



Entrusted With History's Future

NSCDA-CA Bylaws

March 10, 2022

**THE NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA
IN CALIFORNIA**

BYLAWS

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**THE NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA
IN CALIFORNIA**

BYLAWS

2022

ARTICLE I - Name and Location

This organization shall be known as The National Society of The Colonial Dames of America in California, herein after referred to as the California Society or NSCDA-CA. (NSCDA Bylaws, Article I, Section 3)

The California Society headquarters shall be Octagon House, 2645 Gough Street, San Francisco, California 94123-4402.

ARTICLE II - Objects

The purpose of the NSCDA-CA shall be to uphold the objects of The National Society of The Colonial Dames of America, herein after referred to as the NSCDA or the National Society, and the objects of the California Society as stated in the NSCDA-CA Constitution.

ARTICLE III - Membership

Section 1. Admission to Membership

- a. **Eligibility.** Candidates for membership shall be women who are lineal bloodline descendants from an ancestor of worthy life who, residing in an American colony, rendered efficient service to our country during the Colonial period, either in the founding of a State or Commonwealth, or of an institution which has survived and developed into importance, or who shall have held an important position in a Colonial government, or who by distinguished services, shall have contributed to the founding of our nation.
- b. **Proposal of Candidates.** Candidates for membership shall be proposed and seconded by any two members of NSCDA, one of whom is a member of the California Society. The Membership Committee shall consider each candidate and report to the Board.
- c. **Vote by the Board of Managers.** When reports of the Membership Committee are favorable, the name of the candidate shall be presented to the Board of Managers. The name of each candidate shall be voted upon separately by ballot and a majority vote shall be required to invite a candidate to become a member. (NSCDA Constitution, Article V Corporate Societies, Item 5 Admission of Members)

Section 2. Classifications of Membership

- a. **Regular.** A member with rights and responsibilities specified by the NSCDA.

(NSCDA Bylaws, Article IV – Membership, Section 2 Corporate Society Membership)

- b. **Courtesy.** A courtesy member is a member in good standing of another Corporate Society living in the State of California who does not wish to transfer.

A courtesy member:

- 1) Shall pay annual dues as approved by the Board of Managers;
 - 2) May attend membership meetings without voice or vote;
 - 3) May be appointed to serve on committees or to assist elected officers;
 - 4) May not be elected an officer or a manager in the California Society;
 - 5) May not serve as a committee chair;
 - 6) May not transfer to another Corporate Society.
- c. **Junior Dame.** Junior Dames are age birth through 20 years of age who meet all qualifications for membership of both the National Society and the California Society.

Junior Dames:

- 1) Shall pay annual dues as approved by the Board of Managers;
- 2) May participate in activities of the California Society;
- 3) May not be elected an officer;
- 4) May not serve as a committee chairman;
- 5) Shall have no voice or vote.

When a Junior Dame reaches her twenty-first birthday, she may become, with the assistance of the Registrar, a regular member of the California Society.

Section 3. **Fees and Dues.**

- a. **Initiation Fees.** The initiation fees shall be as specified by the California Society and/or the Colonial State Society in which the ancestor and lineage are proven.
- b. **Annual Dues.** The annual dues which include the NSCDA per capita dues shall be payable in advance on or before June 1, after which date a late fee of \$25 will be assessed. No regular member shall be excused from paying per capita dues. Changes to annual dues shall be approved by the Board of Managers and voted by ballot by the membership at the Annual Meeting, a two-thirds vote of members present and voting is necessary to adopt.
- c. **Dues in Arrears.** The California Society Financial Secretary shall notify members whose dues are in arrears that such member may not resign, is ineligible to vote, and may be dropped from membership in the California Society.

Section 4. **Resignation or Termination of Membership**

- a. **Resignation.**
 - 1) Any member desiring to resign from the California Society shall submit her resignation in writing to the California Society Registrar who shall present it to the Board of Managers; no member may resign whose dues are in arrears.
 - 2) When a member resigns from the California Society and does not transfer to another Corporate Society, her resignation applies to the California Society and to the National Society. (NSCDA Bylaws, Article XVIII – Corporate Societies, Section 6 Resignation)
- b. **Termination.** Membership may be terminated by majority vote by the Board of Managers for failure to pay dues for two years or for cause by a two-thirds vote of the Board of Managers.

