

Bylaws of the Dutch Flat Community Center

Approved November 18, 2010

A California Nonprofit Public Benefit – The DFCC
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Bylaws of the Dutch Flat Community Center

ARTICLE I – Definitions

Section 1.01. Name of the Corporation. The name of this corporation is the Dutch Flat Community Center, referenced below as “**the DFCC.**”

Section 1.02. THE DFCC Is Nonprofit. The DFCC has been formed in accordance with the California Corporation Code as a public benefit corporation. Its fiscal year runs from November 1st to October 31st.

Section 1.03. DFCC Mission and Purposes.

- (a) **Mission** – To inform, assist, entertain, and provide services for residents of Secret Town to Emigrant Gap, along Interstate 80. The DFCC will maintain the historic Dutch Flat Grammar School and its grounds, now known as the Dutch Flat Community Center, as a venue for community and other gatherings and activities; and the historic Hearse House and its grounds, on Main Street.
- (b) **Building Management** – To own, rent, and maintain the historic Dutch Flat Grammar School, now known as the Dutch Flat Community Center, and its grounds; and the grounds, building and contents of the Hearse House, located on Main Street in Dutch Flat.
- (c) **Political and Religious Activities** – The DFCC is a non-partisan corporation. It does not advocate any political or religious positions or beliefs.
- (d) **Other Activities** – The DFCC shall conduct only activities permitted by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to the DFCC by any individual,

organization or corporation shall be deductible as provided under section 170(c)(2) of the Internal Revenue Code.

(e) **Building Uses** – The DFCC building may be used for projects, activities or events consistent with the purposes of the DFCC on the terms and conditions established by the Board of Directors (hereafter “the Board”). The Board may appoint a building manager, a volunteer position, to manage and maintain the DFCC building. The Board may delegate building use and rental management within Board-approved guidelines to the President, and to the building manager.

ARTICLE II – Location

Section 2.01. Location The location of the DFCC office is the Dutch Flat Community Center, 933 Stockton Street, Dutch Flat, Placer County, California, 95714.

ARTICLE III – Membership

Section 3.01. Members of the DFCC. The members of the DFCC shall include residents of or property owners in the communities of Secret Town to Emigrant Gap, along Interstate 80 in Placer County, California. Others who have an interest in the history and community activities of those communities may also be admitted as members, upon a majority vote of the Board. Members in good standing of the DFCC must be current in payment of member dues set by the Board. Membership is renewed annually and dues are payable in January of each year.

ARTICLE IV – Membership Voting

Section 4.01. Single Vote Per Member. Each individual member in good standing may cast one vote on any matter requiring approval of the members, including the election of Board members. Each family membership in good standing allows two family members 16 or older to cast one vote apiece.

Section 4.02. Voting. Voting may be by a show of hands or by ballot. The meeting chairman or ten percent (10%) of the members at the meeting may call for a secret ballot on any action item on the agenda. Otherwise, votes may be conducted by a show of hands. Members in good standing may vote in person or by designating another member in good standing as their proxy holder. A proxy must be in writing, signed by the issuing member and filed with the Recording Secretary of the DFCC before the vote is taken. No proxy may last longer than eleven (11) months from its date of issuance.

Section 4.03. Action by Written Ballot. A majority of the Board may require a written ballot on any matter requiring a vote of the members, including the election of Board members. Each member in good standing shall receive a ballot form at least fifteen (15) days before the date the ballots are to be received to be counted. Family members will receive two ballots. The action is approved by written ballot when, 1) the number of votes cast by ballot equals or exceeds a quorum, (see Section 5.05, below) and, 2) fifty percent (50%) plus one vote of the total ballots cast approve the action. Once cast, a written ballot may not be revoked.

Section 4.04. Majority Vote of Members Represented at a Meeting Required. If a quorum is present (see Section 5.06, below), or members holding proxies in numbers which represent a quorum, members may approve actions with a

majority vote, unless a greater number of votes is required by California's Nonprofit Corporation Law or by the Articles of Incorporation of the DFCC. In the case of director elections, candidates receiving the highest number of votes, up to the number of seats to be filled, shall be elected to the vacant director seats.

