

# BYLAWS

For the regulation, except as  
Otherwise provided by statute or its  
Articles of Incorporation,  
Of  
**Friends of Calico**  
**Early Man Site, Inc.**

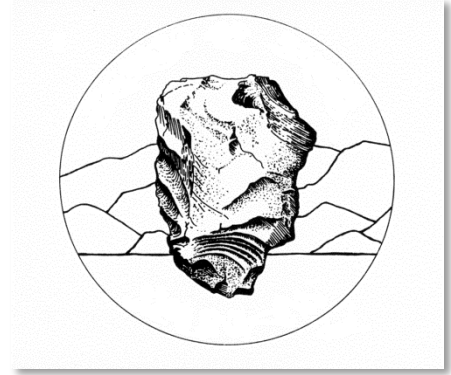
A California non-profit public benefit corporation



- Adopted by vote of the General Membership May, 2014

Friends of Calico Early Man Site, Inc. Bylaws

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## ARTICLE I. CORPORATION NAME

### Section 1. Name.

The name of the corporation is Friends of Calico Early Man Site, Inc., hereinafter referred to as the corporation.



## ARTICLE 2. PURPOSE AND PRINCIPAL OFFICE

### Section 1. Statement of Purpose.

The purpose of this corporation is to bring together people with special talents and interests, from all walks of life, in an effort to maintain and continue the scientific and educational efforts of the Calico Mountains Archaeological Site, Yermo, California and to advance the study of early man throughout the world.

### Section 2. Code of Conduct.

Friends of Calico Early Man Site, Inc. shall adhere to the Code of Conduct and Standards of Research Performance maintained by the Register of Professional Archaeologists.

### Section 3. Principal Office.

The principal office and mailing address of the corporation is the San Bernardino County Museum, 2024 Orange Tree Lane Redlands, CA 92374. Friends of Calico Early Man Site, Inc. will also maintain PO Box 535 Yermo, CA 92398. The board of directors, hereinafter referred to as the board, is granted full power and authority to change said principal office from one location to another. Any such change shall be noted in the bylaws next to this section, or this section may be amended to state this new location.

### Section 4. Other Offices.

Branch or subordinate offices may be established at any time by the board at any place or places.



## ARTICLE III. MEMBERSHIP

### Section 1. Qualification for Membership.

Membership shall be open to any individual or organization subscribing to the purpose of this corporation.

### Section 2. Classes of Membership.

- **Regular membership** – Any person interested in archaeology, in the preservation of archaeological sites, and/or the purposes of the corporation is eligible for regular membership upon payment of annual dues. With the payment of dues, each person is eligible to one vote.
- **Family membership** – Any individual eligible for regular membership is also eligible to include his or her family (living in the home) upon payment of annual family dues. With this payment of dues, the family is eligible to two (2) adult votes.
- **Student/Senior membership** – Any student enrolled full or part time in high school or college is eligible for a student membership upon payment of dues. Any senior, 62 or over, is eligible for a senior membership upon payment of dues. With this payment of dues, the student or senior is eligible to one vote.

*Lifetime memberships are no longer available. A member who paid such dues continues to be eligible for all rights associated with a regular membership at no added expense. The spouse of a Lifetime member who paid Spouse Lifetime membership is entitled to a regular membership at no added expense.*

### Section 3. Payment of Dues.

Membership dues are payable annually. The board shall set the amount of each membership classification. Membership dues are payable by April 1 of each year. Any membership delinquent as of a record date (Article V Section 3) set by the board for the Spring annual election forfeits their voting privileges for that election.

### Section 4. Liabilities and Property Rights.

No member of the corporation shall be personally liable for the debts, liabilities or obligations of the corporation. The members of the corporation shall have no property rights in the assets of the corporation upon dissolution, or otherwise.

### Section 5. Benefits.

- Attendance at the bi-annual meetings
- Voting rights in elections
- Receipt of bi-annual newsletter
- Participation in site excavations



## ARTICLE IV. GENERAL MEMBERSHIP MEETINGS

**Section 1. Semi-Annual Meetings.** General Membership Meetings shall be held on a semi-annual basis on such dates and at such times as may be fixed by the board. These meetings will be known as “general membership” or “semi-annual” and designated as Spring or Fall.