Section 5. **Transfer**

- a. **Transfer In.** A member in good standing with no dues in arrears who will permanently reside in the State of California may transfer to the California Society by request to the Registrar of her current Corporate Society.
- b. **Transfer Out.** A member in good standing with no dues in arrears wishing to transfer from the California Society to the Corporate Society in the state where she will permanently reside shall write to the California Society Registrar requesting transfer.
- c. **Member Number.** Former NSCDA-CA members who transfer to the California Society shall be reissued their former California Society number on resuming residence and membership in the California Society.
- d. **Transfer Resolution.** Pursuant to the Transfer Resolution, membership shall be freely transferable between Corporate Societies without a waiting period but subject to the requirements of the NSCDA. (NSCDA Bylaws, Article XVIII – Corporate Societies, Section 5 Transfer of Membership)

Section 6. **Reinstatement**

A member who has resigned may be reinstated, after a period of two (2) years and a payment of one (1) year's back dues and current dues, as recommended by the Financial Secretary to the Board of Managers, for approval by a majority vote. A member who has been dropped from membership may be considered for reinstatement, after a period of two (2) years and a payment of one (1) year's back dues and current dues, as recommended by the Financial Secretary to the Board of Managers for approval by a two-thirds vote.

Section 7. **Membership Limitations**

Membership is limited. (NSCDA Bylaws, Article XVIII – Corporate Societies, Section 3 Admission to Membership)

- a. A member shall hold membership in only one Corporate Society at one time. There shall be no members at large.
- b. A Corporate Society shall not accept a candidate for membership if it is known that the candidate has been rejected by another Corporate Society.

ARTICLE IV – Officers and Managers

Section 1. **Officers and Managers**

(NSCDA Constitution, Article V Corporate Societies, Item 2 Officers and Managers)

- a. **Elected Officers.** The elected officers of the California Society shall be President, First Vice-President, Second Vice-President, and Vice-Presidents who shall serve as Town and County Chairs, Recording Secretary, Corresponding Secretary, Treasurer, Registrar, and Historian.
- b. **Elected Managers.** At least six (6) and not more than twelve (12) managers shall be elected with at least one (1) manager from each Town and County Committee each year.

Section 2. **Nomination, Time of Elections**

A Nominating Committee of five (5) members shall be nominated and elected at the June meeting by the Board of Managers to serve until the Annual Meeting. Additional members of the Nominating Committee shall be the four (4) elected Managers who serve on a rotating basis. The Nominating Committee shall elect its own chair and shall present a single slate of officers and managers to the Board of Managers by December 1 or the December meeting of the Board of Managers, whichever is later. The list of candidates, with the recommendation of the Board of Managers, shall be mailed to the members at least three weeks prior to the Annual Meeting.

Additional candidates may be nominated from the floor provided the nominees have declared themselves willing to serve.

Section 3. **Eligibility, Office-Holding Limitations**

- a. To be eligible for the office of President or First Vice President, a candidate shall have been a member of NSCDA-CA for three (3) years preceding her election to office. It is preferred that the Treasurer has financial experience;
- b. To be eligible for an elected office, a candidate shall have held membership in the NSCDA for a minimum of two years;
- c. No member shall hold more than one elected office at the same time;
- d. No officer shall be eligible to serve more than six (6) consecutive years in one office. Each manager may serve up to six (6) consecutive years;
- e. A member who has served more than half a term in any office shall be considered to have served a term.

