
Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

ARTICLE I – PURPOSES AND OBJECTIVES

The name of this corporation shall be the Rodgers Ranch Heritage Center (hereafter referred to as the Center), a nonprofit public benefit corporation incorporated under the laws of the State of California. The purposes for which this corporation is formed are:

- A.** The specific purposes for which this corporation is organized are: to preserve, restore, and manage the Rodgers Ranch Historic Site, and to advance education of its historical importance and the importance of green, sustainable living. Such education includes, but is not limited to planning, developing and implementing activities utilizing the Site which supports these purposes.
- B.** The Center’s Mission Statement: *“To restore and maintain the farmhouse, barn and grounds at the Rodgers Ranch Historical Site as a living history museum while educating residents of Contra Costa County through classes and activities.”*
- C.** The Center’s objectives shall be:
- To manage, preserve and restore all historic structures of the Rodgers Ranch Historic Site (hereafter referred to as Site), which includes but is not limited to the Wheat House, Ranch House, Windmill, Stone Retaining Wall, and Pathway.
 - To promote and educate the general public on the importance and relevance of the Site as it relates to pre California, Pleasant Hill and United States history through exhibits, classes, demonstrations and presentations of all things related to that period (i.e., the growing, production and exportation of wheat, crafts, entertainment, transportation, daily life, events of the time, etc.).
 - To promote and educate the general public on the importance and relevance of green, sustainable living through the use of the Site with classes, exhibits, presentations and demonstrations of all things related to same (i.e., organic gardening, organic farming, soil management, irrigation, nontoxic pest control, herbology, renewable sustainable energy, etc.).

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

- To manage, maintain and restore the grounds of the Site, which includes but is not limited to all planting, irrigation and any related structures designated for same, with relation to green, sustainable living.
- To promote, produce and encourage the use of the Site for events that create or promote interest in the site and membership of the Center in keeping with the Center’s goals and objectives.
- To partner the above activities with other private and public groups.

D. The general purposes and powers are:

- To buy, lease, rent, or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed of trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all claims of property, whether real, personal or mixed and to receive property by devise or bequest.
- To borrow money and to contract debts, issue bonds, notes and other evidences of indebtedness, and to secure them by any or all the property of this corporation or to issue them unsecured.
- To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with any person, firm or corporation.
- To have and to exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations, as that law is now in effect or may at any time hereafter be amended. Notwithstanding any of the above statements of purpose and powers, this corporation shall not engage in activities that in themselves are not in the furtherance of the purposes set forth in **Sections A & B of this Article**, and nothing contained in the foregoing "Statement of Purposes" shall be construed to authorize this corporation to carry on any activities for the profit of its members, or to distribute any gains, profits, or dividends to any of its members as such, per **Article XI**.

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

ARTICLE II - MEMBERSHIP

- A. Any person who subscribes to and supports the purpose and policies of the Center shall be eligible for membership.
- B. The membership of the Center shall be composed of the following categories: Honorary, Student, Individual, Family, Contributor, Donor, Business, Benefactor, and Corporate.
- C. All memberships, except "Honorary" per **Article III Subsection F**, shall be for a term of one (1) year. Each membership shall be entitled to one (1) vote, which may be exercised at the Annual Meeting for the election of Directors, and at such other meetings as require a vote of the general membership.
- D. The annual dues payable to the Center by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors (hereafter referred to as the Board).
- E. The Board shall review and determine fees, dues and assessments from time to time. Annually thirty (30) days prior to January 1st each year, the membership shall be notified that dues are due on January 1st and delinquent on January 31st.

