

## **Sonoma League for Historic Preservation Bylaws**

**Revised at League Board Meeting of October 21, 2020**

### **Article I -- Name**

The name of this organization is Sonoma League for Historic Preservation.

### **Article II -- Mission**

- (1) The League's mission is to educate, promote interest in, and advocate for the preservation of historic buildings, neighborhoods, and landscapes in the City of Sonoma and Sonoma Valley.
- (2) To effect this mission, the Sonoma League shall:
  - (a) Encourage preservation and restoration of historic structures and districts as well as their cultural landscapes;
  - (b) Encourage responsible design for new construction if proposed to be in or adjacent to an historically significant cultural resource, landscape or district.
  - (c) Promote surveys and studies that support historic preservation within the City of Sonoma and Sonoma Valley.
  - (d) Promote public education in historic preservation through programs and publications.
  - (e) Support individuals and organizations that are actively engaged in historic preservation, especially for educational purposes.

(f) Maintain a library of Sonoma, California and American historic preservation resources as well as an archive of the historic structures and maps of the Sonoma Valley.

### **Article III -- Membership**

(1) Membership shall be open to all persons and organizations interested in the mission of the League and who have a) paid dues b) purchased a membership or c) completed a membership form providing them a less-than-one-year complimentary membership.

(2) All members in good standing shall have voting rights and each member shall be entitled to one vote on each matter submitted to the membership for a vote.

(3) Each member shall have the right to attend and vote at the Annual Meeting and to hold office; attendance by League members at any regular Board meeting is also permitted with advance approval by the League President.

(4) Voting may be by voice or written ballot; however, the election of directors must be by written ballot if requested by any member, but that request for a written ballot must be made before voting begins.

(5) Annual dues shall be payable on the **anniversary date** of membership in the League unless otherwise provided by the Board.

(6) Failure to pay dues for a period of ninety (90) days after a member's membership expiration date shall constitute a delinquency and any such delinquent member will be dropped from the rolls.

(7) The Board of Directors may set classes of membership.

(8) Members, upon invitation by the Board of Directors, may serve on committees of the League. Such Committees are at the discretion of the Board of Directors.

#### **ARTICLE IV -- BOARD OF DIRECTORS AND GENERAL MEMBERSHIP MEETINGS**

##### (1) Regular Meetings

- (a) The Board of Directors may schedule Regular Board Meetings and General Meetings in addition to those required by the provisions of this Article IV of these Bylaws as the President deems necessary to accomplish the business of the League.
- (b) The Regular Meetings of the League's Board of Directors are held generally, but required to be, on a semi-monthly basis on a schedule announced in January by the current President.
- (c) In addition, an Annual General Members Meeting shall take place in January each year on a date selected by the Board and an All-Members Mid-Year Meeting shall take place in June, July or August each year on a date selected by the Board.

##### (2) Special General Meetings

- (a) Special Meetings of the general membership may be called by a majority of the Board of Directors.
- (b) Special General Meetings may also be held upon written request to the Secretary by a minimum of ten percent (10%) of the total current membership.
- (c) Notice of either kind of special meeting shall be given at least ten (10) days prior to such meetings. The notice shall specify the time, place and purpose of the meeting.

(3) Quorum. A quorum for the Annual General Meeting or any Special General Meeting shall consist of not less than twenty percent (20%) of the total current membership to accomplish any matter requiring a vote.

## **ARTICLE V -- BOARD OF DIRECTORS**

(1) Management. The determination of basic League policies and the management of the affairs, property, and business of the League shall be vested in a Board of Directors. No director shall receive any compensation for his or her services as a director but may receive reimbursement for Board-approved expenses.

(2) Number The number of directors of the League is a minimum of five [5] In addition, when he or she is willing to serve, the immediate past president will be invited to serve as a Director for the year following the end of his or her elected term on the Board of Directors.

(3) Election and Term

(a) The term of office of each elected director, except for directors filling out unexpired terms of departing directors, shall be one three (3) year term commencing in January at the Annual General Meeting and ending at calendar year end of the third year. Directors replacing directors who resign or cannot complete their terms will assume the terms of the directors they replace.

(b) An elected member of the Board of Directors can serve no more than two (2) terms of three years but, with the agreement of both the individual Director and the Board of Directors, the term(s) may be extended by one year increments for no more than two (2) increments. An exception to these rules can be made upon the recommendation of the Nominating Committee to the Board of Directors.

- (c) The Nominating Committee shall ensure that there are sufficient new directors nominated each year to maintain a level of at least five [5] directors.
- (d) Should the number of directors drop below five [5] at any time, the Board is allowed to operate for a temporary period of ninety (90) days pending the filling of the vacancies.
- (e) The names of the prospective board members shall be presented to the Board of Directors by the Nominating Committee for approval at the November board meeting.