Section 4. **Ballot Election, Term of Office, Removal from Office**

- a. **Officers** shall be elected by ballot to serve for one (1) year or until their successors are elected. A majority vote of members present and voting shall elect. If there is only one candidate for any office, the election for that office may be by voice vote. If there are multiple candidates for an office and no one achieves a majority vote, there shall be a runoff election between the two candidates who received the most votes. The term of office shall begin at the close of the Annual Meeting at which the officers are elected.
- b. **Managers** shall be elected by ballot to serve for three (3) years or until their successors are elected, the term of one-third of the managers expiring annually. A majority vote of the members present and voting shall elect. If there is only one candidate for any office, the election for that office may be by voice vote. The term of office shall begin at the close of the Annual Meeting at which the managers are elected. A manager may be appointed a committee chair by the President. A manager may be elected an officer at any time. (NSCDA Constitution, Article V, Item 3)
- c. **Removal of Officers or Managers.** Officers and managers serve at the pleasure of the members and may be removed from office as provided in the parliamentary authority.

Section 5. **Vacancies**

In the case of a vacancy in the office of President, the First Vice President shall become President, and the Second Vice President shall become First Vice President. Vacancies in other offices shall be filled by the President with approval by the Board of Managers.

Section 6. **Honorary President**

The retiring California Society President may be elected Honorary President after the election of new officers; nomination for Honorary President may be made and seconded from the floor, the vote shall be by voice and a majority vote of members present and voting shall elect.

ARTICLE V - Duties of Officers

Section 1. **General Duties**

The California Society officers shall perform the duties prescribed by the Constitution and Bylaws of NSCDA-CA, by the Constitution and Bylaws of the NSCDA, by the parliamentary authority adopted by the California Society and such other duties as shall be ordered by the Board of Managers, or by the California Society at a regular membership meeting.

Section 2. The **President** shall:

- a. Preside at all membership meetings of the California Society;
- b. Preside at all meetings of the Board of Managers and the Executive Committee;
- c. Have the option to invite Honorary Presidents, committee chairs, and other guests to attend meetings of the Board of Managers with the consent of the Board;
- d. Be chief executive officer of the California Society;
- e. Sign all contracts and obligations authorized by the Board of Managers;
- f. Sign all lineage papers for candidates for admission to NSCDA-CA;
- g. Fill any vacancy on the Board of Managers as provided in these bylaws, Article IV – Officers, Section 5 Vacancies;
- h. Attend as a voting member of the National Councils, National Board meetings;
- i. Attend as many meetings of California Town (and County) Committees as feasible;
- j. Appoint a parliamentarian;
- k. Appoint all committee chairs except the Nominating Committee;
- l. Act ex-officio as a member of all committees except the Nominating Committee;
- m. Serve on the NSCDA Nominating Committee per the rotation plan. (NSCDA Bylaws, Article XIII – Duties of Committees, Section 14 The Nominating Committee)

Section 3. The **First Vice President** shall:

- a. Serve as President until the next Annual Meeting in the case of death, resignation, or continued absence of the President;
- b. Be the alternate to the President for National Councils and National Board meetings; if the President cannot attend, the First Vice President shall serve as the voting member. RONR (12th ed.) 47:25
- c. Assist the President or preside at meetings in the absence of the President.
- d. Serve as a non-voting member of the Roll of Honor Committee.
- e. Keep the Octagon House Book of California Roll of Honor up to date.
- f. Appoint, in consultation with the President, and oversee 4 committee chairs for
 1. San Francisco
 2. The Peninsula
 3. Marin,
 4. East Bay,who will work in coordination with the 4 managers from Northern California to plan area events and mentor new Dames in their area.

Section 4. The **Second Vice President** shall:

- a. Serve as President if the First Vice President is unable to serve;
- b. Perform such duties as requested by the President.
- c. Serve on the Octagon House Committee

Section 5. Each **Town and County Chair** shall:

- a. Serve as Vice President of the California Society, in the order of committee formation;
- b. Preside at her Town and County Committee;
- c. Attend meetings of the Board of Managers;
- d. Prepare written and oral reports to present at meetings of the Board of Managers.

