

FRIENDS OF THE 1883 CLARKSBURG SCHOOLHOUSE
BY-LAWS
Adopted: April 24, 2025

Article I: Name

The name of this organization is the Friends of the 1883 Clarksburg Schoolhouse, hereinafter referred to as F1883CS, the "organization" or the "corporation."

Article II: Purpose

This organization is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for public purposes. The organization is organized and operated exclusively for the purposes within the meaning of Internal Revenue Code section 501(c) (3). No substantial part of the activities of the organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of this organization is irrevocably dedicated to the purposes in this Article II, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. The specific purposes of this organization are:

1. To restore and operate the 1883 Clarksburg Schoolhouse.
2. To provide a site and building where student educational activities, community meetings and events can be held.
3. To serve as a repository for historical information and artifacts in order to preserve the rich cultural heritage of the Clarksburg community and the Delta.
4. To stimulate public interest and support:
 - A. By providing information about the history and culture of the Clarksburg community;
 - B. By adding to and enriching the cultural, educational, and civic life of the community; and
 - C. By engaging in fund raising and volunteer activities, including: setting up and operating a plan that will give all persons interested in the community and elsewhere an opportunity to volunteer and contribute financially toward carrying out the purposes of the organization.

Article III: Membership

This organization has no general members.

Article IV: Board of Directors

The Board of Directors ("**Board**") is the executive group that shall carry out the purposes of the Friends of the 1883 Clarksburg Schoolhouse. The Board shall be composed of no more than twenty members, who shall serve annual terms, without term limit. Nominations may be made by any current board member. At each annual general meeting the members of the Board shall be elected by majority vote. After the annual general meeting, during the year, the Board may appoint additional members to the Board by unanimous vote or consent.

Article V: Officers

1. The officers of this organization are the President, Vice President, Secretary, Treasurer, Historian, and a Fundraising Officer. Other offices may be created by majority vote of the Board as needed. The officers shall be elected from and by the Board at the first Board meeting

following the annual membership meeting, or immediately after the creation of additional offices.

2. Duties of the President:

- a. To serve as the general manager and chief executive officer of the organization and to have the general powers and duties of management usually vested in the office of president and general manager, subject to the control of the Board, general supervision, direction, and control of the business and officers of the organization.
- b. To work in coordination with Board members, officers, community organizations and representatives, and stakeholders to establish overall annual program objectives and activities that carry out the purposes and goals of the organization.
- c. To actively seek out community and business partnerships that further the goals of F1883CS.
- d. To preside over all regular and special meetings and to ensure that all agenda items are considered, all individuals wishing to express an opinion have an opportunity to do so, and that decisions are made on matters before the organization.
- e. To appoint such ad hoc and standing committees as shall be necessary to carry out the F1883CS purpose and programs or as recommended.
- f. To serve as the voice and spokesperson for the F1883CS and is vested with the authority and power to execute all documents, applications, contracts and papers as may be required in connection with Proposition 68 funding and all other grant and funding applications as approved by the Board.

3. Duties of the Vice President:

- a. To perform the duties of the President when the President is absent or unable to act.
- b. To assist the President in developing and carrying out the purposes, programs, and goals of the organization.
- c. To serve as a spokesperson for the F1883CS

4. Duties of the Secretary:

- a. To take notes and produce minutes of each regular and special meeting of the membership and of the Board of Directors.
- b. To preside over meetings in the absence of the President and the Vice President.
- c. To prepare and send correspondence necessary to the efficient operation of the organization as requested by the President.
- d. To retain and maintain all organization-related records.

5. Duties of the Treasurer:

- a. To have custody of the financial resources of F1883CS.
- b. To keep a record of monies received and paid by the F1883CS.
- c. To prepare financial status reports as requested by the President.

6. Duties of the Historian:

- a. To document the evolution and activities of the schoolhouse restoration.
- b. To research the history of this and other Clarksburg schools and the pupils who attended them.
- c. To establish and maintain relationships with other Delta cultural and historical-focused organizations.
- d. To recommend and set up displays that publicize the schoolhouse and further its purposes and the activities of the Board.
- e. To solicit historical information from the members of the Clarksburg community.

7. Duties of the Fundraiser Officer:

- a. To develop marketing and publicity materials describing the activities of the Board and highlighting accomplishment of key goals and milestones.
- b. To develop fundraising activities in cooperation with other Board members and key stakeholders in order to generate necessary funding.
- c. To seek out grant opportunities and community partnerships that further the objectives of F1883CS.

Article VI: Removal of Officers and Board Members

An Officer and/or Board Member may be removed for cause by a majority vote of the Board.

Article VII: Indemnification

1. Definitions: For the purposes of this Article VII, "agent" means any person who is or was a director, officer, or other agent of the corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under Section 4 of this article.
2. Indemnification in Actions by Third Parties: The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General), by reason of the fact that such person is or was an agent of the corporation, against expenses in connection with such proceeding if such person acted in good faith and in a manner such: person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
3. Indemnification in Actions by or in the right of the Corporation: The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances.
 - a. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation unless and only to the extent that the court in which such proceedings is or was pending shall determine upon application that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.

- b. Of amounts paid in settling or otherwise disposing of a threatened or pending action with or without court approval.
 - c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
- 4. Indemnification Against Expenses: To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- 5. Required Determinations: Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by the corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 and 3 of this Article by
 - a. A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
 - b. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.
- 6. Advance Expenses: Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.
- 7. Other Indemnifications: No provision made by the corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members of directors, an agreement, or otherwise shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.
- 8. Forms of Indemnification Not Permitted: No indemnification or advance shall be made under this Article except as provided in Section 4 or 5 in any circumstances where it appears:
 - a. That it would be inconsistent with a provision of this Article, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 9. Insurance: The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Article VIII: Meetings

1. The Board shall hold at least one general public meeting each year. At the annual meeting, the community shall hear an annual report from the President on the activities of the organization and of the Board since the last general meeting.
2. Special meetings of the Board shall be called by the President, or by any three members of the Board, providing notice in writing or by email or by telephone has been given to all members of the Board at least two days prior to the date of the meeting.
3. Regular meetings will generally be held at least once per month at a mutually agreeable date and time.

Article IX: Voting

1. The Board shall vote on matters related to and affecting the organization during meetings.
2. Voting may also take place using electronic means.
3. A majority of active Directors shall constitute a quorum for the transaction of business.

Article X: Funds

1. One or more accounts shall be maintained by the Treasurer. No funds shall be disbursed except by checks signed by the Treasurer.
2. An appointed board member will review the financials of the organization by obtaining the necessary information (e.g. bank reconciliation reports, balance sheet and profit and loss) from the Treasurer and a report shall be made at the annual general meeting.

Article XI: Dissolution

1. The F1883CS may be dissolved and wound up only with authorization by its Board given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote. Upon dissolution or other termination of the F1883CS, all remaining assets of the F1883CS, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue code section 501(c)(3), and which purposes are similar to those of the F1883CS, as shall be chosen by the Board.

Article XII: Amendments

1. These by-laws may be amended at any meeting by a two-thirds vote of the Board
2. Notice of the proposed changes shall be given to the board members at least two weeks prior to the meeting at which voting occurs, stating the text of any proposed amendment or amendments.

Article XIII: Rules Governing Conduct of Business

1. Roberts Rules of Order shall be the parliamentary authority.
2. All business shall be conducted in a professional and ethical manner.