- **The Spring General Membership Meeting will be held in late April or Early May.** This meeting will be for the purpose of electing directors and a nominating committee, replacing any vacated director seats for the remainder of their terms, if necessary, and amending bylaws, if needed. The group may consider any other business. Agenda time shall be given to the membership to give direction to the board.
- **The Fall General Membership Meeting will be held in November of each year.** This meeting will be for the purpose of nominating directors, and replacing any vacated director seats for the remainder of their terms, if necessary. The group may consider any other business.

### **Section 2. Special meetings.**

See Article VI.

### **Section 3. Place of Meetings.**

Meetings shall be held at any place, within or without the State of California, which has been designated from time to time by the board. In the absence of such designation, meeting of the members shall be held at the Calico Mountains Archaeological Site, Yermo, California.

### **Section 4. Notice of Meetings.**

Written notice of each general membership or special meeting of the members shall be given not less than twenty (20) days before the date of the meeting. Publication in the corporate newsletter constitutes written notification. Those matters that the board, at the time the notice is given, intends to present for action by the members will be listed also. Prior to the Spring General Membership Meeting, at which new directors are elected, the newsletter or other written notification shall include the names of all nominees. Notice is deemed given at the time the newsletter or other documents are deposited in the United States mail or are sent by email. Notice of meetings shall be addressed to the member at the address or email appearing on the books of the corporation. It is the responsibility of the member to update their mailing address and/or email address through the chairperson of the Membership Committee.

### **Section 5. Quorum.**

The members present at a General Membership Meeting shall be considered a quorum, including any proxies, for the transaction of business. Proxies should be either letter or signed email.

### **Section 6. Conduct of Meeting.**

The President of the Board shall preside as chairperson of all membership meetings. The chairperson shall conduct each meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedures.

The chairperson's ruling on procedural matters shall be conclusive and binding on all members, unless at the time of the ruling, a request for a vote is made to the members. In this case, the decision of a majority of members entitled to vote shall be conclusive and binding on all members.

### **Section 7. Adjournment.**

In the absence of a quorum, any meeting of members may be adjourned by the vote of a majority of the members present. No other business may be transacted.

### **Section 8. Action without Meeting.**

Any action that may be taken at any regular or special meeting of members may also be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote. Such a ballot shall set forth the proposed action, and provide an opportunity to specify "approval" or "disapproval" of any proposal. Specification of either constitutes a "vote". A reasonable time frame will be designated to return ballots to the corporation. Approval by written ballot shall be valid only when the number of votes received within the time period equals or exceeds 10% of the current membership. Ballots shall indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. A written ballot may not be revoked.



## ARTICLE V. GENERAL ELECTIONS.

### **Section 1. Electing Directors and Nominating Committee.**

The general membership shall elect all members of the Board of Directors and fill any vacancies on the board that are less than ninety (90) days old. They shall also elect a nominating committee to serve for one year, or until the next Spring General Membership Meeting. The seven (7) directors will rotate off the board in groups of three (3), then two (2) and two (2) per year, starting with three (3) in the 2014 Spring elections. The above-mentioned rotation will continue until changed. The board secretary will keep a roster of the directors with dates of their election and release from duty. See Article VII Section 4 for added information on director elections.

### **Section 2. Voting Eligibility.**

Every member entitled to vote may authorize, in writing, another person to act on their behalf.

### **Section 3. Record Date.**

A record date of April 1<sup>st</sup> of each year is established unless changed.

### **Section 4. Nominating Committee.**

A three member nominating committee (including one board member and two general members) shall comprise the nominating committee. The president shall appoint a committee chairperson for a one year position and two other members of the committee will be elected at the Spring General Membership Meeting for a one year position. The committee's purpose is to accept and assemble a list of nominations for the Board of Directors elections and the incoming nominating committee. They are also responsible for familiarizing themselves with all aspects of running the election, tallying votes, and qualifications for of directors and nominating committee members as set forth by these bylaws, including but not limited to Article VII Section 4 and Article VIII Section 3. The committee members, at their first meeting, shall appoint a committee secretary. The secretary shall keep minutes of every meeting and the results of the nominations and election. Complete copies of said documents will be submitted to the board secretary within one week after the election, if not sooner.

