**GUALALA COMMUNITY CENTER, INC.**

**P.O. BOX 263**

**GUALALA, CALIFORNIA 95445**

**BY-LAWS OF**

**THE GUALALA COMMUNITY CENTER**

**AS AMENDED BY VOTE BY MAIL OF MEMBERSHIP**

**JUNE 17, 2023**

**ARTICLE I.**

**PURPOSE**

Section 1. The purpose of the Gualala Community Center (GCC) is to provide a center for civic education, welfare and cultural activities of the community.

**ARTICLE II.**

**MEMBERSHIP**

Section 1. Any person the age of eighteen (18) years or older is eligible for membership upon payment of dues as set by the Board of Directors.

Section 2. Honorary Life Memberships may be awarded by the Board of Directors to persons who have rendered outstanding service to the GCC.

**ARTICLE III.**

**RIGHT AND RESPONSIBILITIES OF MEMBERS**

Section 1. Members in good standing shall consist of those whose dues are current. Three (3) months membership is required for voting and holding office.

Section 2. Members in good standing shall have these rights and privileges:

a: To hold any office at the GCC

b: To participate in all GCC affairs

c: To vote at annual and special meetings

d: To attend any meeting of the Board of Directors and to address the Board on

any item that is within the jurisdiction of the Board

e: Honorary Life Members shall have all the privileges of members in good standing

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Article III – Rights and Responsibilities of Members (continued)

Section 3: No member of the GCC shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessment.

**ARTICLE IV.**

**DIRECTORS**

Section 1. The administrative powers and affairs of the GCC shall be exercised and conducted by a Board of seven (7) Directors.

Section 2: Any member in good standing after three (3) months membership is eligible for election or appointment as a Director.

Section 3: Duties of the Board:

1. The Board of Directors shall hold regular meetings, open to the membership, each month, the date and time to be set at the first board meeting in July. The Board has the right to change the date of regular meetings in emergency situations.
2. **Amended 6/17/23: Four (4**) Board members shall constitute a quorum. In case there is less than a quorum present, the meeting shall be adjourned to a date agreed upon by Board members present.
3. Special meetings of the Board may be called at any time by the President or a majority of the Board.
4. The Board of Directors is authorized to spend a sum not exceeding $5,000 (five thousand dollars) for any expenditure it deems advisable without the approval of the membership. This limitation shall not apply to:

Construction or alternation of a building authorized by the membership

Fire and liability insurance

Emergency maintenance of GCC buildings

Acquisition of land authorized by the membership

1. No member of the Board of Directors shall receive any compensation for his/her duties on the Board from the GCC or from any outside party.
2. F. The Board of Directors may accept, on behalf of the GCC, any contribution, gift, bequest or devise of a property whatsoever, for the special and general charitable purpose of the GCC.

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Article IV – Directors – Section 4 (continued):

Section 4: The Board shall fill all Directory vacancies by appointment until the next annual meeting.

1. A Director who is absent for three (3) consecutive board meetings without acceptable cause, in the opinion of the Board, shall have his/her office vacated; whereupon the Board shall appoint a successor for the remainder of the term.
2. A Director who is convicted of a felony or making any false statement with intent to deceive, selling or otherwise disposing of money or other property belonging to the GCC without proper authority shall have his/her office vacated and membership withdrawn; whereupon the Board shall appoint a successor for the remainder of the term.

**ARTICLE V**.

**MEETINGS OF MEMBERSHIP**

Section 1. There shall be an annual meeting of the membership on or before the third Saturday of June, with two weeks’ written notice to the membership. At the meeting there shall be held an election of Directors for the ensuing twenty-four (24) months to replace those whose terms are expired.

Section 2: Special meetings of the membership may be called at any time by a majority of the Directors, upon two weeks written notice to the membership.

Section 3: Twenty-five (25) members, including Directors, shall constitute a quorum for any regular or special meeting.

Section 4: The Board shall hold a special membership meeting when petitioned by twenty-five (25) members in good standing. The Board shall have two weeks to prepare written notice to the membership from the date of the regular board meeting. The Board shall conduct such meeting and shall have two weeks to make arrangements for the meeting from the date of this notice.