Section 6. The **Recording Secretary** shall:

- a. Keep a record of the proceedings of all meetings of the California Society;
- b. Distribute electronically minutes requiring approval prior to each Board of Managers meeting and approved minutes following each Board of Managers meeting;

- c. Prepare and present the report of the actions by the Board of Managers to the Annual Meeting;
- d. Be custodian of the corporate charter, and the Constitution and Bylaws of the California Society;
- e. Maintain a record book with all official documents of the California Society including minutes, committee reports, the corporate charter, and the Constitution and Bylaws;
- f. Make minutes and records of membership meetings available to members upon reasonable request;
- g. Make minutes and records of the Board of Managers meetings available only to members of the Board of Managers, unless otherwise ordered by the Board of Managers.

Section 7. The **Corresponding Secretary** shall:

- a. Be responsible for notice of each regular membership meeting;
- b. Ensure notice is sent to all members 30 days in advance of the Annual Meeting as required in these bylaws, Article VI – Membership Meetings, Section 2 Annual Meeting. RONR (12th ed.) 9:3-4
- c. Be responsible for notice of the Board of Managers meetings;
- d. Conduct the general correspondence of the California Society.

Section 8. The **Treasurer** shall:

- a. Be custodian of all funds, securities, and assets of the California Society, subject to the direction of the Board of Managers;
- b. Disburse funds as directed by the Board of Managers and pay only those bills authorized in the budget;
- c. Keep, or cause to be kept, accurate accounts of all funds and report to the Board of Managers at each meeting;
- d. Distribute electronically the financial items requiring approval prior to each Board of Managers meeting and approved financial items following each Board of Managers meeting;
- e. Assist and advise the Town and County Committee Treasurers and require annual financial reports of the Town and County Committee;
- f. Serve on of the Finance Committee;
- g. Present the budget, prepared by the Treasurer and approved by the Finance Committee, to the Board of Managers at the December meeting for their approval;
- h. Prepare accounts for financial review and report results of financial review to the Board of Managers within six (6) months after the end of the fiscal year;
- i. File required reports with the IRS and the State of California;
- j. Send per capita dues for each member by January 1st of each year to the NSCDA Treasurer, as provided in the NSDCA Bylaws, Article IV Section 3 Per Capita Dues.

Section 9. The **Registrar** shall:

- a. Keep a record of each member of the California Society and be custodian of all lineage papers;
- b. Notify candidates of their acceptance by their Colonial State Society and assign a number in the California Society;
- c. Serve ex-officio on the Membership Committee;
- d. Transmit to the National Registrar and to the NSCDA office at Dumbarton House twice yearly a report of changes in membership including name, addresses, new members, transfers, deaths, resigned and dropped. (NSCDA Constitution, Article V, Item 8) (NSCDA Bylaws, Article VI – Duties of Officers, Section 11 The Registrar)

- e. Approve the purchase of a Certificate of Membership, upon the request of the member; (NSCDA Bylaws, Article VI – Duties of Officers, Section 11 The Registrar)
- f. Order Insignia for members from the National Registrar. (NSCDA Bylaws, Article VI – Duties of Officers, Section 11 The Registrar)

Section 10. The **Historian** shall:

- a. Issue an annual report to California Society membership and the Region 1 Vice President.

Section 11. The **Managers** shall:

- a. Attend the meetings of the Board of Managers;
- b. Assist their Vice President and area committee chair in planning local events
- c. Serve as mentor to local area new Dames and Candidates
- d. Serve on the Nominating Committee on a rotating basis.

Section 12. An **Honorary President** shall:

- a. Have no rights and no responsibilities;
- b. At the invitation of the President, she may attend meetings of the Board of Managers where she shall have a voice but no vote.

ARTICLE VI – Membership Meetings

Section 1. Regular Meetings

Regular meetings of the California Society shall be held in June, September, December and March, unless otherwise ordered by the Board of Managers. These meetings shall include all members, the elected Officers and Managers, and all appointed Committee Chairs.

Section 2. Annual Meeting

The Annual Meeting, held in April, shall be for the purpose of receiving reports of officers and committees, electing officers, and for any other business that may arise; the Call to Meeting shall be sent to all members 30 days in advance of the Annual Meeting. RONR (12th ed.) 9:3-4 and shall be hosted by Town and County Committees on a rotating basis.

