

**BYLAWS  
Of  
THE LIVERMORE HERITAGE GUILD**

Approved 30 September 2004

**ARTICLE I - Name**

This non-profit organization shall be known as the "Livermore Heritage Guild", hereinafter called the "Guild".

**ARTICLE II - Mission**

- Section 1:** The mission of the Livermore Heritage Guild is to coordinate the efforts of concerned individuals and organizations to collect and/or preserve those historical resources that represent the heritage of the Livermore Valley, to organize these historical resources, and to make them available to the public for education and enjoyment.
- Section 2:** The Guild shall conduct itself as a nonprofit tax exempt corporation in accordance with the Federal Internal Revenue Code 501 (c) (3) - (non-profit - literary and education) and the State of California Revenue and Taxation Code 237020. No part of this document shall be interpreted by any member to be grounds for violation of the above tax codes.

**ARTICLE III - Membership**

- Section 1:** Membership in the Livermore Heritage Guild shall be open to any individual, family or organization ascribing to the above Mission and having an interest in promoting its objectives.
- Section 2:** Regular members who have paid their dues for the current year have full voting privileges and are eligible to hold any office in the Guild.
- Section 3:** Honorary membership may be conferred on any person who has made an outstanding contribution to the mission of the Guild or the Guild itself. Honorary members shall not pay dues, vote, or hold office in the Guild. The process of nomination and election of Honorary members is set forth in the Standing Rules.
- Section 4:** Other categories of members and membership fees shall be defined in the Standing Rules.
- Section 5:** All regular and other categories of members who have not paid their annual dues by the first day of the third month of each fiscal year shall be dropped from the membership roster, but may be reinstated upon receipt of dues.

## ARTICLE IV - Officers

- Section 1:** The affairs of the Livermore Heritage Guild shall be managed by the Executive Board consisting of the five (5) Officers and the Standing Committee chairs, each one of whom shall have one vote.
- Section 2:** The Officers of the Livermore Heritage Guild shall be: (1) President, (2) First Vice-President, (3) Second Vice-President, (4) Secretary, and (5) Treasurer.
- Section 3:** The Officers shall be elected by a simple majority of the members present at the Annual Meeting. They shall assume office at the end of that business meeting.
- Section 4:** Members elected to an office or appointed to a committee chair of the Livermore Heritage Guild shall be regular members.
- Section 5:** All officers shall serve a two-year term. Term limits will be addressed in the Standing Rules.
- Section 6:** If any member of the Executive Board has three (3) unexcused absences, his/her position shall be declared vacant.
- Section 7:** Any vacancy in an officer position shall be filled by appointment of the Board. The person so appointed shall hold office for the unexpired term of the person replaced.

## ARTICLE V - Duties of the Officers

- Section 1:** President: The President shall preside at all meetings of the general membership and the Board. The President shall appoint, with the approval of a majority of the Board, all standing and special committee chairs with the exception of the Nominating Committee and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall prepare an annual report which will be presented at the Annual Meeting of the membership. This report shall include a summary of the past year's activities and the ongoing plans for the coming year.
- Section 2:** First Vice-President: The First Vice-President shall assume the duties of the President in the absence of the President, or at the request of the President. The First Vice-President shall also serve as Program Chair, as described in the Standing Rules.
- Section 3:** Second Vice-President: The Second Vice-President shall assume the duties of the President in the absence of the President and First Vice-President. The Second Vice-President shall also serve as the Membership Chair for the Guild. The Membership Chair shall receive all applications for new membership and membership renewals and be responsible for building membership.
- Section 4:** Secretary: The Secretary shall keep the minutes and records of the Guild's Board meetings, regular meetings and any special meetings. The Secretary will maintain and have available for reference at all meetings copies of the Guild's relevant and legal documents.

**Section 5:** Treasurer: The Treasurer shall keep the fiscal records and make financial reports to the Board. The Treasurer shall administer and maintain the Guild's financial accounts. The Treasurer shall establish and monitor a budget for expenditures of the Guild's funds. A summary financial report shall be prepared and presented at the Annual Meeting. The Treasurer shall be responsible for submitting all required Federal and State forms.