Section 5: There shall be annual event to recognize GCC Volunteers.

**ARTICLE VI.**

**OFFICERS**

Section 1: The officers of the GCC, i.e. President, Vice President, Secretary and Treasurer, must be members of the Board. They shall be elected by the Board of Directors for a one-year term commencing with the first board meeting in July. In the event an officer position becomes vacant, the Board, at the board meeting following the vacancy, shall elect a member of the board to fill the vacant position, for the balance of the year.

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Article VI. – Officers – Section 2 (continued):

Section 2: Duties of Officers

1. President

To preside over board and membership meetings

To appoint committees (i.e. Finance/Budget, Building Facilities/Grounds Maintenance) and subordinate officers with approval of the Board

To call special meetings as provided in the by-laws

To conduct the business of the GCC with reference to the Board as required by the by-Laws

1. Vice President

To be in charge of the physical plant

To act in place of the President when required

1. Secretary

To take minutes and supply copies of them to the Board prior to the next month’s meeting

To prepare all correspondence and be responsible for mailings

To maintain the files and records of the GCC

To handle reservations for the GCC

To prepare GCC information packets for new Board members

To act in place of the President when requested by the Board (with Board approval, the Secretary may use paid supplementary help in his/her duties).

d: Treasurer

To receive and deposit money, pay bills and keep books

To report on the financial standing of the GCC at Board meetings in a “Treasurer’s Report”

To prepare an annual budget for Board review and approval

To prepare tax returns and other regulatory filings

To schedule an annual independent audit of GCC finances

To act in in place of the President when requested by the Board (with Board approval, the Treasurer may use paid supplementary help in his/her duties).

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**ARTICLE VII.**

**NOMINATION AND ELECTION OF DIRECTORS**

Section 1: Nomination and election of Directors shall take place at the annual meeting of the membership. Nominations shall be presented by a nominating committee and may also be made from the floor providing nominees are present or written acceptance of their nomination is presented. Cumulative voting shall not be allowed.

**Section 1.1 – If for any reason the Gualala Community Center Board of Directors cannot hold a physical meeting of the membership, voting for election of Board members will be done by first-class mail or electronic delivery. Ballots and instructions for voting will be mailed to all members in good standing, with a return postage paid envelope; the Administrative Assistant/Office Manager and The Gualala Community Center Board Treasurer will count ballots and tally votes to determine newly elected members of the Gualala Community Center Board.**

Section 2: Election of Directors shall be done by secret ballot in the event that there are more nominees than there are vacancies to be filled. The President shall appoint three (3) tellers to count the votes. A majority vote of the members present shall be required to elect any nominee to office.

Section 3: Directors serve under the following conditions:

1. Directors of the Board shall be elected for a two- (2) year term
2. After completion of a two-year term as a Director, a member must be off the Board for a minimum of one (1) year before he/she is eligible for re-election or appointment.
3. Board of Directors shall be elected in groups of three (3) or four (4).

**ARTICLE VIII.**

**AMENDMENTS**

Section 1: Amendments to these by-laws may be proposed by any member at the annual meeting*,* ***or by electronic means, or by a vote by first-class mail of the*** **membership**, or at any meeting called for this purpose by the Board.

The proposed amendment or amendments shall be acted upon at the next meeting of the membership, **or by electronic means, or by first-class mail with returned ballot**. Notice of such meeting shall be given in writing **or by electronic means** or at a membership meeting at least one month in advance of the meeting. If approved by a majority of members present, **or by electronic means or by first-class returned ballot,** the amendment shall stand adopted.

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The Secretary shall then prepare copies of the revised by-laws, which shall be available to any member upon request.

**ARTICLE IX.**

**ROBERT’S RULES OF ORDER** Section 1: The business of all meetings of the GCC shall be conducted along the lines of *Robert’s Rules of Order*.

*SERVING THE AREA SINCE 1955*

*Amended June 1, 2020*

*Amended June 17, 2023*

*NOTE: WORDS IN BOLD ARE THE CHANGES THAT WERE MADE JUNE 1, 2020*

*And June 17, 2023*