Section 3. Semi-Annual Meeting

A Semi-Annual Meeting shall be held in September unless otherwise directed by the Board of Managers. The Call to Meeting shall be sent to all members 30 days in advance of the Semi-Annual Meeting.

Section 4. Meetings Held in Person

Membership meetings shall be held in person and/or held electronically.

Section 5. Cancelled Meetings

In the event of an emergency under which it is impossible to hold a membership meeting, the President and any two members of the Board of Managers may cancel the meeting. If the Annual Meeting is cancelled, the Board is authorized to transact any necessary business to include using a mail-in ballot to amend the bylaws and to elect officers and managers providing that write-in candidates are allowed and counted; Board actions shall be ratified at the next regular membership meeting.

Section 6. **Electronic Meetings**

In the event of an emergency when the Annual Meeting is cancelled, the Board of Managers may arrange an electronic meeting using a full-featured internet meeting services designated by the President that supports anonymous voting, supports visible displays identifying those participating, identifying those seeking recognition to speak, permits display of text of pending motions, and showing the results of votes. An anonymous vote conducted through the meeting services shall be deemed a ballot vote. The electronic meetings shall be subject to rules adopted by the Board and shall supersede any conflicting rules in the parliamentary authority.

Section 7. **Quorum**

Fifteen (15) members of the California Society shall constitute a quorum at membership meetings.

ARTICLE VII - Board of Managers

Section 1. **Composition**

The elected officers and managers of the California Society shall constitute the Board of Managers (NSCDA Constitution, Article V – Corporate Societies, Item 2 Officers and Managers) and are the voting members. The Board of Managers may also be referred to as the Board.

Section 2. **Duties and Powers**

The Board of Managers shall conduct the affairs of the California Society and perform such other duties as are specified in these bylaws. Each member of the Board shall have one vote; there shall be no substitutes and no proxy voting.

Section 3. **Meetings and Minutes**

Regular meetings of the Board of Managers will be held in June, September, December and March, unless otherwise ordered by the Board; minutes of the Board are accessible only to Board members, unless otherwise ordered by the Board by a majority vote. RONR (12th ed.) 49:17-20

Section 4. **Attendance**

No person other than the elected officers and managers may attend meetings of the Board of Managers; except with approval of the Board, the President may invite Honorary Presidents, committee chairs, and other guests to attend meetings of the Board to give reports and participate in discussion, but not make motions, second motions or vote.

Section 5. **Electronic Meetings**

The Board of Managers shall meet in person, or by electronic means, or a combination as proposed by the President and approved by Executive Committee so long as all can simultaneously hear each other and participate. A quorum must be in attendance before the meeting may be called to order and the quorum must continue to be present for any business to be transacted. The Board shall adopt rules for electronic or combination meetings to include a) call-in details, b) roll call for quorum, c) conducting business, and d) voting methods.

Section 6. **Special Meetings**

Special meetings of the Board of Managers may be called by the President or by the five (5) members of the Board. The purpose of the special meeting shall be stated in the written notice, which shall be sent to all members of the Board at least three (3) days before the meeting. Only the business specified in the written notice of the special meeting shall be considered.

Section 7. **Quorum**

Nine (9) members of the Board of Managers shall constitute a quorum.

ARTICLE VIII - Executive Committee

Section 1. **Composition**

The elected officers of the California Society shall constitute the Executive Committee.

Section 2. **Duties and Powers**

The Executive Committee shall act for the Board of Managers between meetings of the Board and any action taken shall be ratified by the Board at its next regular meeting.

Section 3. **Meetings**

Meetings of the Executive Committee shall be held at the call of the President.

Section 4. **Electronic Meetings**

Meetings of the Executive Committee may be conducted by telephone conference call, video conference or through internet meeting services upon the call of the President. A quorum must be in attendance before the electronic meeting may be called to order and must remain online for any business to be transacted. The Executive Committee shall adopt rules for electronic meetings to include a) call-in details, b) roll call for quorum, c) conducting business, and d) voting methods.

Section 5. **Ratification**

Actions adopted by the Executive Board shall be ratified by the Board of Managers at their next regular meeting.

