

# **BYLAWS OF MILLBRAE CULTURAL COMMITTEE**

## **ARTICLE I NAME**

The name of the organization shall be MILLBRAE CULTURAL COMMITTEE. Its abbreviation shall be "MCC".

## **ARTICLE II PURPOSE**

### **Section 1. Nonprofit Purpose**

This organization is organized exclusively for charitable, educational and cultural purposes that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Specific Purpose**

To build a stronger community with cultural diversity and to foster open forums and activities for Millbrae.

- To encourage and facilitate the free flow of information in an open forum which will affect the Millbrae Community.
- To ensure the diversified culture of Millbrae is celebrated and preserved for all.

## **ARTICLE III. PRINCIPAL OFFICE**

The principal office for the organization shall be located in Millbrae, San Mateo County, California. The board of directors may at any time or from time to time change the location of the principal office from one location to another.

## **ARTICLE IV. MEMBERSHIP**

### **Section 1. Eligibility and Duties**

- 1) Anyone, over age 18, supports the purpose statements of MCC.
- 2) Membership is granted after completion and receipt of a membership application and annual dues.
- 3) A member shall abide by the purposes and these Bylaws of the MCC and shall not engage in any personal activity in the name of MCC.

**Section 2. Classification of Members**

Membership in MCC shall be classified as Annual and Life.

1) Annual member — An annual member shall abide by these Bylaws of the organization and pay annual dues. An annual member shall have the right to vote.

2) Life member — A life member shall comply with all provisions affecting an annual member, except that she/he shall pay one-time dues. A life member shall have the right to vote.

**Section 3. Membership Dues**

Dues shall be set from time to time by the board of directors and shall be payable yearly. As of the date of ratification of these Bylaws, the annual dues is \$20.00 and the dues to become a life member is \$100.00.

The membership year shall be for the calendar year from January 1 to December 31.

**Section 4. Termination**

1) Dues not paid within one month after they become due automatically suspend membership.

2) Any member may terminate by filing a written termination request with the secretary. Termination shall not relieve a member of unpaid dues, or other charges previously accrued.

3) The directors may, for cause, suspend or remove any member by a majority vote of the board of directors based on (a) violating the purposes and these Bylaws of MCC, or (b) any serious unlawful misconduct.

**ARTICLE V.  
MEETINGS OF MEMBERS**

**Section 1. Annual Meeting**

The annual meeting of the members shall be held in the month of either September or October, the specific date, time and location of which will be designated by the board. At the annual meeting the members shall receive reports on the activities of the organization and determine the direction of the organization for the coming year.

**Section 2. Special Meetings**

Special meetings may be called by the President or by a majority (over half) of the board of directors.

**Section 3. Notice of Meetings**

1) Written notice of the time and place of the annual meeting shall be delivered to each voting member by mail or other form of written communication. Any notice shall be mailed or delivered at least five (5) days before the date of the meeting.

2) Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

**Section 4. Quorum**

A quorum for any meeting of the members shall be a majority (over half) of the members.

**Section 5. Voting**

All issues to be voted on shall be decided by a majority (over half) of those present at the meeting in which the vote takes place.

**Section 6. Liabilities of the Members**

No person who is now, or who later becomes, a member of this organization shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this organization shall look only to the assets of this organization.

**ARTICLE VI**

**BOARD OF DIRECTORS**

**Section 1. Number of Directors**

The board of directors shall consist of an odd number of directors ranging from nine (9) to fifteen (15) until the number of directors is changed by amendment to these Bylaws.

**Section 2. Requirements and Qualifications**

1) Each member of the board of directors shall be a member of MCC whose membership dues are paid in full.

2) No more than two non-Millbrae residents, or employees, or business owners, or property owners, may serve on the board of directors at the same time.

3) No three members of the board of directors related by blood or marriage/domestic partnership may serve on the board of directors at the same time.

4) Each member of the board of directors shall attend at least Six (6) monthly meetings of the board per year either in person or by phone and shall not have more than four (4) unexcused absences.

### **Section 3. Quorum**

A majority (50%+1) of the board of directors shall constitute a quorum for the transactions of business.

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

The term of each board of director to hold the office shall be up to two years. Successors for directors whose terms of office are then expiring shall be nominated and elected by the board of directors in the year such terms expire.

When the term of a director has expired, and if there is no elected successor, the outgoing director can be re-elected after the expiration of his/her last term.

Each board of director is limited to a maximum of four terms. The outgoing board of director shall not be re-elected until one year after the expiration of his last four terms.

### **Section 5. Vacancies**

Vacancies in the board of directors prior to unexpired term shall be filled by nomination and election from the remaining directors. A successor director so elected shall serve for the unexpired term of his predecessor.

### **Section 6. Place of Meeting**

Regular meetings and special meetings of the board shall be held at a place designated or at the principal office.

### **Section 7. Organization of Meeting**

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business. No notice of such organizational meeting needs to be given.

### **Section 8. Regular Meetings**

Other regular meetings of the board of directors shall be held once a month. Written notice of the time and place of the regular meeting shall be delivered to each director by mail or other form of written communication at least five (5) day before the date of the meeting.

### **Section 9. Special Meetings**

Special meeting of the board of directors may be called by or at the request of the President or any two members of the board of directors. Written notice of the time and place of the special meeting shall be delivered to each director by mail or other form of written communication at least five (5) day before the date of the meeting.

### **Section 10. Action Without a Meeting**

Any action by the board of directors may be taken without a meeting if all members of the board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

### **Section 11. Removal**

A director may be removed from office, for cause, by the vote of a majority (over half) of the directors.

### **Section 12. Compensation**

The directors shall receive no compensation of their services as directors.

### **Section 13. Voting**

All issues to be voted on shall be decided by a majority (over half) of those present at the meeting in which the vote takes place.

## **ARTICLE VII**

### **OFFICERS**

#### **Section 1. Officers**

The officers of this organization shall be a president, vice president, secretary, treasurer, and such other officers as the board of directors may deem necessary. One person, other than the president, may hold more than one of these offices. All officers must be members of the board of directors.

#### **Section 2. Election**

Officers shall be elected by the majority (over half) of board of directors.

#### **Section 3. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the remaining board of directors.

#### **Section 4. President**

Subject to the control of the board of directors, the president shall have general supervision, direction, and control of the business and affairs of the organization. He or She shall preside at all meetings of the members and directors and shall have such other powers and duties as may be prescribed from time to time by the board of directors.

**Section 5. Vice President**

In the absence or disability of the president, the vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

**Section 6. Secretary**

The secretary shall keep a full and complete record of the proceedings of the board of directors and all other meetings and proceedings, shall supervise the keeping of the records of the organization, and shall discharge such other duties of the office as prescribed by the board of directors.

**Section 7. Treasurer**

The treasurer shall receive and safely keep all funds of the organization and deposit them in the bank or banks that may be designated by the board of directors. Those funds shall be paid out by checks of the organization signed by officers as may be designated by the board of directors as authorized to sign them. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

**ARTICLE VIII**

**MISCELLANEOUS**

**Section 1. Donation**

Any donations from MCC shall be made only to Millbrae community organizations except when made for other cities in the occurrence of a natural disaster. All the donations shall be approved by the majority (50%+1) of the board of directors.

**Section 2. Budget**

Budget shall be approved by the majority (50%+1) of the board of directors.

**ARTICLE IX**

**AMENDMENT OF BYLAWS**

These bylaws may be amended and repealed, and new bylaws adopted by the vote of a majority (over half) of the board of directors at any directors meeting.