### **Section 5. Duties of Nominating Committee.**

The committee will hold its first meeting as soon as possible after their election — on site after the Spring General Membership Meeting is preferable if a majority of committee members are present. With the help of the board secretary, they shall determine the names of the three (3) directors rotating off the board at next year's Spring General Membership Meeting, choose a date in February of the following year that the nomination period will end, and chose a date in March of the following year for their next meeting. At the Fall General Membership Meeting, prior to the election, the committee chairperson shall announce the names of the outgoing directors and take nominations for new directors



and new nominating committee members. They shall announce the closing date for further nominations. Any member of the committee shall accept nominations during this time, or nominations may be sent by email to the Friends of Calico Early Man Site, Inc.-email address, where the office manager or board secretary will forward them to the committee chairperson by the determined closing date. In March, the committee will assemble a list of nominees for both directors and nominating committee. A copy will be sent immediately to the publications chairperson (i.e. the managing editor) and/or newsletter editor for publication in the Spring newsletter. A copy will be sent to the board secretary.

The committee is responsible for the preparation and printing of the ballots for the election. In the case of the nominating committee, the ballot must reflect whether they are board members or not so the proper number of each can be elected. (See Article V Section 4)

A list of members eligible to vote on the record date (Article 5 Section 3) will be obtained through the board secretary or membership chairperson prior to the election.

#### **Section 6. Running of an election.**

Nominating committee members will be in charge of all aspects of the election at the Spring General Membership Meeting, including distribution and collection of written ballots, and tallying votes.

*Eligibility to vote will be checked prior to acceptance of any ballots at the election and follow the guidelines set forth in Article V Sections 2 & 3.*

#### **Section 7. Notification of Winners.**

The nominating committee will tally votes on site immediately following the election and announce the winners. Any director or nominating committee member voted in who is not present at the election will be notified by either the president or board secretary within one (1) week.

#### **Section 8. Method of filling board vacancies by election.**

The nominating committee will, at the time of the election, accept and tally written votes for the filling of the remainder of any board vacancies less than ninety (90) days old (in accordance with Article VII Section 5). The committee will take nominations for this position. It is announced prior to the election that there are vacancies and specifies the duration of the terms. A majority of the written votes on the ballots constitutes the winners. The winners will be announced immediately. If they elected persons are not present at the election, they will be notified with one (1) week by the president or board secretary.



## ARTICLE VI. SPECIAL GENERAL MEMBERSHIP MEETINGS.

### **Section 1. Purpose and Justification.**

Special membership meetings may be called for any action that cannot wait until the next general membership meeting to be voted on. A special meeting can be called by the president, a majority of directors, or upon the written request of twenty (20) members. The purpose of the meeting shall be stated in the call. Removal of directors and election of their replacements may be considered justification for a call of a special meeting, if it includes a written request from at least twenty (20) members.

### **Section 2. Notification to Members.**

Except in case of emergency, at least twenty (20) days' notice shall be given. Notice by mail is deemed given at the time written notice is deposited in the United States mail. Notice by email is deemed given at the time it is sent electronically. Such notice shall state the place, date and time of the meeting, and the general nature of the business to be transacted. No other business may be transacted.

**Section 3. Quorum.** Ten percent of the membership present at the special meeting shall be considered a quorum, including any proxies, for the transaction of business.



## ARTICLE VII. BOARD OF DIRECTORS

### Section 1. Powers.

Subject to the limitations of the articles and these bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the board. The board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, under the ultimate direction of the board.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers in addition to other powers enumerated in these bylaws:

- To select and remove all other agents and employees of the corporation, prescribe powers and duties to them as may not be inconsistent with the law, the articles or these bylaws and to fix their compensation.
- To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with the law, the articles, or these bylaws, as they deem best.
- To adopt, make and use a corporate seal and to alter the form of such seal from time to time, as they deem best.
- To obtain grants, contracts and donations which will further the purpose of the corporation.
- To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore.
- To purchase and maintain insurance as deemed necessary for the corporation.
- To set a record date for the Spring General Membership Meeting elections.