Section 6. **Quorum**

Six (6) members of the Executive Committee shall constitute a quorum.

ARTICLE IX - Committees

Section 1. **Standing Committees**

Standing Committees of the California Society shall be Communications/Website, Directory, Dumbarton House Board, Finance, Financial Secretary, Genealogy, Gunston Hall Regent, Historical Activities, Membership, Museum Alliance, Newsletter, Octagon House, Patriotic Service, Roll of Honor, Sulgrave Manor, Town and County Committees, and Young Dames. Other standing committees may be appointed by the President with the consent of the Board of Managers.

Section 2. **Special Committees**

Special Committees of the California Society shall be a Nominating Committee as specified in Article IV – Officers, Section 2 Nomination, Time of Election; and a Bylaws Committee or Bylaws Revision Committee appointed by the President with the consent of the Board of Managers as specified in Article XIV – Amendment, Section 2 Bylaws Revision Committee. Other special committees may be appointed by the President with the consent of the Board of Managers.

Section 3. **Appointment of Committee Chairs**

Committee Chairs, appointed by the President, shall serve for two years or until her successor is appointed. No member shall be eligible to serve more than six (6) consecutive years as the chair of

one committee, except members appointed to Dumbarton House, Gunston Hall, and Sulgrave Manor shall be subject to the provisions of the Bylaws and the rules of the organization they serve.

Section 4. **Duties of Standing Committees and Chairs**

- a. Communications/website committee
 - 1) Consists of the President, 1st and 2nd VP, Communications Chair and Town and County Communications Chairs.
 - 2) Responsible for the NSCDA-CA website and associated accounts such as DropBox and MailChimp.
 - 3) The website team includes the Communications Chair, the Town and County Communications Chairs and the NSCDA-CA staff, recommended to meet four times a year.
- b. Directory Secretary shall:
 - 1) Print and distribute the directory;
 - 2) Enlist other members, in consultation with the President, to assist as needed.
- c. Dumbarton House Board Member shall:
 - 1) Represent the California Society on the Dumbarton House Board;
 - 2) Be subject to provisions of the NSCDA. (NSCDA Bylaws Article XIV - Dumbarton House);
 - 3) Enlist other members, in consultation with the President, to assist as needed.
- d. Finance committee shall:
 - 1) Review the California Society fiscal policies;
 - 2) Prepare annual budget for approval by the Board of Managers;
 - 3) Present the annual financial statement, the report of the auditor, tax documents (990s) and other financial reports to the Board of Managers.
- e. Financial Secretary shall:
 - 1) Send a bill for dues and receive dues payment of each member;
 - 2) Maintain a ledger of each member's account;
 - 3) Keep the membership mailing list up to date;
 - 4) Prepare deposit slips and make deposits;
 - 5) Send regular reports of dues deposited to the Treasurer.
- f. Genealogy Committee Chair shall:
 - 1) Assist candidates with preparation of their application papers;
 - 2) Enlist other members, in consultation with the President, to assist as needed.
- g. Gunston Hall Regent shall:
 - 1) Represent the California Society on Gunston Hall Board;
 - 2) Be subject to provisions of the NSCDA. (NSCDA Bylaws, Article XV – Gunston Hall);
 - 3) Enlist other members, in consultation with the President, to assist as needed.
- h. Historical Activities Committee Chair shall:
 - 1) Work with the NSCDA and Town and County Historical Activities Committees to initiate and implement projects and programs that support the mission of the NSCDA;
 - 2) Enlist other members, in consultation with the President, to assist as needed.
- i. Membership Committee Chair shall:
 - 1) Review candidate proposals and, when such reports are favorable, vote to recommend the candidate for admission;
 - 2) Present recommended candidates to the Board of Managers as specified in Article III Membership, Section 1c.