F. TERMINATION OF MEMBERSHIP:

- 1. Grounds for Termination - The membership of a member shall terminate upon the occurrence of any of the following:
 - i. Upon his/her notice delivered to the President or Secretary personally or by mail, effective immediately upon receipt of delivery.
 - ii. Upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Center.
 - iii. Failure to renew membership by May 1st.
- 2. Following the determination that a member should be expelled under subsection 1.ii. of this section, the following procedure shall be implemented:

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

- i. A notice shall be sent by US mail to last address of the member as shown on the society records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the effective date of the proposed expulsion.
- ii. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his/her proposed expulsion shall state the date, time and place of the hearing.
- iii. Following the hearing, the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

ARTICLE III - OFFICERS AND DIRECTORS

- A. The Center shall be governed by a Board of Directors, composed of no more than fifteen (15) members in good standing at the time of their election. Any member of the corporation who is at least eighteen (18) years of age may be elected as a Director or as an Officer, or both. If more than one individual of a membership block is elected, then they must become an Individual Member(s) (whether or not the other membership is retained) prior to assuming the Officer's or Director's position and thereafter maintain such Individual Membership in good standing. Nothing herein shall prohibit more than one individual in a Family, Contributor, Donor, Business, Benefactor, or Corporate Membership from being elected to a position as an Individual Member.
- B. Directors shall be elected in the annual meeting of the members. A director when elected shall serve for a term of three (3) years. At each annual meeting, all the Directors in such group whose term is expiring shall be deemed to be retired from the Board. However, upon recommendation of the Nominating Committee, any retiring Board member may be elected to another three-year term. As determined from time to time by the Nominating Committee, Board members shall be elected for staggered terms to provide for approximately one third of the members of the Board to be elected each year. If the number of members to be elected in each group becomes disproportionate, prior to the

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

annual meeting the Nominating Committee may designate one or more specific board seats to be elected for a lesser term so as to equalize the three groups to the extent practicable.

- C.** Directors shall serve without compensation for their services. Expenses of Directors shall be reimbursed from time to time in amounts determined by the Board of Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means any person currently being compensated by the Board for services rendered to the corporation within the previous twelve (12) months.
- D.** Officers of the Center shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer all of whom shall be members of the Board. Officers shall be elected by the Board at the next scheduled Board meeting immediately following the Annual Membership Meeting. Each officer shall hold office until he or she resigns, is removed, or until his/her successor is elected, whichever occurs first. Term of office of each officer shall be one year with elections annually.
- E.** A quorum shall consist of one half plus one of the current elected directors. Matters related to personnel or litigation will require a quorum of 2/3 of the current elected directors.
- F.** Vacancies on the Board, occurring for any reason except expiration of term, shall be filled by a vote of the remaining Directors for the unexpired portion of the term being filled. If a Director fails to attend three (3) consecutive Board meetings without an acceptable excuse, his/her office as a Director shall be deemed vacant. An "acceptable excuse" shall be illness, illness in the family, vacation or business.
- G. HONORARY DIRECTOR:**
1. In addition to the Directors who are elected and serve on the Board, the Board from time to time by majority vote may appoint one or more persons to serve as Honorary Directors. An Honorary Director shall be a person distinguished for outstanding service and support of the Center as determined by the Board.

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

2. An Honorary Director shall serve for life as an ex officio member of the Board; shall receive all notices of meetings, agendas and minutes of meetings of the Board; may attend such regular and special meetings of the Board as the Honorary Director may elect to attend; and may provide advice and counsel at such meetings but shall not have a vote or be included in the calculation of a quorum of the Board. An Honorary Director shall not be an Officer of the Center nor required to serve on any committee of the Center, but may be designated as a member of a committee on the same basis as any other member of the Center who is not a Director.

H. REMOVAL AND RESIGNATION OF DIRECTORS OR OFFICERS:

1. Any Officer/Director may be removed, either with or without cause, by two-thirds vote of the Board, at any time, but only if the item has been placed on a prior written agenda of a duly called meeting of the Board.
2. Any Officer/Director may resign at any time by giving written notice to the Board or to the President or Secretary of the Center. Any such resignation shall take immediate effect at the date of the receipt of such notice or at any later date specified therein.

