

1 **BYLAWS OF PATTERSON TOWNSHIP**
2 **HISTORICAL SOCIETY**
3

4 The name of the Corporation shall be the PATTERSON TOWNSHIP HISTORICAL SOCIETY.
5

6 The purpose of this organization shall be to collect and preserve information, records, objects,
7 buildings and all appropriate material which illustrates the history of this area. The collected material
8 will be available to all who are interested and will be shown and displayed through meetings,
9 publications, museum displays and other suitable methods.
10

11 **ARTICLE 1**
12 Corporate Powers.
13

14 The corporate powers shall be vested in a board of ~~seven~~ nine directors who shall be members of
15 the corporation, and five shall constitute a quorum for the transaction of business.
16

17 **ARTICLE 11**
18 Terms and Election of Directors
19

20 The Board of Directors shall be elected for a term of three years. Four members shall be elected
21 at the 2006 General Meeting, five members will be elected in 2007 at the General Meeting, and no
22 members in 2008. The rotation of officers shall follow this sequence.
23

24 **ARTICLE III**

25
26 Vacancies in the Board of Directors shall be filled by appointment by the remaining board
27 members.
28

29 **ARTICLE IV**
30 Power of Directors
31

32 The Directors shall have power,
33

34 First, to call meetings of the membership when they deem it necessary, and they shall call a
35 meeting at any time upon the written request of one-third of the members of the corporation.
36

37 Second, to appoint and remove at pleasure all officers, agents, and employees of the Corporation;
38 prescribe their duties, and require from them security for faithful service.
39

40 Third, to conduct, manage and control the affairs and business of the Corporation and to make
41 rules and regulations, not inconsistent with the laws of the State of California or the bylaws of the
42 corporation, for the guidance of the officers and management of the affairs of the Corporation.
43

44 Fourth, to incur indebtedness, the terms and amount of such indebtedness shall be entered on the
45 minutes of the Board and the note or obligation given for the same signed officially by the President -
46 and Secretary shall be binding on the Corporation.
47

48 Fifth, to buy or sell, mortgage or hypothecate real and personal property.

49 **ARTICLE V**
50 Duties of Directors

51
52 It shall be the duties of the Directors;

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54 First, to cause to be kept a complete record of all their minutes and acts, and of the proceedings
55 of the members and present a full statement at the regular annual meeting of the members, showing in
56 detail the assets and liabilities of the Corporation, and generally the condition of its affairs. A similar
57 statement shall be presented at any other meeting of the members when thereto required by at least one-
58 third of the members of the Corporation.

59
60 Second, to supervise all officers, agents, and employees and see that their duties are properly
61 performed;

62
63 Third, they shall hold regular quarterly meetings beginning in April 1972. The meeting shall be
64 held at the office of the Corporation at such hour as the Board may determine from time to time.

65
66 **ARTICLE VI**
67 Officers

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69 The officers shall be a President; Vice-President, Secretary, and Treasurer; which officers shall
70 be elected and hold office at the pleasure of the Board of Directors. The tenure of the office of all
71 officers of the Corporation shall be fixed and determined by the Board of Directors. The Secretary and
72 Treasurer may be one person.

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74 **ARTICLE VII**
75 President

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77 The Board of Directors shall at their first meeting elect one of their number to act as President
78 and another one of their number to act as Vice-President, and if at any time the President shall be unable
79 to fulfill the duties and functions of the office of President, the duties and functions shall be vested for
80 the time being in the Vice-President. The President or in his absence the Vice-President,

81
82 First, to preside over all meetings of the members and Directors and shall have the casting vote.

83
84 Second, the president signs all contracts and other instruments of writing which have first been
85 approved by the Board of Directors and shall be authorized to countersign all checks upon the depositor
86 of the funds of the Corporation.

87
88 Third, the president shall call the Directors together whenever it is deemed necessary, and shall
89 have subject to the advice of the Directors, direction of the affairs of the Corporation, and generally
90 shall discharge such other duties as may be required by the By-laws of the Corporation.

91
92 Any two of the Directors at any time may call special meetings of the Directors. Reasonable
93 notice shall be given of any called meeting by mail, telephone or personal contact with the Directors at
94 least 24 hours before the time of the meeting. Such service of notice shall be entered upon the minutes
95 of the Corporation and the said minutes upon being read and approved at a subsequent meeting of the
96 Board shall be conclusive upon the question of service.

99 **ARTICLE VIII**

100 Secretary

101
102 The Board of Directors shall elect a secretary.

103
104 First, It shall be the duty of the Secretary to keep a record of the proceedings of the Board of
105 Directors and of the members.

106
107 Second, the secretary shall keep the corporate seal of the Corporation and shall affix said
108 corporate seal to all papers requiring a seal.

109
110 Third, the secretary shall be authorized to countersign all checks upon the depository and
111 discharge such other duties as pertain to the office and prescribed by the Board of Directors.

112
113 Fourth, The Secretary shall serve all notices required either by law or by the By-Laws of the
114 Corporation and in case of the secretary's absence, inability or refusal or neglect so to do, then such
115 notices may be served by any person there unto directed by the President or Vice-President of the
116 Corporation.

