

**RUMSEY IMPROVEMENT ASSOCIATION
BY-LAWS**

as amended November 27, 2012

ARTICLE I- NAME TERRITORY AND OFFICE

Section 1. The name of this organization shall be the Rumsey Improvement Association, which hereafter shall be referred to as the RIA.

Section 2. The territory of the RIA shall be the area of the Capay Valley known as Rumsey in the County of Yolo in the State of California.

Section 3. The principal office of the RIA shall be located in the Association area, known as the Rumsey Town Hall, or in such place as the Board of Directors shall authorize.

ARTICLE II- OBJECTIVE

Section 1. The general objective of this RIA is the encouragement and promotion of community betterment in a charitable manner.

Section 2. The specific objective of this RIA shall be:

- a. To restore, maintain and operate in a beneficial manner the "Rumsey Town Hall", historic landmark building and grounds.
- b. To promote beneficial activities and cooperate with other organizations in the Capay Valley, which protect the integrity of the area and combat community deterioration.
- c. To provide a gathering place and forum for the exchange of ideas, information and charitable needs of the residents of the area.

Section 3. The objective of the RIA shall be furthered whenever possible by the individual friends of the RIA as a whole.

ARTICLE III- MEMBERSHIP

Members are any Rumsey resident or anyone interested in RUMSEY regardless of race, color, national origin or any other conceivable discrimination.

ARTICLE IV- OFFICERS

Section 1. The officers of the RIA shall be: Chairman, First Vice-Chairman, Second Vice-Chairman, Treasurer and Secretary. They shall serve until their successors have been elected and installed, and at that time shall turn over to their successors all items and documents pertaining/belonging to the RIA.

Section 2. Duties of the Officers:

a. The CHAIRMAN shall be the directing office of the RIA and shall preside at all meetings of the Board and general membership meetings. The Chairman shall also set the agenda for each meeting and be responsible for proper noticing of each meeting. The Chairman, subject to the approval of the Board, may be a member of all committees EXCEPT the Nominating Committee, and shall perform such duties as designated by the Board.

b. The FIRST VICE-CHAIRMAN shall assume all of the duties of the Chairman in the absence of the latter, and such duties as may be assigned to him/her by the Chairman.

c. The SECOND VICE-CHAIRMAN shall assume all of the duties of the First Vice-Chairman in the absence of the latter, and such duties as may be assigned to him/her by the Chairman.

d. The SECRETARY shall keep a record of all proceedings, maintain Secretary's files, and carry on all correspondence as well as read communications at meetings.

e. The TREASURER shall receive all monies paid to the RIA, keep accurate records of monies received and expended, and shall submit a monthly report of the financial status of the RIA. He/she shall maintain a list of Friends of the RIA and make budget projections for the year.

ARTICLE V- BOARD OF DIRECTORS

Section 1. DUTIES: An elected Board of Directors shall be responsible for the property and business of the RIA with full power and authority to establish policies, and to perform such other duties as are delegated to the Board of Directors by the membership. All policies shall be in accord with the objectives of the RIA as stated in Article II of these By-Laws.

Section 2. NUMBERS: The Board of Directors shall consist of five (5) Officers of the RIA and two (2) Members-At-Large. All seven (7) Directors shall be members of the RIA.

Section 3. TERM OF OFFICE: Directors shall be elected for a two (2) year term by the membership at the annual meeting in April. No director shall serve more than 3 terms consecutively. After three (3) successive two (2) year terms holding the same office, he/she shall be ineligible for re-election to that same office for a period of one (1) year.

Section 4. VACANCIES: Vacancies on the Board of Directors may be filled from the general membership by a majority vote of the remaining Board members at any regular Board meeting, except that should the office of the Chairman be vacated, the First Vice-Chairman shall be elected. A Director thus selected shall serve for the unexpired term of his predecessor. If the person so elected to the Board serves more than one year in an unexpired term, such term shall constitute a full term for the purpose of eligibility for re-election.

Section 5. COMMITTEE CHAIRMANSHIP: A Chairman of a Standing or Ad-Hoc committee may serve on the Board of Directors in an ex-officio capacity without voting rights during the tenure of their term.

Section 6. EX-OFFICIO MEMBERS: Anyone on the Board of Directors, at his/her discretion, may invite members to serve on the Board in an ex-officio capacity without voting rights.