### Section 2. Number of directors.

The authorized number of directors shall be seven (7), including the officers, until changed by an amendment of the articles or by amending the bylaws. An amendment must include a process by which the change shall occur.

### Section 3. Employees on the Board.

No employee or contractor of the corporation shall be on the Board of Directors during the time of his or her employment.

#### **Section 4. Election and Term of Office.**

Directors shall be elected by written ballot of the members at each Spring General Membership Meeting. Each director shall serve a three (3) year term and may not serve more than two (2) consecutive three year terms. Directors will serve until the Spring General Membership Meeting or until a successor is elected (Article 5 Section 1).

#### **Section 5. Vacancies.**

Subject to the provisions of Section 5226 of the California Non-Profit Public Benefit Law (CNPBCL), any director may resign effective upon giving written notice to the president, secretary, or the board. If the resignation is effective at a future time, a successor may be selected before such time to take office when the resignation becomes effective. Vacancies in the board shall be filled by a majority vote of the membership at the next general membership meeting if said meeting falls within ninety (90) days of the resignation date. Any other time frame will constitute an appointment to said vacancy by a majority of the remaining directors. The newly appointed or elected director will serve out the remaining term of the original director or until a successor has been elected and qualified.

A vacancy, or vacancies, shall be deemed to exist in case of death, resignation, or removal of any director, or if the authorized number of directors should be increased.

The position of any director may be declared vacant by the board if that director has:

- Had more than three unexcused absences from noticed meetings.
- Been declared of unsound mind by a final court order
- Been convicted of a felony
- Found by a final court order of judgment to have breached any duty arising under Article 3 of the CNPBCL.

*No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.*

#### **Section 6. Place of Meetings.**

Meetings of the board shall be held at any place, within or without the State of California, which has been designated from time to time by the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

#### **Section 7. Regular Meetings.**

Regular quarterly meetings of the board shall be in February, immediately following the Spring General Membership Meeting, September, and immediately prior to the Fall General Membership Meeting.

### **Section 8. Special Meetings.**

The president, project director, or any two directors may call special meetings of the board for any purpose, or purposes, at any time. Special meetings of the board shall be held upon four (4) days' notice by First-Class mail or 48 hours' notice given personally, by telephone, email, fax or any other similar means of communication. Notice of a special meeting need not specify the purpose of such a meeting.

### **Section 9. Telephone Participation in Meetings.**

Members of the board may participate in a regular or special meeting through use of a conference telephone or similar communication equipment, so long as the members participating in such meetings can hear one another.

### **Section 10. Quorum.**

Four or more directors constitute a quorum of the board for the transaction of business, except to adjourn as provided in Article VII Section 11. If a quorum is present, the affirmative vote of the majority of the directors present at the meeting shall be regarded as the act of the board.

### **Section 11. Adjournment.**

A majority of the director's present may adjourn any board of director's meeting to another time and place. Notice of the time and place the adjourned meeting will be held need to be given to all directors by the board secretary.

### **Section 12. Action without Meeting.**

Any action required to be taken by the board may be taken without a meeting if all members of the board shall individually, or collectively, consent in writing, email, fax, or by phone to such action. A majority vote of such action will then be binding.

### **Section 13. Rights of Inspection.**

Every director shall have the absolute right, at any reasonable time, to inspect and copy all books, records and documents of every kind, and to inspect the physical properties of the corporation of which said person is a director.

