

BY-LAWS
OF
CONTRA COSTA HILLS CLUB

Organized February 22, 1920

Incorporated May 6, 1941

(Revised and adopted March 15, 1959, March 16, 1986, March 16, 2008, and February 5, 2024)

ARTICLE I

Name

The name of this corporation shall be **Contra Costa Hills Club**.

ARTICLE II

Purposes

The purposes for which this corporation is formed are:

- (1) To draw together in mutual cooperation, persons interested in conservation, mountaineering, hiking, camping and enjoying the natural beauties of California and elsewhere.
- (2) To make contributions to preserve land and open space, to build and improve trails, place signs of directions and to take such other and further measures to make the natural beauties available to all.

This corporation does not allow monetary gain or profit to its members.

ARTICLE III

Membership

The membership shall consist of two classes: honorary and regular. Honorary membership may be conferred at the pleasure of the corporation.

ARTICLE IV

Board of Directors

- (1) The Board of Directors of the corporation shall consist of 11 members, elected annually: President, Vice-President, Recording Secretary, Corresponding Secretary, Membership Secretary, and Treasurer, and 5 Directors who shall hold office until the election and qualification of their successors, or until removed as provided in Article V, Section 2.
- (2) The President shall appoint all committees except as hereafter provided.

ARTICLE V

Duties of the Board of Directors

- (1) The duties of the President, the Vice-President, the Recording Secretary, the Corresponding Secretary and the Treasurer shall be those usually belonging to such officers as prescribed in the current edition of *Robert's Rules of Order, Revised*. The duties of the Membership Secretary shall be to keep a record of the membership, collect all dues and keep a record of same and to transmit all money so collected to the Treasurer at such intervals as the Board of Directors may direct.
- (2) The powers of the corporation shall be exercised, its property controlled and its affairs conducted by the Board of Directors.
 - a. The Board of Directors shall:
 - (a) have the authority to revoke membership for just cause;
 - (b) disburse all funds of the corporation; and
 - (c) fill any vacancy in any office or directorship.
 - b. The Board of Directors shall have power to remove from office any officer or director of the corporation by eight affirmative ballots for such removal. Before any such vote may be taken, the officer or director involved must first be notified of the motion to remove by mail notice at least 15 days prior to such vote.
 - c. The Board of Directors, subject to the provisions of Article IV and Article VIII shall determine the authority of all committees. An Auditing Committee, consisting of up to three members, none of whom shall be an officer, shall be appointed by the Board of Directors to audit the books of the corporation and report to the members at such time and place as shall be designated by the Board of Directors.
- (3) If a member of the Board of Directors is absent three consecutive meetings without a reasonable excuse his/her place shall be declared vacant and such vacancy shall be filled as provided in Section 2 of this Article.
- (4) The regular meetings of the Board of Directors shall be held at least once a month at the Club Office unless otherwise determined in special instances by two-thirds of the Board of Directors.

- (5) Any member in good standing shall have the privilege of attending any meeting of the Board of Directors and to participate in discussion.

ARTICLE VI

Quorum

- (1) Twenty per cent of the membership shall constitute a quorum for membership meetings.
- (2) Seven members shall constitute a quorum for meetings of the Board of Directors.

ARTICLE VII

Dues and Fiscal Year

- (1) There shall be no dues for honorary members.
- (2) The amount of the annual dues for members shall be determined by the Board of Directors.
- (3) The fiscal year of the corporation shall commence on the first day of April, on which date the annual dues for the current fiscal year shall become due and payable. A member whose dues are not paid by June of the current fiscal year will be dropped from membership. Those dropped from membership will be reported to the Board of Directors by the Membership Secretary at the July meeting.
- (4) The audit of bookkeeping and financial statements will be completed within 90 days of the Annual Meeting and will include an oral report followed by a written report.

ARTICLE VIII

Election of Directors

- (1) The annual election shall take place at the annual meeting on the second Sunday of March, unless such date is changed by an affirmative vote of at least eight members of the Board of Directors. The Board shall fix the place for the holding of the annual meeting.
- (2) The President, in consultation with the Board of Directors, shall appoint a Nominating Committee at least 120 days prior to the election at the Annual Meeting. The Nominating Committee shall consist of five members, three of whom are to be members not holding elected office, and two are to be either directors or past presidents; said committee to serve for one year.
- (3) The Nominating Committee shall nominate members for the offices of President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Membership Secretary and five Directors. The names of these candidates shall be presented to the Board of Directors at the January Board Meeting and be published in the February edition of the club newsletter, the Knapsack. An additional duty of the Nominating Committee is to recommend members to fill interim vacancies on the Board of Directors.
- (4) At the Annual Meeting, the slate of officers will be announced. A member may nominate another member to any office on the Board of Directors. It is the responsibility of the nominator to have a written "consent to serve if elected" from the nominee.
- (5) No member shall be nominated for the Board of Directors unless he/she has been a member of the corporation for at least one year.
- (6) At the Annual Meeting, the President reads the slate of officers to the membership as prepared by the Nominating Committee. The election is conducted by voice vote.
- (7) Each member shall have one vote, subject to the provisions of Article VII Section 3.

ARTICLE IX

Special Membership Meetings

Subject to the provisions of Article XI, the Board of Directors may call special membership meetings for any and all purposes, at such time and place, and on such notice, and under such regulations, as such Board deems necessary and/or advisable.

ARTICLE X

Responsibility

Neither the members, directors nor officers of the corporation shall be personally liable for its debts, liabilities or obligations. The corporation shall not be responsible for damages or injuries suffered by a member or guest at any corporation event or activity.

ARTICLE XI

Amendments

The By-Laws may be amended by two thirds vote of the members present at the Annual Meeting or at a special meeting, called by the Board of Directors or called by a petition, signed by at least 15 percent of the membership. In the case of the calling of a special meeting, a one month notice will be given in the Knapsack. Amendments will be published in the Knapsack at least one month prior to the Annual or special meeting in preparation for a vote or mailed to members at least one month in advance.

ARTICLE XII

Dissolution and Distribution of Assets

(1) Dissolution.

- a. Dissolution of Contra Costa Hills Club must conform to California Law pertaining to nonprofit corporations.
- b. Notification of dissolution must be given to the entire membership at least 60 days before an annual or special membership meeting for their consideration.
- c. A vote for dissolution must be passed by 50 per cent of the members in good standing.

(2) Distribution

- a. Upon dissolution, funds remaining after payment of obligations will be distributed to a nonprofit organization or organizations of a similar nature and purpose to Contra Costa Hills Club.
- b. The final selection of such organizations is to be made by a two-thirds majority of the membership at the time of dissolution.