

The Patagonia Museum

Bylaws

Name: Our name shall be The Patagonia Museum.

Purpose: Our purpose shall be to collect, conserve and exhibit artifacts, photographs, manuscripts, oral histories and ephemera that represent the cultural and historical uses of our unique geographic area's natural resources. The Patagonia Museum will provide an educational venue to explore and experience our rich cultural heritage.

Board of Trustees:

Qualifications- To be elected to the Board of Trustees, you must be a resident of, or landowner within, the area of east Santa Cruz County. You may be elected to two consecutive terms, each term lasting two years. Trustees may not serve more than two terms before taking a mandatory one year absence.

General Powers- to manage the affairs of the Corporation.

Membership- The Board of Trustees shall be comprised of no more than seven(7) members. The Board of Trustees shall be composed of the Elected Officers, two members at large and the immediate past president. The President shall be the Chairperson of the Board of Trustees. The immediate past president shall be an ex-officio voting member of the Board of Trustees.

Meetings- The Board of Trustees shall meet at such times and places as the Board of Trustees shall decide. The President or a majority of the voting members of the board may call a special meeting with at least three days notice to the other members of the committee. No proxies shall be allowed at Board of Trustees meetings. For a meeting to be considered valid, a minimum of 50% of the board members must be present. Notice to be issued by a means easily available to each member: email, US mail or telephone or combination thereof.

Committees- The President, with Board of Trustees approval, may from time to time appoint such other committees as the membership or the Board of Trustees may deem necessary or advisable.

Vacancies- The Board of Trustees shall fill any vacancies occurring among officers or the Board of Trustees, except those of the President or Vice-President who shall be elected by the membership within a reasonable time following the vacancy.

Absences- Any member of the Board of Trustees may be removed following three consecutive un-excused absences. The Secretary will notify the member if action is to be taken.

Quorum- A quorum of the Board of Trustees shall be a majority of the members present.

Officers, Elections and Duties:

Elected officers- Elected officers of the Board of Trustees shall include: (1) a President, (2) a Vice- President, (3) a Secretary and (4) a Treasurer. Each office holder will be elected to serve a term of one year.

Election of officers- Officers shall be elected at the annual meeting as needed.

Duties of officers-

- (1) President: The President shall be the Chairperson of the Board of Trustees. The President shall sign, with the Secretary or other officer of the Corporation, all contracts and other documents or instruments authorized by the Board of Trustees. The President will perform all duties incident to the office of the President and such other duties as may be prescribed by the Board. After completion of the term of office, the outgoing President shall sit as Ex-Officio member of the Board of Trustees for one year.
- (2) Vice-President: The Vice-President shall, in the absence of the President or the inability of the President to act, perform the duties of the President and when so acting will have all the powers of and be subject to all the restrictions upon the President. The Vice-President will perform all the duties incident to the office of Vice-President and such other duties as may be prescribed by the President or the Board of Trustees.
- (3) Secretary: The Secretary shall keep the minutes of all meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as provided by law; prepare a meeting agenda under the direction of the President; be custodian of the corporate records; execute all documents as directed by the Board of Trustees; and keep a register of the mailing address of each member. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be prescribed by the President or the Board of Trustees.
- (4) Treasurer: The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Corporation; receive and give receipts for all funds and securities of the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks as shall be selected by the Board of Trustees. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the President or the Board of Trustees.

General Membership:

Membership in The Patagonia Museum shall be open, upon payment of dues, to any person, corporation, or other business association interested in the work of the museum.

Dues- Each member shall pay annual dues in the amount determined by the Board of Trustees. Dues for the current year must be paid prior to the Annual Meeting.

Voting- Members whose dues are paid for the current year are eligible to vote or hold office. No proxy votes are allowed. Voting rights are not transferable.

Quorum- A quorum shall be two-thirds of the membership present.

Membership Meetings:

Annual Meetings- The Annual Meeting of The Patagonia Museum shall be the first regular meeting of the calendar year.

Regular Meetings- Regular meetings of The Patagonia Museum shall normally be held at the discretion of the Board of Trustees but not fewer than six meetings per year. Meeting dates shall be set/changed by majority vote of the membership present at any meeting.

Special Meetings- Special meetings shall be held on such occasions as the President and the Board of Trustees may specify. Notice of each special meeting shall be given at least 7 days in advance of the meeting.

Notice of Meeting- Written notice of the annual meeting, stating place, date and time, shall be communicated to members at least 10 days prior to the scheduled meeting. Notice for a special meeting shall include the purpose of the meeting.

Annual Budget:

Annual Budget- The President will present to the Board a proposed annual budget for the following fiscal year at the Annual Meeting. The Board shall adopt the budget at least one month prior to the annual meeting.

Fiscal Year:

Fiscal Year – The fiscal year of the Corporation will begin on January 1st and end on December 31st.

Amendment Procedures:

Bylaws may be amended upon approval of the majority of the general membership.

Bylaws of The Patagonia Museum, approved on _____