### **Section 14. Committees.**

The board may appoint one or more committees, each consisting of at least one (1) director, and delegate to such committees any of the authority of the board except with respect to:

- The approval of any action for which the NPBCL also requires approval of all members or approval of a majority of all members.
- The filling of vacancies on the board

- The fixing of compensation for board directors or the project director.
- The amendment or repeal of bylaws, or the adoption of new bylaws.
- The amendment or repeal of any resolution of the board which by its express terms is not to be amended or repealed.
- The appointment of other committees of the board and/or members thereof.
- Except to the extent provided by Section 5233 of the California Non-Profit Public Benefit Corporation Law (CNPBCL) the approval of any self-dealing transaction, as such transactions are defined in said law.

Committees shall be designated by any name the board shall specify. Unless otherwise provided, the provisions of Article IV Section 6 shall govern the meetings of such committees. Minutes of each meeting shall be kept, with a copy sent to the board secretary.



## ARTICLE VIII. OFFICERS OF THE BOARD

### Section 1. Officers.

The officers of the corporation shall be: president, vice president, secretary and treasurer.

### Section 2. Duties.

#### President:

- The general manager and chief executive of the corporation
- Has, subject to the control of the board, general supervision, direction and control of the business and officers of the corporation
- Shall preside at all meetings of the membership and the board
- Has such powers and duties that the board may prescribe

#### Vice President:

- In the absence, or disability, of the president shall perform the duties of the president
- When so acting, shall have all powers of, and be subject to all the restrictions upon, the president
- Shall have such other powers, and perform such other duties, that may be prescribed by the board

#### Secretary:

- Shall keep, or cause to be kept, at the principal office, or such other place as the board may order, a book of minutes of all meetings of the board and its committees, with the time and place or holding, the names of those present and the proceedings thereof. If minutes are for a special meeting, they will also include how the meeting was authorized and the notice thereof given
- Shall keep, or cause to be kept, at the principal office of the corporation, the original or a copy of the Articles and Bylaws as amended to date
- Shall give, or cause to be given, notice of meetings of the board and any committee required by the bylaws, or by law, and any general membership or special meetings not published in the corporate newsletter or deposited in the United States mail
- Shall give, or cause to be given, notice of the time and place of any adjourned meeting to all members and/or directors.
- Shall keep, or cause to be kept:
  - Information concerning directors terms and limits
  - Voting eligibility for any record date set by the board

- All current address, telephone and email information of members
  - Any written requests of members for preference of one type of notification
  - Passing on of nominations for elections received at the corporation office to the nominating committee chairperson in a timely fashion
  - A list of nominees for both directors and nominating committee for the upcoming Spring election, as sent to them by the nominating committee.
  - Promoting new members in the corporation
  - Encourage new memberships
  - Maintain membership records
- Shall have such other powers and perform such other duties as may be prescribed by the board

**Treasurer:**

- The chief financial officer of the corporation
- Shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation
- Shall deposit monies and valuables in the name, and to the credit, of the corporation
- Shall disperse the funds of the corporation as may be ordered by the board
- Shall render to the president and the directors, whenever requested, an accounting of all transactions as treasurer and of the financial condition of the corporation
- Shall provide a draft budget for the fiscal year for approval by the board
- Shall have other powers, and perform other duties, as prescribed by the board

*The books of account shall, at all times, be open to inspection by any director.*

**Section 3. Election and Term of Office. (officer elections only)**

The officers of this corporation shall be elected by written ballot of the board at their September meeting.

- They will serve a one (1) year term, or until their respective successors shall be elected
- Each officer shall not serve more than three (3) consecutive one (1) year terms.

**Section 4. Removal and Resignation. (Officers only)**

The board may remove any officer, with cause, at any time.

Any such removal shall be without prejudice. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the time of the receipt of such notice, or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.



**Section 5. Vacancies. (*Officers only*)**

A vacancy of any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by a majority vote of the remaining directors. The appointee will complete only the unfinished term of office.



## ARTICLE IX. MANAGEMENT TEAM/ADVISORS

### Section 1. Purpose of Advisors.

The corporation may, from time to time, have advisors who shall be appointed by the board. These advisors may, or may not, be board members.

### Section 2. Purpose of Management Team.

The board will approve a management team to conduct the day-to-day business of the corporation. The management team will serve at the discretion of the board and will report to the board quarterly.