#### (4) Removal

- (a) A Director may be removed for cause by a two-thirds ( $\frac{2}{3}$ ) vote of the Board.
- (b) The Director removed for cause shall be notified of such action in writing by the President.
- (c) A director with three consecutive unexcused absences from Board meetings will automatically be dropped from the Board.

#### (5) Meetings of the Board of Directors

- (a) Changing Regular Meetings: Regular Meetings of the Board of Directors may be changed by the President for good cause, in which event at least five (5) days' notice thereof shall be given.
- (b) Special Meetings: The President may call Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may also be held upon written request of two-thirds ( $\frac{2}{3}$ ) of the directors to the Secretary. Notice of Special Board Meetings shall be given in writing to the full Board at least five (5) days prior to the meeting.

(c) Quorum: A quorum for any meeting of the Board of Directors shall be two-thirds ( $\frac{2}{3}$ ) of the number of directors.

(d) All members of the League shall be entitled to attend any Regular Meeting of the Board of Directors; however, to participate in any discussion at a Regular Board Meeting by a League member other than a Director, a request must be made in advance to the League's President and made part of the Agenda for that meeting.

(d) Any action required to be taken between Regular Board Meetings may be done without a meeting if two-thirds ( $\frac{2}{3}$ ) of the number of the Board members participate in writing or by email in such action.

(e) Such actions may also be taken by the Executive Committee of the Board in which case such actions need to be ratified at the next meeting of the Board of Directors. Such action shall be filed with minutes of the proceedings at the next Regular Board Meeting.

## **ARTICLE VI -- OFFICERS**

(1) Officers. The elected officers of the League shall be President, Vice President, Secretary, and Treasurer, and these officers must be members of the Board of Directors and maintain a current membership at all times.

(2) Election. The Nominating Committee shall present a proposed slate of officers and directors for the following year for their election at the November meeting of the Board of Directors.

(3) Duties. The new officers shall assume their duties in January of each year.

(4) Vacancies. The President has the responsibility to present a proposed replacement Director to the Board for confirmation at any time during the year should such a vacancy occur.

## **ARTICLE VII -- OFFICERS' POWERS AND DUTIES**

### (1) President

(a) The President shall be the chief executive officer of the League and shall have general supervision, direction, and control of the business of the League, subject to the ongoing review and approval of the Board of Directors at each Board meeting.

(b) The President shall preside at all meetings of the Board of Directors and at any Special Meetings of the general membership of the League as well as at the Annual General Meeting.

(c) The President is responsible for ensuring that all Board members are aware of any issue affecting the League and its mission.

(d) The President is responsible for being the public voice of the League and no one else shall be construed to speak for the League unless authorized by the President.

(e) The President shall have such other powers and duties as prescribed by these Bylaws.

(f) In the absence of any restriction provided for in these Bylaws, the President shall have the authority to conduct all aspects of the business of the League.

(g) The President is responsible for the appointment of chairpersons to all Standing or Ad Hoc Committees and may establish other such committees if considered appropriate for the mission of the League.

(h) The President shall keep the Vice President fully briefed on all League business and may appoint other non-director officers and advisors to the President and/or to the Board of Directors.

(i) The President shall make no disbursements of the League's funds over one thousand dollars (\$1,000) without authorization from the Board of Directors unless there is a payment for any existing obligations the League that has been previously approved.

## (2) Vice President

(a) In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

(b) The Vice President shall chair the Nominating Committee.

(c) The Vice President shall also perform other duties as prescribed by the President.

## (3) Secretary

(a) The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Board of Directors and General Meetings of the League and an inventory of the property belonging to the League.

(b) The Secretary is responsible for the circulation of the draft minutes of each Board meeting and Executive Committee meeting within a period of seven (7) days after that meeting.

(c) The Secretary may be charged with keeping the seal of the League in safe custody, maintaining a safety deposit box and keeping a record of the content, and having such other

powers and performing such other duties as may be prescribed by the Board of Directors.

- (d) The Secretary shall keep, or cause to be kept, a record of all correspondence from and to the League, the Board of Directors, and the Officers.

(e) The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or by the Bylaws, including special meeting requirements as noted in Article IV, (2).

#### (4) Treasurer

- (a) The Treasurer, or his or her designees, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the League, including accounts of its assets, liabilities, receipts and disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements.

- (b) The financial records shall be open to inspection by any League members at all reasonable times and upon written request to the President, and an annual financial report shall be prepared for the Annual Meeting.

- (c) The Treasurer, or his or her designee, shall deposit all money and other valuables in the name of and to the credit of the League with such depositories as may be designated by the Board of Directors; shall disburse the funds of the League as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all his or her transactions as chief financial officer, and of the financial condition of the League; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

- (d) The Treasurer shall make no disbursements of the League's funds over one thousand dollars (\$1,000) without authorization from the Board of Directors unless there is a payment for any existing obligations the League that has been previously approved.
- (e) There shall be no cash disbursements except those made by the Treasurer for advanced loans and petty cash funds, which are authorized for this use. Reimbursement to the petty cash fund shall be made by check at any time by request of the Treasurer.
- (f) All reimbursements must be supported by valid receipts to cover all expenditures made from League funds.
- (g) The Treasurer shall give a written financial report to the Board on an annual basis and on request from a Board Member.
- (h) At the discretion of the Board of Directors, a Finance and Audit Committee may be appointed.

