

BYLAWS
Of
THE LIVERMORE HERITAGE GUILD

ARTICLE I

NAME

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

ARTICLE II

PURPOSE

The purpose of the Guild shall be to coordinate the efforts of concerned individuals and organizations to preserve those historical resources which represent the heritage of the Livermore area; and to supervise the organization of these resources to a functional use for their recognition, education and enjoyment.

ARTICLE III

MEMBERSHIP

The membership of the Guild shall be open to any individual, family or organization ascribing to the above purpose and having an interest in promoting its objectives. No person shall be denied membership because of religion, race, ethnic origin, social or economic status. Categories of membership shall be the following:

- A. Patrons - Corporations, foundations, agencies, firms, civil bodies, and other organizations who wish to contribute financial or promotional support toward the Guild without active participation, holding of office or voting privileges.
- B. Active Members - Individuals or organizations and agencies whose officially designated representatives wish to attend the meetings and participate in the activities of the Guild. Active members may hold office and shall have voting privileges. In the case of organizations or agencies, that organization or agency or its designated representative may cast one vote only. A family or dual sponsor membership shall have two votes.
- C. Honorary Members - Individuals who have rendered outstanding and conspicuous service to the Guild shall be eligible for honorary membership, upon recommendation of the Board of Directors.
- D. Director Emeritus - A former Board of Directors member who has rendered outstanding and conspicuous service to the Guild shall be eligible for the position of Director Emeritus, to serve without term, upon recommendation of the Board.

Recommended Procedure for Director Emeritus Nominations:

The Director Emeritus designation is intended to honor those persons who have previously served on the Guild Board of Directors, and who have made a significant contribution toward furthering the organization's objectives. The designee may be invited to participate in Board business discussions, but shall have no voting rights.

1. Any officer or member of the Board of Directors may nominate a former Board member whose qualifications meet the Director Emeritus criteria, the nominator providing his reasons for putting forth the nomination to the Board in writing.

2. At the next regular Board meeting the nomination shall be put to a secret ballot. The nomination must carry one-half the quorum plus one vote. If it is successful, the designee will be informed of the Board's action, a suitable certificate of commendation will be prepared, to be tendered to the designee at an appropriate ceremony.

ARTICLE IV

DUES

Dues categories and amounts shall be established by action of the Board of Directors. Donations from individuals of organizations of amounts in excess of the usual dues will be accepted but in no case may this represent more than one membership and one vote per individual of organization. No dues or fees shall attach to an honorary membership. Membership fees will be segregated and suitably invested at the Board's direction, the income therefrom used by the Guild from year to year, provided however, that upon termination of a life member's membership, the amount paid by him for such life membership may be released from the life membership fund and used for general purposes.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall consist of five officers and ten directors who shall be elected from the active membership. The immediate past Chairman may attend Board meetings in the capacity of an ex-officio, member. If any Director is absent for three (3) consecutive Board meetings his term shall automatically expire and a new Director shall be appointed. Directors and officers shall be elected at an annual meeting in September of each year; each officer shall serve a one-year term and each Director, a two-year term; the terms to be staggered. Their terms of office shall begin on October first. Vacancies in the Board of Directors of officers shall be filled by appointment by the Board, though less than a quorum, and such Director or officer so appointed shall hold office until his successor is elected. Five (5) members shall constitute a quorum at a Board meeting. The Board of Directors shall have the power to conduct and manage the affairs and the business of the Guild. It shall be the express duty of the Board to carry out the policies of the general membership and to coordinate the efforts of its individual and organizational members toward accomplishment of the Guild's purpose and mutual objectives.

ARTICLE VI

OFFICERS AND DUTIES

The officers shall be a Chairman, Vice Chairman, Ways and Means Chairman, Secretary, and Treasurer who shall be elected by the active membership.

