

HISTORICAL GUIDES ASSOCIATION OF CALIFORNIA BYLAWS

RECITALS

WHEREAS, the Historical Guides Association of California (hereinafter the “Association”) was incorporated initially in 1966 as a nonprofit corporation under the laws of the State of California;

WHEREAS, complete records for the Association, since its inception, are not presently available; and

WHEREAS, the present officers are unable to determine from the available records the most current set of Bylaws in effect and the only available copies of Bylaws are unsigned;

THEREFORE, IT IS HEREBY DETERMINED AND AGREED by the present officers, signatories to this document, that any and all prior Constitutions, Bylaws or governing documents, with the exception of the Articles of Incorporation on file with the California Secretary of State, are deemed revoked, in their entirety, and are superseded by this document. This document shall set forth the Bylaws of the Historical Guides Association of California, in their entirety. No other document shall be used unless this document is modified, amended or superseded as herein provided.

BYLAWS

STATUS

1.1 NONPROFIT: The Association has been incorporated as a nonprofit organization under the laws of the State of California and the Internal Revenue Service. The officers will comply with all laws to maintain its status as a nonprofit organization, which, at present, includes filing a Statement of Information with the Secretary of State every two years.

PURPOSE

2.1 MISSION STATEMENT: The general purpose of the Association shall be:

The Historical Guides Association, a nonprofit corporation, is dedicated to the continuing education, enlightenment and inspiration of its members in all aspects of Hearst San Simeon State Historical Monument. Through programs and events, it is designed to create opportunities for enhanced interaction and communication among all of the people involved with the Monument. ~~Toward this goal membership in the Historical Guides Association is open to all personnel, paid and volunteer, connected with the Monument.~~ [*Sentence removed by unanimous vote of HGA Board, 5/6/2013, because specific working instructions should not be part of a general intent statement. This instruction is covered in 3.1.*]

Original Bylaws enacted 12/2007 with added Amendments.

2.2 SEPARATE FROM UNION: The purpose of the Association is educational and a social opportunity for the benefit for all members and is **not** to function as an advocate of any individual employee nor handle personnel or others matters which should be addressed by or are within the purview of the union (CSEA).

MEMBERSHIP

- 3.1 MEMBERS: The membership of the Association includes Guides employed by the State of California, Department of Parks, working at Hearst San Simeon State Historical Monument (hereinafter “Monument”), and at the discretion of the officers and directors, may include any other persons interested in the purpose of the Association, including, but not limited to persons working or volunteering at the Monument in any capacity. Except as provided in Section 4.1 6.2 below, no limitation is made on the rights of members based upon their employment status as full-time, permanent-intermittent, trainees or supervisors. Other than the election of officers and directors, the membership has no voting rights concerning the governance of the Association, although the officers and directors will seek membership input regarding activities, speakers and other areas of general interest to the membership.
- 3.2 DUES: Will be paid annually by the membership in an amount to be determined by the officers and directors in accordance with the voting rights as provided in Section 4.7 below.
- 3.3 TERMINATION: Membership will terminate for either (1) failure to pay dues; or (2) by 2/3 vote of the officers and directors.

OFFICERS

- 4.1 6.2 ~~ELECTED OFFICERS: Officers and directors elected must be members in good standing and must be employed as a Guide with the State of California, Department of Parks and Recreation including full-time, permanent intermittent and trainees. Persons employed as Guide II or Supervisor are not eligible to hold office. [Item 4.1 was amended to the following by Amendment 6.2.]~~ ELECTED OFFICERS: Directors elected must be members in good standing and must either be employed as a Guide with the State of California, Department of Parks and Recreation, including full-time, permanent intermittent and trainees OR may work or volunteer in any capacity within the Hearst San Simeon State Historical Monument. Persons employed as Guide II or Supervisor are not eligible to hold office.
- 4.2 TERM: The term for officers and directors is for a period of two (2) years.
- 4.3 OFFICES: One or two persons may hold the offices of President, Vice President and Secretary. The officers and directors responsibilities are as follows:

Original Bylaws enacted 12/2007 with added Amendments.

- a. President: The President or Co-Presidents shall preside over all meetings of the Association and shall serve as a non-voting member, except in the case of a tie vote. The President shall serve in such capacity as authorized by the Association and shall require the strict observance of the provisions and intent of the Bylaws.
- b. Vice President: The Vice President or Co-Vice Presidents shall assume the duties of the President in the absence of that officer and provide any assistance required.
- c. Secretary: The Secretary or Co-Secretaries shall keep an accurate record of all business conducted by the Association and attend to all correspondence as directed and shall be responsible for giving proper notices as required.
- d. ~~Treasurer: The Treasurer shall receive and disburse all monies as required or directed to keep an accurate accounting thereof. All disbursements in excess of \$100.00 shall be made by check signed by the Treasurer and one other officer.~~ [Item 4.3.d was amended to the following by Amendment 6.3.] Treasurer: The Treasurer shall receive and disburse all monies as required or directed and keep an accurate accounting thereof. All disbursements of \$300.00 or less by check shall require only the Treasurer's signature. All disbursements of \$300.00 or more shall be made by check signed by the Treasurer and one other officer.
- e. Member At Large (Director): The Members at Large shall, with the other elected officers, constitute the Board of Directors of the Association. They shall assure the adherence to the policies and intent of the Association and shall assist in formulating the policies as required or directed. They shall appoint a committee of three (3) or more to audit all records prior to the annual installation of new officers and directors. The directors shall perform other duties as needed.