ARTICLE VI- COMMITTEES

Section 1. The Board of Directors shall establish such standing or temporary committees as may be deemed suitable or necessary to accomplish the objectives of the RIA.

Section 2. All committee memberships shall be reviewed and reconstituted annually.

Section 3. Proposed committees are outlined in the Standing Rules.

ARTICLE VII- MEETINGS

Section 1. GENERAL RIA meetings:

- a. The operating year for the RIA shall be from July 1 to June 30.
- b. The Regular meetings of the RIA shall be held on the first Monday of each month at the Rumsey Hall, October through May. The first Monday in June is the annual Picnic.
- c. The April meeting of each year shall be the Annual Meeting at which time Officers shall be elected, and reports of Officers and Standing Committees shall be made. A majority of the members attending any General RIA meeting will constitute a voting majority.

Section 2. BOARD OF DIRECTOR Meetings:

- a. The Board of Directors shall meet at such intervals as the Board may deem necessary for carrying out the responsibilities of the Board, except that there shall be no fewer than four such meetings in each RIA year. Meeting times and dates will be noted in the Standing Rules
- b. Special meetings of the Board of Directors may be called by the Chairman or at the request of three Board members.
- c. The presence of four Directors shall constitute a quorum for the purpose of taking official action at any regular or special meeting of the Board of Directors.
- d. An unexcused absence of a Director from three consecutive meetings of the Board shall constitute a resignation.

ARTICLE VIII- ELECTION OF DIRECTORS

Section 1. The Directors shall be elected from a slate of nominees prepared by the Nominating Committee and submitted to the membership at the March meeting. Additional nominations may be made from the floor at this March meeting.

Section 2. The two-year terms of Directors shall overlap such that at least three shall be elected annually:

ODD YEARS: Chairman, Second Vice-Chair, Treasurer and one (1) Member-At-Large

EVEN YEARS: First Vice-Chair, Secretary and one (1) Member-At-Large

Section 3. The RIA general membership shall elect the Directors at the Annual meeting in April, and the newly elected directors will take office in May.

IX- RECALL OF DIRECTORS

Section 1. Directors may be recalled by the unanimous vote of the other Directors or by a two-thirds vote of those present at a general meeting after he/she has been accorded a hearing upon the recall charges.

ARTICLE X- COMMUNICATIONS

Section 1. The Board of Directors shall insure that the Friends of the RIA are closely and continuously advised of all RIA activities.

ARTICLE XI- CIVIL RIGHTS

Section 1. No person shall be denied participation in or employment by the RIA by reason of sex, race, color, creed or national origin, nor shall any program sponsored or developed by the RIA contain any provision denying to any person full participation there -in because of sex, race, color, creed or national origin.

ARTICLE XII - AMENDING THE BY-LAWS

The By-Laws of the RIA may be amended by a two-thirds vote of the Board at any meeting, provided that notice of the proposed amendment or amendments has been given at the preceding meeting.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall be the RIA's final authority on all questions of procedure and parliamentary law not covered by the By-Laws and Standing Rules.

STANDING RULES - RIA

Article I - Board Meeting Date : The Board will meet on the 4th Tuesday of each month, unless changed and announced by the Chairman or his/her designee.

Article II - Revenue and Income: As a non profit organization, we will encourage donations by residents of the Rumsey community and any other interested persons, but will rely mostly on fund-raising events like the Almond Festival and Hoes Down , as well as revenues generated by rental of the Rumsey Hall.

Article III - Standing Committees:

1. The Facilities Committee will include Building Maintenance and Grounds
2. The Communications Committee will include Marketing, Hall Rental, Membership, Internal Affairs, Programs, Website, Promotions for Fundraising, and Correspondence
3. The Finance Committee will include Financial Reports, Budget Planning, Revenue Needs, Bi-Annual Audit and Tax Returns

It is agreed that each Board member will select at least one of the three Standing Committees to serve on, and that the general membership will be encouraged or invited to volunteer as well.

Article IV - Temporary and Ad Hoc Committees

1. Nominating Committee
2. Almond Festival Committee
3. Queen's Dinner Committee
4. Hoes Down Committee
5. Ad Hoc Committees can be formed as needed by the Board.

It is suggested by the Board that each Board member will select an Ad Hoc Committee to head that best suits his/her interest and skill set. Then, each Board member will solicit help from the Friends of the RIA community at large for assistance on that committee.