117 **ARTICLE IX**

118 Treasurer

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120
121 The Board of Directors shall elect a Treasurer who shall receive all monies of the Corporation
122 and give a receipt therefore. The same person may hold the office of Secretary and Treasurer.

123
124 The Treasurer shall deposit the funds of the Corporation in such depository as shall be selected
125 by the Board of Directors. The treasurer shall keep proper account books and be authorized to draw and
126 sign all checks upon the depository. The same shall be drawn out by checks signed by any two of the
127 following officers; President, Treasurer and/or Secretary.

128 **ARTICLE X**

129 Books and Papers

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132 The books and such papers that may be placed on file by vote of the members of the Directors
133 shall at all times in business hours be subject to the inspection of the Board of Directors and of any
134 members.

135 **ARTICLE XI**

136 Membership and Dues

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139 Section I. All persons or organizations who were members of PATTERSON TOWNSHIP
140 HISTORICAL SOCIETY, an unincorporated organization, at the time of formation of this corporation
141 shall be members of the corporation, all of them being active members thereof.

142
143 Section II. Any person interested in the history of this area who applies for membership in any
144 classification of membership and who tenders the necessary dues shall thereby become a member.

145
146 Section III. Annual dues for a household shall be \$20.00.

147 Section IV. Annual dues for business or institutional members shall be \$100.00.

148
149 Section V. Dues for life members shall be \$150.00 in one payment.

150
151 Section VI. Annual dues shall be payable at the time of the membership drive each year, and
152 members in arrears more than six months after payment is due shall be dropped from membership.

153
154 Section VII. Honorary memberships may be conferred by the Board of Directors or by two-
155 thirds vote of the membership present at any regular or special meeting. Honorary memberships shall
156 include all the privileges of active membership except that of holding office, with the exemption of
157 payment of dues.

158
159 Section VIII. All classes of memberships shall have the same rights and duties including the
160 right to vote. Organizations and corporations holding any class of membership shall be entitled to one
161 vote and shall file with the secretary the names and address of the member thereof entitled to vote, and
162 in the absence of such notification, the presiding officer of such organization shall be the person entitled
163 to vote. All members of such organizations shall be free to attend all meetings of the corporation and
164 enjoy all membership privileges except for holding office in the case of honorary membership as above
165 mentioned.

166
167 **ARTICLE XII**
168 Meetings of Members

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170 The annual meeting of the members of the corporation shall be held at the office of said
171 corporation in the City of Patterson during the first quarter of each year or at such date or hour as may
172 be set by the Board of Directors at least 30 days before date of meeting and shall be called by written
173 notice deposited in the United States Post Office in the City of Patterson addressed to all members
174 respectively at their respective addresses as shown on the membership roll of the corporation at least 10
175 days preceding the day of meeting. Notice of special meeting of the members shall be called in like
176 manner after 10 day notice. The members of the corporation who are present shall constitute a quorum
177 at a meeting noticed as aforesaid.

178
179 At all meetings of the membership each member shall be entitled to one vote, the person entitled to cast
180 a vote for corporations or other organizations to be as specified in Article XI. Proxies will not be
181 permitted. Directors who fill vacancies of those whose terms are expiring shall be elected at the annual
182 meeting.

183
184 At said annual meeting the Board of Directors, through the President, shall render an annual
185 report; the President shall report on the activities of the corporation and the Secretary and Treasurer
186 shall render an annual report at said meeting based on the preceding calendar year.

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190 **ARTICLE XIII**
191 Committees

192 Section I. The Board of Directors shall authorize and define the powers and duties of all
193 committees.

195 Section II. The President shall appoint all committees subject to confirmation by the Board of
196 Directors.

197
198 Section III. A list of committees and information on their activities shall be available to members
199 at all times.

200
201 **ARTICLE XIV**
202 Parliamentary Authority

203
204 The rules set by an established authority on parliamentary procedure shall govern the proceedings
205 of the society except in such cases as are governed by the constitution or by-laws

206
207 **ARTICLE XV**
208 Amendment to By-laws

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210 These by-laws may be amended at any regular or adjourned meeting of the members or they may
211 be amended by a two-thirds vote at a special meeting called for that purpose, with notice given as
212 aforesaid. All proposed amendments shall be submitted in writing.

213
214 **ARTICLE XVI**
215 Seal

216
217 The Corporation shall have a common seal, consisting of a circle having on its circumference the
218 words: "PATTERSON TOWNSHIP HISTORICAL SOCIETY", and in its center "INCORPORATED
219 _____, 19 ____."

220
221 **ARTICLE XVII**

222
223 The fiscal year of the Corporation shall expire on the 31st day of December of each year. The
224 first year to expire December 31, 1972.

225
226 **ARTICLE XVIII**

227
228 This corporation is organized under the General non-profit Corporation law of the State of
229 California and shall be at all times governed by said statute and amendments that may be made thereto
230 and also by the provisions of the Articles of Incorporation.

231
232 The Corporation shall not engage in any business or expend Corporation funds except for routine
233 expenses or propositions that were previously authorized until the Directors have determined that such
234 action or expenditure does not conflict with provisions of such statutes of Articles and are not affecting
235 any existing state or federal tax exemption of the Corporation or its members.

236
237 These revised bylaws were adopted: _____