ARTICLE IV - DUTIES OF OFFICERS AND DIRECTORS

A. PRESIDENT:

The President shall preside at all meetings of the Center and the Board, and shall appoint all committees provided for under **Article VIII**. The President shall serve as an ex-officio member of all committees (except the Nominating Committee), and shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. Upon leaving office, he or she shall serve for one year in an advisory capacity to the Board, if so requested by the Board.

B. FIRST VICE PRESIDENT:

The First Vice-President shall preside at all meetings in the absence of the President. In the event the President is unwilling or unable to perform his or her duties, the First Vice President will assume those duties and responsibilities until a new President is elected. The First Vice-president shall serve as the chair of a standing Committee and shall perform such other duties as the President and Board may designate.

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

C. SECOND VICE PRESIDENT:

The Second Vice-President shall preside at all meetings in the absence of both the President and First Vice-president. In the event the President and First Vice President are unwilling or unable to perform his or her duties, the Second Vice President will assume those duties and responsibilities until a new President and First Vice President are elected. The Second Vice-president shall serve as the chair of a standing Committee and shall perform such other duties as the President and the Board may designate.

D. SECRETARY:

The Secretary shall keep the minutes of all meetings of the Center and the Board, give notice of all meetings, notify committees of their appointments, keep a current roster of the Board and issue updated lists as changes occur, and receive copies of minutes of committee meetings and copies of committee reports. The Secretary shall be the custodian of all such minutes and records, keep them in good order and make them part of the permanent Center file. The Secretary shall serve as the chair of the Finance Review Committee and shall perform such other duties as the President and Board may designate.

E. TREASURER:

The Treasurer shall have custody of the dues of members, other income, and all subscriptions and donations of monies and shall make regular deposits of said funds in one or more financial institutions approved by the Board. An account shall be kept of same, and reports will be made to the Board or whenever the Center shall so require. The Treasurer shall also give an annual financial report of the Center to the Board and shall make available to the membership upon written request, shall provide notification of all member dues received on a monthly basis to the Membership Chair along with any and all membership information received, and shall pay out monies of the Center only upon presentation of bills for which the expenditure has been budgeted or otherwise authorized by the Board. The Treasurer shall file all reports or returns required by the Internal Revenue Service, the California Franchise Tax Board, the California Attorney General, and any other governmental agency with jurisdiction which requests financial information from the corporation. The Treasurer shall serve as the chair of the Finance Committee and shall perform such other duties as the President and Board may designate.

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

F. DIRECTORS:

The Board is both a governing and a working board. Each Director shall be required to serve on at least one committee and attend all Board meetings unless excused as per **Article III Section F**. Each Director shall also be expected to attend general membership meetings, open houses and participate in or support the other activities of the Center.

G. MUSEUM DIRECTOR:

A Museum Director shall be selected by the Board and shall serve at their pleasure. The Museum Director shall: Chair the Museum Committee; have the responsibility of the cataloging, safe keeping, and displaying of all historical materials; attend Board meetings as an ex-officio member; act as a consultant to the Finance Committee; and be in charge of docents, appointing a senior docent as necessary.

ARTICLE V - ANNUAL FISCAL STATEMENT

- A.** The Board shall cause an annual fiscal statement to be prepared not later than one hundred and twenty (120) days after the close of the corporation’s fiscal year to all Directors of the corporation and to any member who requests it in writing. The report shall contain the following information in appropriate detail of the fiscal year: all assets and liabilities of the corporation at years end; the principal changes in assets and liabilities; all revenue of the corporation, both unrestricted and restricted; and all expenses or disbursements of the corporation, both general and restricted.
- B.** The annual fiscal statement shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.
- C.** The corporation shall annually notify the members of the availability of the financial report. The annual fiscal statement shall be provided to each Director and to any member who requests it in writing. If approved by the Board, the annual report may be distributed to members by electronic transmission in lieu of paper copies.
- D.** This corporation shall mail or deliver by electronic transmission to all directors and provide to all members a statement within one hundred and twenty days after the close of its fiscal year which briefly describes the interested parties,

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

amount and circumstances of (1) any transaction in which the corporation was a party in which an officer or director had a material financial interest, directly or indirectly, and that involved more than \$25,000 or was one of several such transactions with an aggregate amount of \$25,000 or more; or (2) any indemnification or advances aggregating more than \$5,000 paid during the fiscal year to any officer or director of the corporation, unless indemnification has already been provided by the members under Corporations Code § 5238(e)(2).

