

**BYLAWS OF THE MATURANGO MUSEUM  
OF THE INDIAN WELLS VALLEY**  
**MEMBER REVIEW COPY OF PROPOSED CHANGES**  
**December 2009**

[Please note: deletions are indicated in the right margins. Additions are highlighted in yellow in the body of the text]

**BYLAWS OF THE MATURANGO MUSEUM  
OF THE INDIAN WELLS VALLEY**  
**A California Nonprofit Public Benefit Corporation**

ARTICLE I - NAME

Section 1. The name of this Corporation shall be the Maturango Museum of the Indian Wells Valley.

ARTICLE II - PURPOSE

Section 1. The Maturango Museum of the Indian Wells Valley (hereinafter referred to as the "Museum") is a nonprofit public benefit corporation whose purpose is to promote the preservation and interpretation of cultural and natural history of the Upper Mojave Desert.

ARTICLE III - OFFICES

Section 1. The principal office for the transaction of the business of the Corporation is fixed and located at 100 E. Las Flores Avenue, Ridgecrest, California, County of Kern. The board of Trustees (hereinafter referred to as the "Board") is hereby granted full power and authority to change the principal office from one location to another location within the same county.

Section 2. Branch or subordinate offices may at any time be established by the Board at any place or places where the Corporation is authorized to do business.

ARTICLE IV - MEMBERSHIP

Section 1. Membership in the Museum shall be in consideration of dues, **contributions**, or donations.

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Section 2. The various categories, rights and privileges, including voting, of membership shall be as determined by the Board and documented in the *Policy Manual of the Board of Trustees of the Maturango Museum of the Indian Wells Valley* (hereinafter referred to as "Board Policy Manual.")

ARTICLE V - DUES AND CONTRIBUTIONS

Section 1. The annual dues, or proration thereof, of various categories of membership shall be as determined by the Board.

Section 2. To provide financial stability and security for the Museum's operation, the Board shall establish and manage a quasi-endowment fund. Contributions to this fund shall be invested to generate current income, which shall be used as directed by the Board. Withdrawal of principal from the fund shall be recommended by the Board and be approved by a two-thirds vote of the members present and qualified to vote at any annual or

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special meeting of the Museum at which a quorum, as hereinafter defined, is present. Any fees charged for managing the Fund can be paid without requiring a vote of the Museum membership.

## ARTICLE VI - MANAGEMENT

Section 1. The Board is composed of nine Trustees who shall be members of the Museum and who shall be elected by the membership of the Museum. The Board shall be responsible for establishing policies for the Museum. The Board shall employ a chief executive office (hereinafter called the CEO) who is not a member of the Board and the Board shall fix his or her compensation for that position. The CEO shall hold office at the pleasure of the Board. A two-thirds majority vote of the whole Board is necessary for the removal of the CEO.

Section 2. The Trustees shall each serve for three years or until a successor is elected. All Trustees shall be elected for terms of three years. Three shall be elected and three retired each year. The exception is when a Trustee is elected by the Museum membership to serve the unexpired portion of the term of a vacated Board position. No Trustee shall serve for more than two full consecutive elected terms. A lapse of one year shall be sufficient to re-establish eligibility.

Section 3. A President, a Vice-President, a Secretary and a Treasurer shall be elected annually by the Board from among its members, and shall serve for one year or until a successor is elected. These officers shall also be the officers of the Museum.

Section 4. No member of the Board shall receive compensation from the Museum for services performed in the capacity of Trustee.

Section 5. A Trustee may be reimbursed for actual expenses incurred for activities directly related to and for the benefit of the Museum. The amount must be approved before the activity and provided for in the annual budget, or recommended by the CEO and approved by the Board.

Section 6. The Museum may not be a party to any transaction in which one or more of its Trustees has a material financial interest, unless after full disclosure to the Board of all material facts as to the proposed transaction and the nature and extent of the interested Trustee's interest, and after investigation and report to the Board as to alternative arrangements of the proposed transaction, the majority of the Trustees then in office, without counting the vote of the interested Trustee(s), at a regular or special meeting, find that the transaction is in the Museum's best interest and for the Museum's own benefit, the transaction is fair and reasonable to the Museum, and the Museum could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances.

Section 7. There shall be one standing committee of the Board called the Executive Committee, and one Advisory committee called the Accessions Committee. The Board may create additional committees as it deems necessary.

Section 8. The Executive Committee shall consist of the four officers of the Board. The President and Secretary shall be its chairman and secretary, respectively. Three members shall constitute a quorum.

Section 9. The Accessions Committee shall consist of at least six persons to include the President and Secretary of the Board (or their appointed representatives) who may serve as Chairperson and Secretary, respectively, of the Accessions Committee and one other appointed Trustee, the CEO, a Museum Curator and any other person who may be deemed necessary or appropriate.

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¶ Section 11. The Endowment Committee shall consist of a minimum of six persons, including the CEO, President and Treasurer of the Board, legal a (... [1]

# BYLAWS OF THE MATURANGO MUSEUM OF THE INDIAN WELLS VALLEY

Section 10. All committees of the Board shall be appointed by a majority of the Board and shall cease to exist at the call to order of the annual meeting of the Board.

