

BYLAWS of The Stroll Through History, Inc.

Article I: Name and Purpose

Section 1. The name of this organization is The Stroll Through History, Inc.. Its official address is P.O. Box 1706, Woodland, California 95776

Section 2. It is a public, non-profit organization which serves the purpose of enhancing awareness and appreciation of Woodland's history and architecture as a celebration of our unique heritage for the benefit of the entire community.

Section 3. All grants and donations from Corporate funds will be restricted to projects within the boundaries of the City of Woodland.

Article II: Membership

Section 1. Membership shall be open to all persons interested in participation in the purposes of The Stroll Through History.

Section 2. Membership shall be considered a privilege and not a right. Any person shall be eligible for membership provided that he or she has a sincere interest and desire to carry out and fulfill the purposes for which the Stroll has been created.

Section 3. There shall be two categories of membership. These are: Voting and non-voting members. Any action which would otherwise, under law, require approval by a majority of all members, shall only require the approval of the Board of Directors.

Article III: Officers

Section 1. Officers of the Corporation, herein called the Executive Directors, shall be:

Chair
Vice Chair
Secretary
Treasurer

Section 2. These officers shall take office at the first meeting in November after being nominated and elected at the same meeting, by a majority of the Board of Directors. These offices shall take effect immediately.

Section 3. The presence of six Board Members at a regularly called meeting shall constitute a quorum and business may be conducted, except that action taken by less than a simple majority of the Board of Directors involved shall be tabled until the next regularly scheduled meeting.

Section 4. The Chair shall appoint Committee Chairs.

Section 5. Any vacancy occurring on the Board may be filled by appointment by the Chair.

Section 6. Duties of the officers are, in general, as provided in the latest revision of Roberts Rules of Order:

Chair:

- a) Shall hold overall responsibility for the functioning of the Stroll.
- b) Shall preside at all membership meetings, and other such meetings.
- c) Shall sign contracts.
- d) Shall sign checks not signed by the Treasurer.

- e) Shall be an ex-officio member of all committees and may attend meetings.
- f) And perform such other duties as may be deemed necessary.

Vice Chair

- a) Shall act in the absence of the Chair, holding the powers of that office while doing so.

Secretary

- a) Shall keep the minutes and records of the Corporation in appropriate books, and shall be the official custodian of the records of this Corporation.
- b) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Treasurer

- a) Shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors.
- d) The Treasurer shall have the additional powers and responsibilities as outlined in Article VII and all matters financially pertaining to the Corporation.

Article IV: Meetings

Section 1. The Corporation shall meet at the discretion of the members but not less often than once a month with the exception of December.

Section 2. Voting membership: Voting membership shall be determined as outlined in the following information:

- a) The Board of Directors will consist of the four (4) elected officers, herein called the Executive Directors, and the voting membership.

- b) The original voting members are as follows:

- 1) The Executive Directors
- 2) Sue Barnette
- 3) Susan Bovey
- 4) Kathleen Davis
- 5) John Hancock
- 6) Karen Hulbert
- 7) Sue Kenyon
- 8) John McMahan
- 9) Anne Miguel-Joule
- 10) Peg Parker
- 11) Bob Pratt
- 12) Shari Pratt
- 13) Marianne Ryan
- 14) Colette Stewart
- 15) Bobbie Ochoa

- c) Voting members shall be appointed by the Chair as approved by the Board of Directors. All voting members shall be held to the following criteria to maintain voting rights:

- 1) Attendance is required at regularly scheduled meetings. A voting member may miss

no more than two (2) consecutive or four (4) total meetings per fiscal year.

- 2) Voting rights may be terminated, for cause, at the discretion of the Board of Directors.
- 3) New members will be considered for voting membership after two (2) consecutive meetings.
- 4) New members shall become voting members upon approval of the Board of Directors.

Section 3. All meetings shall be open to the public.

Article V: Parliamentary

Section 1. Robert's Rules of Order, latest revision, shall govern the Corporation.

Article VI: Amendments

Section 1. These Bylaws may be amended by a majority vote of the Board of Directors present or voting by proxy at any regular meeting or special meeting called for the purpose, where a quorum is present and that the text of the amendment is submitted to the members at least thirty (30) days prior to the meeting.

Article VII: Rules of Order

Section 1. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose, or for any special purpose, of the Corporation.

Section 3. All funds of the Corporation shall be deposited in such bank, trust companies or other depositories as the Board of Directors may select. Signatures shall include those of the Chair and Treasurer.

Section 4. It shall be the responsibility of the Treasurer, with the concurrence of the Board of Directors, to establish and maintain adequate safeguards for the receipt and disbursement of all funds or property contributed or tendered to the Corporation.

Section 5. The fiscal year of the Corporation shall be from January 1 to December 31.

Article VIII: Execution of Instruments

Section 1. The Board of Directors, except as otherwise provided in these Bylaws may, by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

These Bylaws were approved and
adopted on November 14, 2002.

Reva Barzo, Chair

Reva Barzo

Candy Tutt, Secretary

Candy Tutt

Michelle Mitchell, Treasurer

Michelle Mitchell