at a duly called and noticed membership meeting by an affirmative vote of 2/3 of the outstanding memberships entitled to vote

## **ARTICLE V**

### **APPEAL OF BOARD DECISIONS**

#### **Section 1**

**RIGHT TO APPEAL:** If any member disagrees with an action taken by the Board of Directors, he or she may appeal such decision to the full membership by the procedures outlined in this Article.

#### **Section 2**

**HEARING ON APPEAL:** The appeal of any member shall be heard by the full membership at a special meeting called for that purpose pursuant to the procedures outlined in Article III, §§ 2 and 7. If the appeal is from an expulsion pursuant to Article II, §6, the request for a special meeting can be made by the expelled member without requiring a written petition signed by at least 1/10<sup>th</sup> of the voting members. If the appeal is of any other decision of the Board, a written petition signed by at least 1/10<sup>th</sup> of the members entitled to vote must be submitted pursuant to Article III §2. Such petition shall specify the decision being appealed and when the decision was made. The President, Vice President or Secretary of the Board must then provide notice of the meeting to the full membership as outlined in Article III, §7.

#### **Section 3**

**CONDUCT OF SPECIAL MEETING TO HEAR APPEAL:** At the special meeting called to appeal a decision of the Board, the member or members appealing shall be given an opportunity to present their case to the members present. The appeal will then be decided by a 2/3 vote of the members present that are entitled to vote. If there is no quorum present, the meeting will be adjourned and

notice of a new meeting date, place and time will be provided in the manner outlined in Article III, §7. A decision of 2/3 of the voting members present in a special meeting, duly called to hear an appeal, at which a quorum is present, will be final.

## ARTICLE VI

### OFFICERS

#### Section 1

**OFFICERS:** the officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Other officers as may be needed will be elected in accordance with this article.

#### Section 2

**ELECTION AND TERM OF OFFICE:** The officers of the Corporation shall be elected by the members at the regular September meeting. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified. The term of officers will be one (1) year unless otherwise specified.

#### Section 3

**REMOVAL AND RESIGNATION:** Any officer elected by the Board or appointed by the Board may be removed by a 2/3 vote of the Board whenever, in their judgment, it is in the best interest of the Corporation. Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the corporation. Any such resignation shall take effect on the date of receipt of the notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 4

**VACANCIES:** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

#### Section 5

**PRESIDENT:** The President shall be the principal executive officer of the Corporation, and shall, in general, supervise and control all of the business and affairs of the Corporation, preside at all meetings of the members and of the Board, and perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, bonds, mortgages, contracts, checks, or other instruments the Board has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent or Corporation. The President shall be ex-officio member of all committees.

### **Section 6**

**VICE PRESIDENT:** In the absence of the President or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform all such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

### **Section 7**

**TREASURER:** If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/She shall have charge and custody of and be responsible for all funds and sureties of the Corporation receive and give receipts for the money due and payable to the Corporation, from any source whatsoever. Deposit all such money in the name of the Corporation in such banks, trust company, or other depositories as shall be selected in accordance with the provisions of ARTICLE VIII of these By-Laws and in general perform all duties incidental to the office of the Treasurer and such other duties from time to time assigned to him/her by the President of the Board.

### **Section 8**

**SECRETARY:** The Secretary shall keep the minutes of the meetings of the Board and all other meetings in one or more books provided for this purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be the custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under it's seal is duly authorized in accordance with the provisions of these By-Laws, keep a register of the Post Office address of each member which shall be furnished to the Secretary by such member, and in general, perform all duties incidental to the office assigned to him/her by the President of the Board.

## **ARTICLE VII**

### **COMMITTEES**

#### **Section 1**

**EXECUTIVE COMMITTEE OF THE BOARD:** The Executive Committee of the Board of Directors shall consist of the President, Vice President, Treasurer and Secretary. The Board may delegate to the Executive Committee the power to act on behalf of the Board in the management of the business and affairs of the

Corporation in the period between regular or special Board meetings, except with respect to:

- a. the approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members
- b. the filling of vacancies on the Board or on any committee that has the authority of the Board
- c. the amendment or repeal of bylaws or the adoption of new bylaws
- d. the amendment or repeal of any previous resolution of the Board unless by its express terms it is so amendable or repealable
- e. the approval of any transaction to which the Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in §5233(d)(3) of the California Non-Profit Public Benefit Corporation Law.