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Section 11. The Board shall appoint an Acting CEO to act for the CEO in a management capacity when the position is vacant or in the event the CEO becomes temporarily incapacitated, as defined in the *Board Policy Manual*.

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## ARTICLE VII - INDEMNIFICATION

Section 1. The Board shall be indemnified by the Museum for cost or liabilities in connection with any lawsuit involving them in their official capacity.

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Section 2. No Board member shall be indemnified when negligent in the performance of his or her duties on the Board, or for willful misconduct.

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## ARTICLE VIII - DUTIES OF OFFICERS

Section 1. The President shall exercise general supervision of the affairs of the Museum Board and shall preside at its meetings. The President shall be chairman of the Executive Committee and may be chairman of the Accessions Committee. The President shall be an ex-officio member of all other Committees except the Nominating Committee.

Section 2. The Vice-President shall act for the President in the absence of the President.

Section 3. The Secretary shall be responsible for the official records of the Museum except those specifically placed under the control of another officer. The Secretary shall issue notices and ensure that minutes and copies of all attachments thereto are kept of all meetings of the general membership, the Board, the Executive Committee, the Accessions Committee and all other committees appointed by the Board. These minutes shall be recorded according to Robert's Rules of Order and kept in books belonging to the Museum and shall be open to the inspection of the Board of Trustees and to the Museum membership. The Secretary shall be responsible for ensuring that the *Board Policy Manual* and the *Employee Handbook of the Maturango Museum of the Indian Wells Valley* (hereinafter referred to as the "Employee Handbook") are updated and maintained to reflect the current Board policy. The Secretary will have custody of and affix and attest the corporate seal as directed by the Board. The Secretary shall be responsible for filing any reports required by law.

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Section 4. The Treasurer shall have oversight of all funds and securities of the Museum as specified in "Article XI - Financial Methods." The Treasurer shall have responsibility for maintenance of the Museum's financial records and shall make a full report at the annual meeting of the financial condition of the Museum and of receipts and disbursements of the preceding year. The Treasurer shall see that all Museum accounts are kept in books belonging to the Museum which shall be open to inspection by the Board. A summary of the monthly financial statement shall be open for inspection by the Museum membership. The Treasurer shall provide a monthly report of income, expenses, assets and liabilities to the Board at each Board meeting.

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## ARTICLE IX - DUTIES OF COMMITTEES

Section 1. The Executive Committee shall have general power to conduct the business of the Museum as defined in the *Board Policy Manual* and subject to approval of the Board. Three members of the Committee shall constitute a quorum.

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Section 2. The Accession Committee shall make recommendations to the Board regarding additions to or removals from the collection, whether temporary or permanent. The Board shall have the authority to make commitment from funds for purchase of material for the collections. The Committee shall meet as deemed necessary by the Board or the members of the Committee. Four members shall constitute a quorum.

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## ARTICLE X - DUTIES OF CHIEF EXECUTIVE OFFICER

Section 1. The CEO shall be the chief executive officer of the Museum. The CEO will carry out the policies established by the Board. Acting under the authority and control of the Board, the CEO shall have direction and control of all operations of the Museum. The CEO shall be the official medium of communication between the Board and the Museum staff.

Deleted: Section 3. The Endowment Committee shall periodically review the endowment investments of the Museum and make recommendations, if any, to the Board. Further, the committee shall either lead or oversee efforts to add to the endowment funds.¶

Section 2. The CEO shall act in accordance with the *Employee Handbook*, including hiring and removing all other employees of the Museum.

Section 3. The CEO shall attend all meetings of the Board, the annual meeting of the Membership and any other meetings as required by the Board. The CEO may also attend any meetings concerning Museum activities.

Section 4. The CEO shall submit to the Board prior to the annual meeting of the Museum a report reviewing the work for the Museum for the previous year. The CEO shall present this report to the Museum membership at the annual meeting. The CEO shall present at any regular or special meetings such other reports and recommendations as the CEO may deem advisable or as the Board may require.

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## ARTICLE XI - FINANCIAL METHODS

Section 1. No financial obligation shall be contracted without approval of the Board specifically or by adoption of a budget.

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Section 2. No financial obligations shall be paid unless approved by the CEO, or by a designated representative approved by the Board.

Section 3. The Board of Trustees shall ensure the Museum takes all necessary and appropriate measures to ensure the safe keeping of all Museum funds. The Treasurer shall ensure that funds of the Museum are not deposited in any name except that of the Museum and shall not invest funds of the Museum without authority of the Board. Accounts shall be balanced by the Treasurer as of December 31 of each year, and audited by an independent Certified Public Accountant or an Auditing Committee of the Board and completed by June 30<sup>th</sup> of each year.

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## ARTICLE XII - MEETINGS

Section 1. The annual meeting of the Museum membership shall be held in the first quarter of the new fiscal year at a time to be determined by the Board or at any time thereafter to which the said meeting may be adjourned.