ARTICLE VI – MEETINGS

E. MEMBERSHIP MEETINGS:

1. Meetings of the Center shall be held at least quarterly, with the Annual Meeting held during the fourth quarter of each year, as set by the Board.
2. The Secretary shall inform all members of Center meetings by written notice electronically or otherwise at least twenty (20) days stating the place, date and time prior to any meeting.
3. Members in attendance at any and all meetings shall constitute a quorum, provided notice of meeting was properly given to all members.
4. Special meetings of the members for any lawful purpose shall be called at any time by the President, by a majority of the Board, or by five percent (5%) or more of the members. All Directors must be notified in advance of any such meeting.
5. The following proposed actions:
 - i. removal of directors without cause
 - ii. amendment of the Articles of Incorporation
 - iii. an election to dissolve the corporation

shall be invalid unless unanimously approved by those entitled to vote.

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

F. BOARD MEETINGS:

1. The Board shall hold prescheduled meetings as needed, upon call of the President, the Secretary, or any three (3) Directors upon notice as provided by **Subsection 3**. There shall be at least one (1) Board meeting each quarter.
2. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.
3. Regular and special meetings of the Board must be noticed by electronic communication (email or facsimile) or by telephone at least 48 hours prior to the meeting. The notice of any meeting shall specify the place, date and hour of the meeting, but the purpose of the meeting need not be specified in the notice.

G. ANNUAL MEMBERSHIP MEETING \ ELECTION:

1. The members shall meet annually, on a designated date within the fourth quarter determined by the Board, for the purpose of electing/installing directors and transacting other appropriate business.
2. The Board’s proposed slate of candidates for Directors shall be sent to all members thirty (30) days prior to the date of the Annual Meeting. Its report shall be made as a motion at said Annual Meeting.
3. Nominations may be made from the floor by any voting member, providing the consent of the nominee shall have been secured and is present. Absentee or proxy voting shall not be permitted.
4. **Election of Directors shall be conducted as follows:**
 - i. If no nominations from the floor are made, then the proposed slate of candidates may be elected by motion.
 - ii. If there are more candidates than open Board positions, then preprinted ballots with spaces available for write-ins shall be used. All Nominees shall have ten minutes each to campaign prior to the

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

ballots being cast. Once cast, the ballots shall be counted by the Secretary and two non-Director volunteers with the results immediately announced by the President. In case of a tie, a runoff shall be conducted.

ARTICLE VII - NOMINATING COMMITTEE

- A. A Nominating Committee shall be designated annually at the April or May meeting of the Board to evaluate Board members whose terms are expiring; recruit and instruct new Board members and prepare a slate of candidates for each Board position to be filled for the coming year. Nominations for the Board shall be submitted to the Secretary no later than forty-five (45) days prior to the annual meeting of the Members. The election shall occur at the annual meeting as provided in **Article VI Section G.4** of these Bylaws.
- B. The President with the approval of the Board shall appoint two (2) members of the Board to the Nominating Committee, one of whom shall be designated as chairperson. At the same time, one (1) person from the general membership of the corporation who is not currently a Director and whose membership is in good standing shall be appointed by the President. Neither the President nor the Secretary of the Board shall serve as either official or ex-officio members of this committee.
- C. **The Nominating Committee shall:** evaluate the performance of each Director whose term is expiring and determine who should be renominated or released from Board service; personally contact members whose service is being terminated; study the composition of the Board, having in mind optimum breadth of talent, skills, and capacity needed to achieve the Center’s objectives; prepare a slate of candidates for the Board who can make an identifiable contribution to the success of the Center; assure that the candidates are personally interviewed by appropriate volunteers and staff representatives prior to their nomination and confirm willingness to serve if elected; submit the proposed slate of candidates to the Board for submission to the Members at the Annual Meeting; and orient new Directors of their responsibilities.