The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Corporate records, and report any actions taken to the next regular or special meeting of the full Board.

**OTHER COMMITTEES:** The Board, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of at least one Director and any other individuals appointed by a majority of the Board. Committees, unless delegated the authority by the Board of Directors, do not act or take any final action on behalf of the Corporation and a Committee Recommendation shall be adopted for action only by a majority vote of the Board of Directors at a duly noticed meeting.

## **Section 2**

**TERM OF OFFICE:** Each member of a committee shall be appointed by the Board for a one year term and shall continue as such until the committee disbands, the member resigns or ceases to qualify as a member, or until a successor is appointed.

## **Section 3**

**COMMITTEE CHAIR:** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof. The chair of each committee shall be an active member of the corporation.

## **Section 4**

**VACANCIES:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **Section 5**

**QUORUM:** Unless otherwise provided in the resolution of the Board designating the committee, a majority of the whole committee shall constitute a quorum and

the act or recommendation of a majority of the quorum shall be the act or recommendation of the committee.

### **Section 6**

**RULES:** Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board.

## **ARTICLE VIII**

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

#### **Section 1**

**CONTRACTS:** The Board of Directors, except as otherwise provided in these bylaws, may, by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2**

**CHECKS, DRAFTS, ETC.:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officer, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In absence of such determination by the Board, such instruments shall be signed by the Treasurer or Secretary and countersigned by the President.

#### **Section 3**

**DEPOSITS:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

#### **Section 4**

**GIFTS:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any specific purpose.

## **ARTICLE IX**

### **CERTIFICATE OF MEMBERSHIP**

### **Section 1**

**CERTIFICATE OF MEMBERSHIP:** The Board of Directors may provide for the issuance of certificates for a member when his/her dues and fees are paid as required. This may be in the form of a membership card issued by the Secretary. A special certificate will be issued to those deserving a greater honor as determined by the Board of Directors.

## **ARTICLE X**

### **BOOKS AND RECORDS**

#### **Section 1**

**BOOKS AND RECORDS:** The Corporation shall, at the registered or principal office, keep correct and complete books and records of account, shall keep minutes of all proceedings of its members, Board of Directors and Committees having any of the authority of the Board, shall keep a copy of the duly adopted Articles of Incorporation and By-Laws, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

#### **Section 2**

**RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS:** The minutes of meetings of the Board of Directors and all Committees with Board delegated powers shall contain:

- a. The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings.
- b. The names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

## **ARTICLE XI**

### **FISCAL YEAR**

#### **Section 1**

**FISCAL YEAR:** The Fiscal Year from September first to August thirty-first shall be designated as the official calendar year of this corporation for elections, audits, yearly reports and all other purposes.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

**WE**, the undersigned, are all of the persons currently serving as the duly elected Board of Directors of The Sierra Mono Museum, a California non-profit corporation, and, pursuant to the authority granted to the Board of Directors by these bylaws, hereby adopt the foregoing bylaws, consisting of fifteen (17) pages, as the bylaws of this corporation, subject to approval by a majority of voting members of the Corporation at the next annual meeting or a special membership meeting called for the purpose of approving these bylaws.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Kelly Marshall, President

Dated: \_\_\_\_\_

\_\_\_\_\_  
Lois Walker, Vice President

Dated: \_\_\_\_\_

\_\_\_\_\_  
Connie DeSilva, Secretary

Dated: \_\_\_\_\_

\_\_\_\_\_  
Haroleen Bowlan, Treasurer

Dated: \_\_\_\_\_

\_\_\_\_\_  
Ruby Pomona, Director

Dated: \_\_\_\_\_

\_\_\_\_\_  
Leona Chepo, Director

Dated: \_\_\_\_\_

\_\_\_\_\_  
Sandy Clark, Director

## **MISSION STATEMENT**

**To exist for the specific and primary purposes of fostering a better public understanding and appreciation of Mono Indian culture, past and present, promoting the cultural development of our community, county, and state, through the recording and collecting of Mono Indian customs, art and lore, and the establishment and maintenance of a building of the preservation and exhibition of this culture.**