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Section 2. A special meeting of the Museum membership shall be called at any time by the Secretary upon order of majority of the Board, or upon written request of five percent or more of the Museum membership. No business may be transacted at a special meeting that is not specified in the call for the meeting.

Section 3. Notice of meetings of the Museum membership except meetings dealing with proposed Bylaw changes (see Article XVI Section 1) shall be mailed via first class, or certified mail or by electronic means by the Secretary to all Members at least ten days prior to the date of the meeting, or announced in the Museum's newsletter or by bulk mail and mailed at least twenty days prior to the date of the meeting.

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Section 4. At any meeting of the Museum membership five percent of current Members shall constitute a quorum.

Section 5. Regular meetings of the Board shall be held at least once a month. The first Board meeting following the Annual Membership Meeting shall be the Annual Board Meeting for the purpose of organization, election of officer and the transaction of other business. The newly elected board officers shall immediately assume their responsibilities upon completion of the election.

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Section 6. Special meetings of the Board shall be called at any time by the Secretary upon order of the President or by written request of three Trustees.

Section 7. A minimum of three days notice of all meetings of the Board shall be given by the Secretary to all Trustees by first class mail, certified mail, contact by telephone, by electronic means, by Museum newsletter postmarked ten days prior to the meeting or as scheduled at the previous Board meeting.

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Section 8. At meetings of the Board, five Trustees shall constitute a quorum. Business may be transacted by the written or oral assent of a majority of the Trustees present at the meeting and voting.

Section 9. Urgent business, **except for personnel matters**, may be conducted by means of a telephone poll or by electronic means. Action requested in this manner must be approved by a majority of the Board. Such actions are to be reported at the next Board meeting and documented in the minutes for that meeting.

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### ARTICLE XIII - NOMINATION AND ELECTIONS

Section 1. Nominations for election to the Board shall be made by a Nominating Committee of five members of the Museum of whom not more than two may be Trustees. The Nominating Committee shall be elected by the membership at the annual meeting and shall serve one year.

Section 2. A vacancy on the Nominating Committee during the year shall be filled by a majority vote of the Board of Trustees after consideration of any recommendations by the nominating committee.

Section 3. A vacancy on the Board shall be filled by majority vote of the Board after consideration of any recommendations made by the Nominating Committee and shall hold office until the next annual meeting of the membership at which time any unexpired term of that Trustee shall be filled by vote of the general membership.

Section 4. The Nominating Committee is responsible for developing a slate of candidates with at least one name per expiring term and/or vacant seat. The proposed slate of candidates will be presented to the Museum membership at the annual membership meeting prior to opening the floor for nominations and followed by an

## BYLAWS OF THE MATURANGO MUSEUM OF THE INDIAN WELLS VALLEY

election by ballot. Nominations from the floor require the prior consent of the nominee. Only members in good standing shall be eligible for nomination.

Section 5. Membership categories, **if any**, shall be defined in the Board Policy Manual. In case of a tie vote, the voting members present at the annual meeting shall choose by ballot between the persons involved in the tie. The successful candidates shall enter upon duty at the commencement of the next board meeting. Outgoing trustees and officers shall continue to serve until the commencement of that meeting.

Section 6. Any Trustee absent from three (3) consecutive or four (4) regular board meetings in any twelve (12) month period will be sent notice by the Secretary by certified mail asking the Trustee to present reason for their absence. If the Trustee fails to give a reason which is satisfactory to the Board, the position shall be considered vacant and shall be filled at any regular or special meeting of the Board after consideration of any recommendations made by the Nominating Committee.

Section 7. A Trustee who is determined to be acting in violation of the Museum bylaws, or in a manner which may harm the Museum, may be removed for cause by a majority vote of the full Board of Trustees. Following notification of their removal, the position shall be considered vacant and shall be filled at any regular or special meeting of the Board.

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**BYLAWS OF THE MATURANGO MUSEUM  
OF THE INDIAN WELLS VALLEY  
ARTICLE XIV - PARLIAMENTARY PROCEDURE**

Section 1. Except as otherwise provided or required by these bylaws, the accepted rules of parliamentary procedure, as outlined in *Robert's Rules of Order* (most recent Revised Edition), shall be applicable to the conduct of all meetings.

**ARTICLE XV - DISSOLUTION**

Section 1. In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed to educational organizations within the State of California that qualify for exemption from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the most recent of any succeeding revision.

Section 2. The surviving members **of** the Board shall have the sole authority to transfer the Corporation's assets pursuant to Section 1, above, pertaining to dissolution.

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**ARTICLE XVI - AMENDMENTS TO BYLAWS**

Section 1. These Bylaws may be amended by either of the following methods: (1) by a two-thirds vote of the Members present and qualified to vote at any meeting of the **general membership of the** Museum provided that the purport of the proposed amendments shall have been mailed to all Members; **or** (2) by a two-thirds vote of members responding to a mail ballot that has been mailed with the proposed changes at least thirty days prior to the mandatory return date.

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Section 11. The Endowment Committee shall consist of a minimum of six persons, including the CEO, President and Treasurer of the Board, legal and financial advisers and other members as deemed necessary by the Board.