- A. The Chairman shall be the chief executive of the Guild charged with the duty of supervising all of its functions, subject to the orders of the Board of Directors. He shall preside over the business sessions of the Board, as well as the general membership meetings. He shall appoint committees and act as ex-officio member of all committees.
- B. The Vice Chairman shall perform the duties of Chairman in the Chairman's absence or in the event of his inability to act. He shall also perform such other functions as the Board of Directors may from time to time assign.
- C. The Ways and Means Chairman shall promote financial support of Guild activities from sponsors and organizations within the community and shall establish a budget for expenditure of Guild funds.
- D. The Secretary shall conduct the correspondence of the Guild, issue notice of all meetings of the Guild, be custodian of the records and discharge such other duties as may be assigned to him by the Board of Directors or the Chairman.
- E. The Treasurer shall collect all membership dues and shall have the care and custody of all funds of the Guild. Funds shall be disbursed by him only upon order of the Board of Directors or the Chairman. He shall render special reports whenever requested to do so by the Board. He shall deposit all funds in the name of the Guild in such bank or banks as may be designated by the Board.

ARTICLE VII

ELECTIONS

The officers, five (5) Directors and two (2) members of the Nominating Committee shall be elected by the membership at an annual meeting to be held in September of each year. At this annual meeting, following the report of the Nomination Committee, additional nominations must be called for from the floor. Immediately thereafter the nominees shall be elected by ballot, except when there is no contest, at which time the election may be by voice vote. The Nomination Committee shall consist of three (3) members appointed from the Board and two (2) members elected from the general membership. Their term of office shall be one (1) year. They are eligible for the proposed slate of nominees. The slate of nominees prepared by the Nominating Committee is to be mailed to the members thirty (30) days before an election.

ARTICLE VIII

MEETINGS

Regular meetings of the Board of Directors shall be held on the second Thursday of each month at 7:30 PM without further notice, or, if the Board shall determine, at another time and date, provided there shall first be adequate notice given of said change. Membership meetings shall be held as often as deemed necessary by the Board at a time and place to be designated, upon notice duly given. The location of meetings shall be determined by the Board. The Board has the power to call special meetings at any time, and upon written request of five (5) 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

COMMITTEES

The following standing committees shall be designated and appointed by the Chairman subject to the approval of the Board of Directors. Actions of committee Chairmen shall be subject to review and oversight of the Board of Directors.

- A. Curator - The Curator is responsible for the collection, preparation, repair, maintenance, documentation, etc., of documents and artifacts 'shall coordinate preparation of traveling or loan exhibits; shall coordinate choice of sale items; and shall select and recommend to the Board appropriate material for publication by the Guild.
- B. Membership, Newsletter, Publicity Committee - The chairman of this committee shall keep the roll of all members and issue membership cards as appropriate, shall coordinate the publication and distribution of the Guild newsletter; and shall provide public media releases on Guild activities.
- C. Community Involvement Committee - The chairman if this committee shall coordinate visits to the History Center by groups making request, shall establish a speaker's bureau and visiting docents panel; shall coordinate the Guild's social events; and shall promote recruitment and scheduling of volunteers as History Center staff.
- D. Facilities and Property Management Committee - The chairman of this committee shall coordinate Guild relations with the City of Livermore, the Livermore Area Recreation and Park District.. and the Livermore Art Association; shall oversee the general real property for which the Guild is responsible-, and shall provide and maintain display facilities in the History Center.

ARTICLE X

FISCAL YEAR

The fiscal year of the Guild shall commence on the first day of October and end on the thirtieth of September; an audit of the financial records shall be completed by the last day of October.

ARTICLE XI

PARLIAMENTARY PROCEDURE

In absence of the rules fixed herein; proceedings of the Board of Directors meetings, as well as the general membership meetings, shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XII

AMMENDMENTS

These bylaws may be revised or amended by a simple majority of the active members present at a general meeting, provided the amendments were submitted to the members in writing at least one month prior to the vote.