ARTICLE VIII – COMMITTEES

All active committees shall operate with Board approval and oversight, are required to meet at least quarterly and have a minimum of at least three members, (unless otherwise stated in these Bylaws or the Centers Policies & Procedures Manual), have a

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

Director on the committee, elect a Chair annually from its membership (who shall be current Center members), and report to the Board. The Chair shall maintain and file with the Secretary the agenda and minutes of each meeting and all committees and their members must adhere to the Center’s guidelines as put forth by these Bylaws, Articles of Incorporation, Mission Statement and Policies and Procedures Manual. Committees are responsible for the design and procurement of any printed materials needed by the committee. The appointment, composition and duties of the Standing Committees shall be as follows:

A. EDUCATION COMMITTEE:

The Education Committee shall: manage and implement heritage programs, including the planning and organization of exhibits and the recruitment and supervision of volunteers; manage and implement other programs or classes of an educational or interpretative nature in keeping with the purposes of the Center; give tours of the Rodgers Ranch Historic Site; and solicit cooperation and collaboration with other educational and community organizations in the development of said programs and classes.

B. EVENTS COMMITTEE:

The Events Committee shall: organize, plan, schedule and present a minimum of four (4) programs\open houses per year that increase the awareness, education, and importance of the Rodgers Ranch Historic Site, including the Annual Meeting held during the fourth quarter of each year; and oversee and schedule all proposed activities and events utilizing the structures and grounds of the Site not related to the Education Committee. The Events Chair shall maintain and publish the Center’s Master Calendar and report all Center’s activities to the District at least quarterly.

C. FINANCE COMMITTEE:

The Finance Committee shall develop fiscal procedures and prepare an annual statement and budget for the fiscal year (calendar year) with staff, submit periodic reports to the Board showing income and expenditures. The Committee shall be chaired by the Treasurer and made up of all other committee chairs, (except the Secretary), and meet at least once a year. The annual budget and any expenditures falling outside of said budget must have Board approval.

D. FINANCE REVIEW COMMITTEE:

The Finance Review Committee shall review or cause to be reviewed the books of the Center at least once a year and report same to the membership at the

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

Annual Meeting. The Committee shall be chaired by the Secretary and made up of all Directors not on the Finance Committee.

E. FUNDRAISING COMMITTEE:

The Fundraising Committee shall: organize, monitor and oversee all fundraising activities and events; seek out, apply for and obtain grants and donations from foundations, governmental agencies and other potential institutional sources of funding; and communicate and develop potential donors and members, maintain records and solicit donations and contributions from said donors and members.

F. MARKETING COMMITTEE:

The Marketing Committee shall: develop, produce and administrate membership newsletters, social media profile, websites, blogs and other means of communication with the membership and the public; and maintain and perpetuate the uniform image and brand of the Center.

G. MEMBERSHIP COMMITTEE:

The Membership Committee shall actively recruit new members, support membership retention, involvement, and communication. The Chair shall maintain the membership list of all active and past members of the Center on a monthly basis and shall provide copies of said list to Directors and staff upon request. The Chair shall annually, in cooperation with the Treasurer, take those steps needed to secure membership renewals.

H. MUSEUM COMMITTEE:

The Museum Committee shall be chaired by the Museum Director. The Committee shall assume charge and know the whereabouts of all such historical materials as may from time to time be donated or loaned to the Center, including but not limited to artifacts, photographs, ephemera, documents, manuscripts and books in the Center's possession; plan and setup displays of said items; evaluate and authenticate the historical value of such artifacts and documents as may be submitted and recommend rejection, acceptance and or deaccession of donation items. Materials herein described may be purchased with monies subscribed or raised for this purpose as approved by the Board.