## **ARTICLE VI - Committees**

**Section 1:** The Standing Committees are constituted to perform a continuing function, and remain in existence permanently or for the life of the assembly that establishes them. The Standing Committees of the Guild shall be the following, and shall report to the Executive Board:

Duarte Garage  
History Center  
Ways and Means

**A.** The Chair of the History Center Committee shall be the Curator of the History Center. The duties of this committee are defined in the Standing Rules

**B.** The Chair of the Duarte Garage Committee shall be the Curator of the Duarte Garage. The duties of this committee are defined in the Standing Rules.

**C.** The duties of the Chair of the Ways and Means Committee are defined in the Standing Rules.

**Section 2:** The Special Committees are appointed, as the need arises, to carry out specified tasks, at the completion of which they automatically ceases to exist. The Special Committees of the Guild shall include, but are not limited to, the following:

Nominating Committee, which shall consist of at least three (3) members, including one (1) person from the Board who is not running for the office of President. The Committee shall present its slate of nominations at the Board meeting one month prior to the Annual Meeting. Further nominations may be made from the floor at the Annual Meeting, providing the nominee is present or has previously given written consent. Nominees shall be elected by ballot by members attending the Annual Meeting; when there is no contest, the election may be made by acclamation.

## **ARTICLE VII - Dues**

**Section 1:** Annual dues for membership in the Livermore Heritage Guild shall be established by the Board.

**Section 2:** The current dues and the fiscal year for the Guild shall be documented in the Standing Rules.

**Section 3:** Donations from individuals or organizations of amounts in excess of the usual dues will be accepted and acknowledged.

**Section 4:** No dues or fees shall be attached to an honorary membership.

## **ARTICLE VIII - Meetings**

- Section 1:** The Executive Board shall meet monthly or at the call of the President.
- Section 2:** A quorum of the Board shall consist of a simple majority of the Board Members.
- Section 3:** The General Membership shall meet annually (Annual Meeting) in accordance with a calendar proposed by the Board.
- Section 4:** The Board has the power to call special meetings at any time, and upon written request of twelve (12) or more members to an officer of the Guild, the Board shall be required to call a special meeting of the membership within fifteen (15) days of receipt of the request. All notices of any special meetings shall state the purpose of the meeting.

## **ARTICLE IX - Compensation**

No member shall receive any financial gain from the Livermore Heritage Guild, but members shall be compensated for reasonable expenses incurred on behalf of the Guild.

## **ARTICLE X - Amendments and Revisions**

- Section 1:** These Bylaws may be revised or amended by a simple majority of the regular members present at the Annual General Meeting, provided the amendments were submitted to the members in writing at least one month prior to the vote.
- Section 2:** These Bylaws shall be reviewed every three (3) years to be sure they comply with current practices of the Guild. A note shall be made in the Standing Rules stating that this has been done. The President and Secretary of the Guild shall sign and date this note.

## **ARTICLE XI - Parliamentary Procedures**

"Robert's Rules of Order (revised)" shall govern parliamentary procedures when and if these Bylaws and Standing Rules do not cover the subject in question in all meetings and assemblies of this Guild.

## **ARTICLE XII - Adoption**

This document was originally adopted at a Livermore Heritage Guild meeting in 1980. Revised documents were amended and approved in:

June, 1988  
September, 2004

### **ARTICLE XIII - Standing Rules**

- Section 1:** The Standing Rules shall address the day to day business operations of the Guild and shall give detail to these Bylaws. The Standing Rules shall be just as binding as the Bylaws.
- Section 2:** The adoption and revision of the Standing Rules shall be by a simple majority of the Board members.
- Section 3:** The Board shall review the Standing Rules annually at the first Board meeting of the fiscal year.

### **ARTICLE XIV - Dissolution**

In the event of dissolution of this corporation, the assets and property held by it, whether in trust or otherwise, shall not inure to the benefit of any member or private person but shall, after payment of liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax exempt status under the provisions of title I, Division 2, Part I of the Corporation Code of the State of California as now enacted for as it may hereafter be amended, to be applied exclusively for the purposes stated in Article II of these Bylaws.

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