4.4 ELECTIONS: Elections shall be held every other year. Officers and directors will be determined by a majority vote of the membership. The time, place and manner of election will be determined by the outgoing officers and directors.

4.5 VACANCIES: If the office of the President becomes vacant, the Vice President will assume the office of the President except if there are Co-Presidents. If one Co-President resigns, the remaining President becomes the sole President.

A mid-term vacancy in any office, except for the President, shall be filled as follows:

- a. The President shall consult with the remaining officers and appoint a replacement;
- b. The President shall first consider appointment of an elected Member at Large to fill any vacancy for Vice President, Secretary or Treasurer; and
- c. The remaining officers and Members at Large must approve the appointment by a

majority vote. No vacancy is created by a single co-office holder resigning from office. If one of two persons holding a single office (such as one Co-Secretary) resigns, the remaining co-officer becomes the sole holder of that office.

- 4.6 MEETINGS: The officers and directors will hold meetings as needed at a time and place under the discretion of the officers and directors. The conduct of the meetings and the transaction of business shall be governed by these Bylaws of the Association.
- 4.7 QUORUM: A quorum is required for business of the Association to be transacted at any meeting of officers and directors. Four (4) or more officers and/or directors are required to be present to constitute a quorum; however, if the total number of officers and directors exceeds seven but does not exceed ten, then five (5) or more officers and/or directors are required to be present to constitute a quorum. Except as otherwise provided herein, action may be taken based on a majority vote of the officers and directors present at a meeting provided a quorum exists.
- 4.8 PROCEDURE: An accepted form of parliamentary procedure shall be used at the discretion of the presiding officer.
- 4.9 AGENDA: The officers and directors may raise any issue during a regular meeting which is consistent with the purpose of the Association. However, the President or Secretary has the discretion to circulate a request for agenda items prior to the meeting.

FUNDS/FUND-RAISING

- ~~5.1~~ **6.4 SIGNATORIES:** ~~The bank account(s) for the Association shall require two signatures of the authorized signatories to the account for any disbursements over \$100.00. [Item 5.1 was amended to the following by Amendment 6.4.]~~ **SIGNATORIES: All disbursements in excess of \$300.00 shall be made by check signed by Treasurer and one other officer.**
- ~~5.2~~ **6.5 DISBURSEMENTS:** ~~For any disbursement over \$ 100.00, a majority vote of the officers and directors is required. For any disbursement \$100.00 or less, it is within the discretion of any single officer or director provided such disbursement furthers purpose of the Association in accordance with the Bylaws and decisions reached by the Board. [Item 5.2 was amended to the following by Amendment 6.5.]~~ **DISBURSEMENTS: For any disbursement over \$500.00, a majority vote of the officers and directors is required. For any disbursement \$500.00 or less, it is within the discretion of any single officer or director provided such disbursement furthers the purpose of the Association in accordance with the Bylaws and decisions reached by the Board.**
- 5.3 FUND-RAISING: Fund-raising activities may be conducted at the discretion of the officers and directors.

Original Bylaws enacted 12/2007 with added Amendments.

AMENDMENT TO BYLAWS

- 6.1 The foregoing represents the complete agreement concerning the governance of the Association. These Bylaws may only be modified, amended or superseded by a 3/4 vote of the officers and directors. Any such modification or amendment must be reduced to writing and signed by a sufficient number of officers and directors of the Association to reflect the 3/4 vote.
- 6.2 The foregoing represents the complete agreement concerning the governance of the Association. ELECTED OFFICERS: Directors elected must be members in good standing and must either be employed as a Guide with the State of California, Department of Parks and Recreation including full-time, permanent intermittent and trainees OR may work or volunteer in any capacity within the Hearst San Simeon State Historical Monument. Persons employed as Guide II or Supervisor are not eligible to hold office.
- 6.3 The following represents a Board passed amendment to Bylaws, Section 4.3, Item d. which as amended will read: Treasurer: The Treasurer shall receive and disburse all monies as required or directed to keep an accurate accounting thereof. All disbursements of \$300.00 or less by check shall require only the Treasurer's signature. All disbursements of \$300.00 or more shall be made by check signed by the Treasurer and one other officer.
- 6.4 The following represents a Board passed amendment to the Bylaws section titled Funds/Fund-Raising, Item 5.1, which as amended will read: SIGNATORIES: All disbursements in excess of \$300.00 shall be made by check signed by the Treasurer and one other officer.
- 6.5 The following represents a Board passed amendment to the Bylaws section titled Funds/Fund-Raising, Item 5.2, which as amended will read: DISBURSEMENTS: For any disbursement over \$500.00, a majority vote of the officers and directors is required. For any disbursement \$500.00 or less, it is within the discretion of any single officer or director provided such disbursement furthers the purpose of the Association in accordance with the Bylaws and decisions reached by the Board.

~ End of HGA Bylaws ~