I. STRUCTURES AND GROUNDS COMMITTEE:

The Structures and Grounds Committee shall (in coordination and cooperation with the District and any relevant committees): maintain and restore all structures of the Rodgers Ranch Historic Site; maintain the grounds of Site including

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

overseeing Clean-Up Days, community gardens and the installation of new garden beds; implement and oversee contractors, design professionals and others involved in the restoration, reconstruction, or conservation of all structures and grounds of Site; and make recommendations for planning, uses and security of Site as facilities for meetings, fundraising events and other programs sponsored by the Educational, Fundraising, Marketing, Membership, Museum, and Programs Committees.

J. ALL OTHER COMMITTEES:

The President, with the approval of the Board, may appoint other active committees as necessary, (i.e., Monument, Story Board and Wheat Barn Committees).

ARTICLE IX – AFFILIATIONS

The Center may be enrolled as an annual institutional member of other organizations that further its purposes and objectives per Article I. As such it shall, whenever feasible, send a delegate to represent it at the annual meetings of such organizations. The Center shall also, whenever feasible, send a delegate to attend meetings of non-Center committees or events that may benefit or enhance the Center. Following the meeting(s) the delegate(s) shall make a report to the Center at the next scheduled Board meeting.

ARTICLE X - BYLAW AMENDMENTS

- A.** These Bylaws may, from time to time, be amended by the Board provided the proposed amendment shall first have been submitted to the Secretary in writing and then mailed to all Directors at least thirty (30) days before the amendment is voted. A two-thirds (2/3) vote of all Directors present and voting shall be necessary before such proposed amendment is adopted.

- B.** Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Center would result in the termination of all memberships, any category of memberships, change fixed or variable status of Board, or fixed number of Directors, then such amendment or amendments shall be effected only by a majority vote of the membership in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future” ARTICLE XI - NO INTEREST IN ASSETS

No Director or Member shall possess any property right in or to the property of the Center. In the event the Center owns or holds any property upon its dissolution, after paying and adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with the Articles of Incorporation.

ARTICLE XII - NON-LIABILITY OF DIRECTORS

Except as provided by the California Nonprofit Public Benefit Law, Directors shall not be personally liable for the debts, liabilities, or other obligations of the Center.

ARTICLE XIII - INSURANCE FOR SOCIETY AGENTS

The Board may purchase and maintain insurance on behalf of any agent of the Center (including a Director, officer, or other agent of the Center) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Center would have the power to indemnify the agent against such liability.

ARTICLE XIV - INDEMNIFICATION BY ASSOCIATION OF

To the extent permitted by law, the Center shall indemnify and defend its Directors, officers, employees and volunteers (including persons formerly occupying any such positions) against all civil expenses, judgments, fines, litigation, and settlements actually and reasonably incurred by or improperly asserted against them in their capacity or arising from their status as Directors, officers, employees or volunteers of the Center. The Center's indemnification obligation as specified in this Article will be completely satisfied by the purchase and maintenance of insurance as provided in **Article XIII** and, in this event, the Center will have no further, additional or other indemnification obligation.

ARTICLE XV - OFFICES

A. PRINCIPAL OFFICE:

The principal office of the corporation for the transaction of its business is located in Contra Costa County, California.

B. CHANGE OF ADDRESS:

Rodgers Ranch Heritage Center Bylaws

“Where the Past Sustains the Future”

The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated _____

_____ Dated _____

_____ Dated _____

C. OTHER OFFICES:

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE XVI - PARLIAMENTARY PROCEDURE

Unless otherwise indicated in these Bylaws, meetings of the Center shall be governed by ROBERT'S RULES of ORDER.

Ratified Oct. 13th 2014,

Amended Article VIII Nov. 10th 2014