

**BY LAWS OF FRIENDS OF THE JOAQUIN MORAGA ADOBE
JUNE 21, 2010**

ARTICLE I. NAME:

The name of the Organization shall be FRIENDS OF THE JOAQUIN MORAGA ADOBE.

ARTICLE II. PURPOSE:

The Friends of the Joaquin Moraga Adobe are dedicated to preserving this important landmark and its surroundings, working to provide community access to the building and grounds in order to enable future generations to appreciate the history of the Adobe, and to make it available to the community for educational, recreational, and cultural uses.

ARTICLE III. MEMBERSHIP, QUORUM, AND MANNER OF ACTING

Membership, without discrimination, is open to all individuals or groups interested in preserving the Joaquin Moraga Adobe.

Regular memberships will be issued for the calendar year. A membership will qualify the member to vote on any matter before the Friends of the Joaquin Moraga Adobe.

Any member may resign his or her membership at any time by notifying the secretary. A membership issued for a period of time shall expire when such period of time has elapsed unless such membership is renewed.

Ten percent (10%) of the qualified members shall constitute a quorum. In the absence of a quorum, any meeting of members may be adjourned by the vote of the majority of the votes represented in person, but no other business may be transacted. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members.

ARTICLE IV. MEETINGS

An Annual Meeting will be held in March of each year, with additional meetings as needed and called by the President and/or Vice President of Friends of the Joaquin Moraga Adobe.

A new executive Board will be elected at the Annual Meeting by a majority of voting members present.

All qualified members will be notified of any regularly scheduled meetings at least 14 days in advance of the meeting date by the Secretary. All meeting notices will be delivered via e-mail, hand or mailbox delivery.

Parliamentary authority will be Roberts Rules of Order (newly revised), which will govern all meetings of Joaquin Moraga Adobe.

ARTICLE V: DUES

The yearly amount of the annual dues will be established by vote of the membership at the Annual Meeting and should reflect the needs of the Friends of the Joaquin Moraga Adobe.

Dues will be considered payable at the Annual Meeting, or upon receipt of written notice by the Treasurer.

ARTICLE VI. NOMINATIONS & ELECTIONS

The Nominating Committee shall consist of three (3) voting members plus the immediate past President and two (2) members of the Executive Board.

The Nominating Committee will present its slate in the Notice of the Annual Meeting. Additional nominations may be made from the floor.

Election of officers shall take place at the Annual Meeting. Each officer shall be elected for a period of one year and may succeed oneself. And shall be elected by a majority of voting members present.

ARTICLE VII. EXECUTIVE BOARD

The Executive Board of the Friends of the Joaquin Moraga Adobe shall consist of the following elected officers:

PRESIDENT: Shall preside at all meetings of the Friends of the Joaquin Moraga Adobe and of the Executive Board. Shall appoint all committee chairs and parliamentarian. Shall be an ex officio member of all committees except the Nominating Committee. Shall be first signature on all checks over five hundred dollars.

VICE PRESIDENT: Shall preside over meetings in the absence of the President. Shall be in charge of the Friends of the Joaquin Moraga Adobe Publicity.

SECRETARY: Shall keep the minutes of all regular meetings, disperse the meeting agendas to all members and handle the Friends of the Joaquin Moraga Adobe correspondence. Shall maintain all records of the Friends of the Joaquin Moraga Adobe meetings and make them available for public inspection at the time of the Annual Meeting.

TREASURER: Shall collect and disburse all funds of the Friends of the Joaquin Moraga Adobe with the ascent of the Executive Board. Shall notify all members in writing immediately following the Annual Meeting of the Friends of the Joaquin Moraga Adobe of dues and due dates.

Shall be the sole signature on all the Friends of the Joaquin Moraga Adobe checks except those over five hundred dollars.

Shall file all necessary state and federal forms relating to the financial status of the Friends of the Joaquin Moraga Adobe in a timely manner.

UP TO FOUR (4) MEMBERS AT-LARGE

The Executive Board will be elected by a majority of the voting members present at the Annual Meeting. No salaries or monetary compensation shall be given to any member of the Executive Board.

Vacancies in the Board shall be filled by appointment by the elected officers with ratification by a majority of the voting membership.

BOARD OF DIRECTORS: The charter Board, March 2009:

- a. President and Chairperson – Kent Long
- b. Vice President and Vice Chairperson / Publicity – Jeff Boero
- c. Treasurer – Leasa Raya
- d. Secretary – Connie Boero
- e. Board Members At Large:
 - i. SB Master
 - ii. Ron Louis
 - iii. Publicity Assistant – Vera Kochan
 - iv. Research – Elsie Mastick

ARTICLE VIII. COMMITTEES

The only standing committee shall be the Nominating Committee as outlined in Article VI. All other committees will be “as needed” with consent of a quorum of voting members present.

ARTICLE IX. AMENDMENTS

These bylaws may be amended by recommendation of a majority of the Board of Directions, and with the approval by majority vote of a quorum of members present. Notice of proposed

changes will be made available to members 14 days prior to such meetings and may be included with the announcement of the meeting.

Each member is entitled to a copy of these bylaws.

A committee appointed by the President, composed of three (3) voting members, shall review the bylaws at a minimum of once every three years and submit recommendations to the membership for approval and ratification.

ARTICLE X: RESTRICTIONS

The Friends of the Joaquin Moraga Adobe is a not-for-profit organization. No member of the organization shall profit in any tangible way from its activities. All funds are to be disbursed in furtherance of the objectives set forth in Article II. In the event of the dissolution of this organization, all monies, property, and physical assets of the organization shall be distributed for any worthy purposes in accordance with a majority of the votes cast at a final meeting of membership called for that purpose.

Notwithstanding any other provision of these articles, Friends of the Joaquin Moraga Adobe is organized exclusively for the following purposes: preservation and educational purposes, as specified in section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986.

No substantial part of the activities of Friends of the Joaquin Moraga Adobe shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Internal Revenue Code section 501(h).

Submitted by the 2009 Bylaws Committee, and approved by a majority of the members present at the June 21, 2010 meeting.

Kent Long, President

Florence Weber

Leasa Raya

Bobbie Landers