### Section 3. Standing Management Team and Duties.

#### Project Director:

- responsible to the board for all aspects of the Calico Project, i.e., the scientific security, interpretation and educational activities
- is reported to, and reports to, those involved in leadership of the above activities
- will file all copies of correspondence pertinent to the scientific aspects of the project .
- has final approval, or disapproval, of all related projects, articles, and lectures proposed by members of the corporation.
- is a member of the Site Committee and cooperates closely with the site manager/~~interpreter~~
- in association with the board and designated members of the corporation, shall further and plan activities and projects, when approved.
- Cooperates with the San Bernardino County Museum in matters relating to the Calico laboratory activities, pertinent projects and in carrying forward the administrative agreement between the museum and the corporation outlined in the current Memorandum of Understanding

#### Crew Chief:

- Shall be responsible for the site records notes and maps
- will work closely with the project director to make sure that the archaeological efforts meet the criteria of the Bureau of Land Management

#### Lab Curator:

- shall be responsible for the proper organization and storage of the Calico ~~Early Man~~ Mountains Archaeological Site's archaeological collection of artifacts in a manner that will facilitate scientific research and fulfill the agreement between the museum and the corporation as outlined in the Memorandum of Understanding

**Site Manager:**

*The only management team member to hold employee status.*

- Responsible for all on-site duties as stated in their employment agreement
- Shall report to the project director
- Deals as efficiently as possible with emergency situation and report them to the project director, president and, if necessary, to the Bureau of Land Management as soon as possible
- Submits a written quarterly report pertaining to the site to the board secretary prior to each board meeting. It will be included in the minutes of said meeting
- Makes an oral report pertaining to the site at the Spring and Fall General Membership Meetings, which will be included in the minutes of said meetings



## ARTICLE X. STANDING COMMITTEES.

### **Section 1. Number of standing committees.**

There shall be 7 standing committees and the president or an advisor, with the approval of the other elected officers, shall appoint a chairperson of each committee. Each committee shall prepare an annual budget to be submitted to the treasurer before February 1 of each year.

### **Section 2. Title and purpose of standing committees.**

#### **Finance/Investment Committee:**

*The calendar year will be the fiscal year.*

- Shall be in charge of obtaining funding donations or grants for the corporation.
- Be responsible for the annual review of the budget
- If necessary, arrange for an audit.
- Shall meet with the investment advisor as needed
- Provide quarterly reports and make recommendations

#### **Publication and Social Media Committee:**

*The chairperson of this committee will be the managing editor of the newsletter.*

*The newsletter will be published twice a year in the Spring and Fall and deposited in the United States mails in April and October, no less than 20 days prior to each general membership meeting.*

- shall be responsible for the publication of a corporation newsletter
- Use any public media for promotional purposes, including TV, magazines and newspapers.

#### **Events Committee:**

- Shall be responsible for making any and all arrangements such as membership meetings and special events
- Works directly under the project director and crew chief

#### **Science Committee:**

- Shall be in charge of the annual setting of the scientific agenda.
- Responsible for the preservation of archaeological material found at the Calico Mountains Archaeological Site.

### **Nominating Committee:**

- Shall be elected by written ballot of the majority of members present at the Spring General Membership Meeting, with the exception of its chairperson who is appointed by the president
- This committee's duties are specifically outlined in Article V Sections 2, 3 and 4

### **History:**

- Shall document all events at the site, field trips, special events, etc.
- Works directly under the project director and crew chief

### **Education:**

- Shall work directly with the project director to expand the educational opportunities available to the public at the Calico Mountains Archaeological Site

Special committees may be created at any time for a specific purpose, by the board and dissolved when that purpose ends. While active, they will be governed by the same rules as the corporation's standing committees.



## **ARTICLE XI. PARLIAMENTARY AUTHORITY.**

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern this corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.



## **ARTICLE XII. AMENDMENT OF BYLAWS.**

These bylaws can be amended at any regular or special meeting of the corporation by a two-thirds vote, provided that notice of the proposed amendments have been submitted to the membership by mail, or email, twenty (20) days in advance. Publication in the corporation newsletter constitutes notification.