ARTICLE V – Membership Meetings

Section 5.01. Place of Meeting. Meetings of the members shall be at the Dutch Flat Community Center or at another reasonable place in Placer County identified by the board in the meeting notice.

Section 5.02. Conduct of Meetings. Meetings shall be conducted in an orderly and respectful fashion. The President or meeting chair will establish the rules for meeting conduct.

Section 5.03. Annual Meeting The DFCC will hold an annual meeting of the members of October of each year. The date, time, and location of the meeting shall be posted in public places throughout the area two weeks prior to the meeting. It may also be published in the fall issue of *Community*, the DFCC's quarterly publication.

Section 5.04. Special Meetings. A majority of the Board, the President, or ten percent (10%) or more of the members may call a special member meeting at any time. If members call a special meeting, a representative will deliver a petition with the signatures of at least ten percent (10%) of members in good standing to the President, calling the meeting and giving its date, time, and location. A special meeting notice must be sent by first class mail to all members

in good standing no less than thirty (30) and no more than sixty (60) days following the President's receipt of the request.

Section 5.05. Notice of Member Meetings. Member meeting dates, times and locations shall be posted in public locations throughout the area. Meeting cancellation must be made and posted five (5) days prior to the meeting date.

Section 5.06. Quorum Requirements for Member Meetings. Ten percent (10%) of the members in good standing, represented in person or by proxy, constitutes a quorum to conduct business at a member meeting. If a meeting begins with a quorum, the members may take actions even if some members leave, as long as any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum. Quorum rules also apply to written or secret ballot voting.

ARTICLE VI – Board of Directors

Section 6.01. The DFCC Board of Directors – The business and affairs of the DFCC shall be conducted by the DFCC's Board. Subject to the limitations in Section 8.01, below, the Board may delegate management of DFCC activities and affairs to any person or persons, or committee, provided that the activities and affairs shall continue to be managed under the ultimate direction of the Board. The Board shall have the power to:

- (a) Select and remove all officers, agents, and employees of the DFCC; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.
- (b) Change the principal executive office or the principal business office in

the State of California from one location to another.

- (c) Borrow money and incur indebtedness on behalf of the DFCC and execute and deliver promissory notes, bonds, debentures, deed of trust, mortgages, pledges, and other evidences of debt and securities to accomplish the mission of the DFCC.

Section 6.02. Number and Qualification of Directors. The authorized number of directors shall be no less than five (5) and no more than eleven (11). The board shall include the offices of President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, and up to six directors at large. Directors shall serve for one year with the option to serve additional terms. To be eligible to serve on the Board a director must be a member in good standing who agrees to serve in a volunteer capacity. No person serving on the Board may be an interested person. An interested person is:

- (a) Any person being compensated by the DFCC for services rendered to it at present or within the previous three (3) months, whether as a full-time or part-time employee, independent contractor, or otherwise; or
- (b) Any relation by blood or marriage of any such person referred to in (a), above.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the DFCC.

Section 6.03. Board Term The term for members of the board shall be one year. Directors may serve up to five successive terms. After one year off the board, an individual may run for the board again.

Section 6.04. Nomination and Election of Directors. At least sixty (60) days prior to the date of any election of directors, the President shall appoint a nominating

committee to select qualified candidates for election to the Board of Directors. The committee shall make its recommendations at the DFCC'S September potluck, the informal monthly meeting prior to the annual member meeting. The election of officers and directors at large shall be conducted at the annual member meeting in October.

Section 6.05. Removal of Directors and Filling Vacancies on the Board of Directors.