#### (5) Additional Powers and Duties

- (a) The President or Vice President and the Secretary or Treasurer shall execute all contracts and documents on behalf of the League, provided prior approval of the Board is obtained.
- (b) The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the League and such authority will be confined to specific instances; and unless so authorized, no officer, agent, or employee shall have power or authority to bind the League by any contract or agreement or to pledge its credit or render it liable for any purpose for any amount.

- (c) The President will establish a protocol for the authorization of the expenditure of League funds.

### **ARTICLE VIII -- COMMITTEES**

- (1) Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary Treasurer and Immediate Past President. The Board has the option to elect to the Executive Committee one other non-officer Director. The Executive Committee shall meet and carry on League business, usually between regular meetings of the Board, as scheduled and presided over by the President.
- (2) Nominating Committee
- (a) The Nominating Committee shall consist of three (3) persons. The chair and two (2) members who may or may not be directors.
- (b) The Vice President shall serve as the ex-officio chair of the Nominating Committee and shall appoint the two (2) other members.
- (c) The Vice President shall propose the members of the Nominating Committee to the Board for approval at the November regular meeting of the Board of Directors.
- (d) The Nominating Committee shall prepare a slate of proposed directors and officers, which shall be presented to the Board in November and communicated to the members of the League during the month of December.
- (e) When deemed appropriate for a special need, any Officer or Director of the League may nominate an additional Director at any Regular Board Meeting and that person must be approved by a majority of the

Directors present with that new Director's three year term measured from the previous January of that same year.

### (3) Bylaws Committee

(a) The President may appoint a Bylaws Committee on an ad hoc basis, but not less frequently than once every two years, to review the Bylaws and make suggestions for additions or amendments, which shall be presented to the Board of Directors at a Regular Board Meeting.

(b) These Bylaws may be amended at any Regular Board Meeting of the Board of Directors provided that there is affirmative approval by a two-thirds ( $\frac{2}{3}$ ) majority of the Board present.

(c) Copies of the Bylaws shall be given to all newly elected directors after their election.

(d) Bylaws shall be given to each director after any change in the Bylaws.

(e) Copies of the Bylaws are available to any League member at any time if requested in writing.

(4) Civic Advocacy Standing Committee. There shall be a Civic Advocacy Committee appointed by the President whose duties shall include investigating preservation issues in Sonoma and Sonoma Valley, recommending League actions, and speaking for the League when necessary. The chair of the Civic Advocacy Committee shall be a member of the Board of Directors.

### (5) Ad-hoc Committees

(a) Committees may be appointed on an ad-hoc basis as the Board of Directors deems necessary.

(b) The chairpersons and members of ad hoc committees are appointed by the President from the Board of Directors or from the general membership.

(c) Ad-hoc Committees are appointed for a designated period of time or until their work or their project has been completed.

#### (6) Committees' Relationship with the Board of Directors

(a) All League Committees, whether a Standing Committee or an Ad Hoc Committee, have no authority independent of the League's Board of Directors.

(b) The function of all League Committees, whether a Standing Committee or an Ad Hoc Committee, is to develop and propose plans for Board approval and then to execute the plans that have been approved by the Board.

### **ARTICLE IX -- NON-LIABILITY OF MEMBERS, DIRECTORS AND OFFICERS**

No members, directors, officers or employees shall be held individually liable for any debts, contracts, liabilities, or engagements of the League. Further, directors, officers and members or employees shall be indemnified by the League insurance for any liabilities or costs incurred or imposed upon them arising out of the proper exercise of their duties as such.

### **ARTICLE X -- PARLIAMENTARY PROCEDURE**

In the absence of any provision in the Bylaws, or the applicable California law, Robert's Rules of Order Revised shall be applicable with respect to any matter or procedure in any meeting of the directors or members.

### **ARTICLE XI -- AMENDMENTS TO THE BYLAWS**

These bylaws may be amended as provided in Article VIII, Section (3).

Amended as of 02/19/92

Amended as of 01/18/92

Amended as of 11/19/97

Amended as of 11/18/98

Amended as of 08/18/99

Amended as of 11/17/99

Amended as of 11/20/02

Amended as of 11/19/03

Amended as of 10/12/07

Amended as of 09/15/10

Amended as of 04/18/12

Amended as of 11/13/13

Amended as of 08/13/14

Amended as of 01/10/15 [with the expiration of Transition Articles from the 08/13/14 Version]

Amended as of 02/18/15

Amended as of 12/18/15

Amended as of 4/17/2019

Amended as of 10/21/2020