- (a) Vacancies – A vacancy or vacancies in the Board of Directors shall be caused by: (i) the death, resignation or removal of a director; or (ii) with a change in the bylaws or an increase of the authorized number of directors.
- (b) Resignation of Directors – Any director may resign by giving written notice to the Board of Directors.
- (c) Filling Vacancies – Except in the case of a vacancy resulting from removal of a director by action of the members, vacancies on the board may be filled by a majority vote of a quorum of the Board. A board vacancy may be filled by (i) unanimous written consent of the current directors, or (ii) by the sole remaining director.
- (d) Removal of Directors for Cause – The Board shall have the power to remove a director and declare his or her office vacant if he or she has:
 - a. Been declared of unsound mind by a final order of court;
 - b. Been convicted of a felony;
 - c. Been found by a final order or judgment of any court to have breached any duty under California Corporation Code sections 5230 through 5237, inclusive, (relating to the standards of conduct of directors); or

d. If the director fails to attend three consecutive regular meetings of the Board of Directors which have been duly noticed in accordance with section 7.04, below.

(e) Removal of Directors Without Cause. A director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of a quorum of the DFCC members in good standing.

ARTICLE VII – Board Meetings

Section 7.01. Place of Board Meetings; Meetings by Conference Telephone.

Regular meetings of the Board shall be held at least four times a year. The time and place of board meetings shall be determined by the President. Meetings will be open to members and the general public, and will normally be held at the Dutch Flat Community Center. A regular or special meeting of the Board may be held at any place agreed to by a majority of Board members. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, and all participating directors shall be deemed to be present in person at such a meeting.

Section 7.02. Conduct of Meetings. Meetings shall be conducted in an orderly and respectful fashion. The meeting chair will establish the rules for meeting conduct.

Section 7.03. Special Meetings of the Board. Special meetings of the Board for any purpose may be called at any time by the President or a quorum of the Board, less one director.

Section 7.04. Notice of Board Meetings. The presiding officer shall notify all

directors of the schedule, time, and location of meetings no less than four days prior to the meetings.

Section 7.05. Quorum Requirements for Board Meetings. A majority of the authorized number of directors shall constitute a quorum to conduct business; a quorum is not needed to vote to adjourn.

Section 7.06. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing or verbally to that action. The action by consent shall have the same force as a unanimous vote of the Board. Any written consents shall be filed with the minutes of the proceedings of the board. For purposes of this section, "all members of the Board" shall not include any "interested director" as defined in California Corporation Code section 5233.

Section 7.07. Compensation. Directors, officers and members of committees shall serve as volunteers, with no compensation for their services. However, they may be reimbursed for documented out-of-pocket expenses, as approved by the Board.

ARTICLE VIII – Committees

Section 8.01. Committees of Directors. The board may vote to designate one or more committees to serve at the pleasure of the board. A committee comprised solely of directors may exercise all the authority of the Board on matters within their area of assigned responsibility. However, a committee may not:

- (a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the members.
- (b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the board.
- (c) Amend or repeal bylaws or adopt new bylaws.
- (d)** Appoint any other committees of the Board.
- (e) Expend any DFCC funds unless authorized by the board.

ARTICLE XIV – Officers

Section 9.01. Officers. The officers of the DFCC shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Section 9.02. Election of Officers. The officers of the DFCC shall be elected at the annual meeting by the members for a term of one year.

Section 9.03. Resignation of Officers. Any officer may resign at any time by giving written notice to the board.

Section 9.04. President. The President shall be the chief executive officer of the DFCC and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the DFCC. He or she shall preside at all meetings of the Board and shall have the general power and duties of management usually vested in the office of President of a corporation, together with such other powers and duties as may be determined by the Board or the bylaws.

Section 9.05. Vice President. The Vice President shall:

- (a) In the absence or disability of the President, serve in the same capacities and have the same powers as the President.
- (b) Have such other powers and perform such other duties as from time to time may be prescribed by the board or the bylaws.

Section 9.06. Recording Secretary. The Recording Secretary shall:

- (a) Keep at the principal office, a book of minutes of all meetings of directors, noting the meeting times, locations, attendees, and meeting purposes; and copies of all agendas, minutes, reports, and other documents, including correspondence presented at meetings.
- (b) Provide public notice of all meetings of the Board required by the bylaws or by California law.

Section 9.07. Corresponding Secretary. The Corresponding Secretary shall conduct written correspondence for the DFCC, as required to accomplish DFCC business

Section 9.10. Treasurer. The Treasurer shall:

- (a) Keep and maintain adequate and correct accounts of the properties and business transactions of the DFCC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. To accomplish this,
- (b) Pick up the DFCC mail at least weekly.
- (c) Deposit all monies and other valuables in the DFCC accounts, as designated by the board.
- (d) Disburse DFCC funds as ordered by the Board.

- (e) Provide complete financial reports at each Board meeting; and to the President and directors as requested.
- (f) Have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.
- (g) At the end of his or her term, the Treasurer shall prepare a fiscal year-end report for the board.
- (h) Serve without bond.

ARTICLE X – Dues and Finances

Section 10.01. Establishment of Dues. The Board of Directors shall establish the amount of member dues each year at a level to maintain the fiscal stability of the DFCC. Dues shall be payable on January 1st of each year. Members joining the DFCC after the beginning of any calendar year shall not have their dues prorated and shall pay the full yearly amount.

Section 10.02. Checks. All checks or demands for money and notes of the DFCC shall be signed by the Treasurer, or by another officer or another person as the Board may designate.

Section 10.03. Financial Accounts. The DFCC shall establish and maintain bank checking and other accounts as needed to conduct its business in a fiscally responsible manner.

Section 10.04. Financial Records.

- (a) **Annual Review** - The Board of Directors shall review the financial affairs of the corporation each year at its first meeting in the new fiscal year. The

review shall reflect the financial condition of the corporation as of the date of the review and shall summarize the financial transactions in which the DFCC was involved during the period between the last annual review and the current review. The Treasurer will also provide an annual certificate stating that the DFCC annual financial review was prepared without audit of the books and records of the DFCC, unless the board hires an accountant to prepare such an audit.

(b) **Meeting Reports** - A copy of the Treasurer's report prepared for each meeting of the DFCC Board shall be kept on file in the principal office of the DFCC for twelve (12) months. Copies of all DFCC bank statements, account statements, or balance sheets shall be kept on file with the Treasurer's reports for a minimum of three years.

(c) If the DFCC hires an accountant to prepare a financial audit or report for the corporation, a copy of his or her report will be kept on file at the DFCC's principal office for a minimum of three years.

ARTICLE XI – Maintenance of Corporate Records

Section 11.01. The DFCC Records. The DFCC Board shall:

- (a) Keep adequate and correct books and records of account;
- (b) Keep minutes in written form of the proceedings of the meetings of its members and directors. The Board may request meeting minutes for any committee.
- (c) Keep these records at the DFCC's principal location.

Section 11.02. Maintenance of Corporate Records. The accounting books and records, minutes of proceedings of the members and the Board of Directors,

minutes of any proceedings of committees of the Board of Directors, contracts, policies, and all other business records shall be kept at the principal office of the DFCC. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 11.02 Member Records. The DFCC shall maintain a record of current members. That record will be available upon demand to any member of the board.

Section 11.03. Inspection Rights. Any DFCC director or member shall have the right to examine and copy all books, records, and documents, and inspect the physical properties of the DFCC on reasonable notice to the Board.

ARTICLE XII – Miscellaneous

Section 12.01. Amendment or Repeal of Bylaws. These bylaws may be amended, after notice to the members, by a confirmation vote at two meetings of the full DFCC Board.

Members may propose changes to the bylaws at any regular meeting of the Board, or by email or by phone call to any board member.

Section 12.02. Gifts and Contributions. The Board of Directors may accept or decline on behalf of the DFCC any contribution, gift, or bequest for the general purpose and use of the DFCC.

Certification of Secretary

The undersigned, Secretary of the DFCC known as the Dutch Flat Community Center, hereby certifies that the above and foregoing bylaws, consisting of 16 pages, were duly adopted by the members of the DFCC on November 18k 2010 and that they now constitute the bylaws of the DFCC.

DUTCH FLAT COMMUNITY CENTER, a California nonprofit public benefit THE DFCC

By: _____, Secretary Date: _____

(print name)