- 3) Consider Legacy candidates in the same manner as other candidates and in accordance with policy adopted by the Board of Managers;
 - 4) Abide by the NSCDA requirements. (NSCDA Bylaws, Article XVIII Section 1 Admission to Membership.)
- j. Museum Alliance Committee Chair shall:
- 1) Work with the NSCDA and Town and County Museum Alliance Committees;
 - 2) Enlist other members, in consultation with the President, to assist as needed.
- k. Newsletter Committee Chair shall:
- 1) Prepare, edit, print and distribute the California Society newsletter for the membership;
 - 2) Enlist other members, in consultation with the President, to assist as needed
- l. Octagon House Committee Chair shall:
- 1) Appoint, in consultation with the President, a manager to administer and maintain Octagon House as California Society Headquarters and as a museum;
 - 2) Appoint, in consultation with the President, a Museum Properties chair, Library chair, Events chair, Docent and Tour chairs, Garden chair and other members necessary to maintain the house, garden and library.
- m. Patriotic Service Committee Chair shall:
- 1) Work with the NSCDA-CA and Town and County Patriotic Service Committees to initiate and implement projects and programs that support the mission of the NSCDA;
 - 2) Enlist other members, in consultation with the President, to assist as needed.
- n. Roll of Honor Committee shall:
- 1) Be comprised exclusively of Roll of Honor recipients, including Past Presidents and one RoH recipient from each of the 3 Town and County Committees.
 - 2) Meet each fall to consider nominations to the National Roll of Honor.
 - 3) The First Vice President shall serve as an ex-officio chair and non-voting member of the RoH Committee, to maintain the Roll of Honor Book in the Octagon House Museum, collect the nominations to present to the RoH Committee for their consideration, and schedule their annual fall meeting for the selection of the Honorees.
- o. Sulgrave Manor Associate Trustee shall:
- 1) Represent the California Society to the Friends of Sulgrave Manor;
 - 2) Be subject to provisions of the NSCDA. (NSCDA Bylaws, Article XVI – Sulgrave Manor);
 - 3) Enlist other members, in consultation with the President, to assist as needed;
- p. Town and County Committees:
- 1) If members of a Corporate Society reside in locations which make it difficult for them to attend meetings of the Corporate Society, either business or instructive, it is recommended, where deemed necessary by the Corporate Society President and Board of Managers, that Town and County Committees be appointed in the principal towns and counties throughout the State.
 - 2) Town and County Committees shall adhere to rules as specified by the NSCDA. (NSCDA Bylaws, Article XVIII – Corporate Societies, Section 13 Town and County Committees.)
- q. Young Dames Committee shall:
- 1) Provide a forum for Dames under the age of 50 to become acquainted.
 - 2) Meet at least two times each year to support the mission of the NSCDA-CA

- 3) Adhere to rules as specified by the NSCDA. (NSCDA Bylaws, Article XVIII – Corporate Societies, Section 13 Town and County Committees.)

Section 5. **Electronic Meetings**

Committee meetings may be conducted by telephone conference call, video conference or through internet meeting services upon the call of the chair or two committee members. A quorum must be in attendance before the electronic meeting may be called to order and must remain online for any business to be transacted. A committee shall adopt rules for electronic meetings to include a) call-in details, b) roll call for quorum, c) conducting business, and d) voting methods.

Section 6. **Quorum**

A majority of committee members shall constitute a quorum. The President shall not be included in the quorum.

ARTICLE X – Town and County Committees

Section 1. **Formation**

When sufficient members reside in areas too distant from the California Society Headquarters to be able to attend meetings, a Town and County Committee may be formed with approval of the Board of Managers. A Town and County Committee is a standing committee of the California Society and subject to the authority of the Board of Managers. Meeting dates of a Town and County Committee shall not conflict with meeting dates of the California Society.

Section 2. **Membership**

A Town and County Committee consists of all members residing in the area of the Town and County Committee.

Section 3. **Dues**

A per capita amount of the California Society annual dues shall be paid to the Town and County Committees, as authorized in the budget.

Section 4. **Officers and Board**

- a. Each Town and County Committee shall elect its own officers to include a chair, secretary and treasurer. Town and County Committees may elect or appoint additional Town and County Committee officers.
- b. Selection of the chair is subject to approval at a Board of Managers Meeting prior to the Annual meeting.
- c. The chair of the Town and County Committee shall serve as a Vice President of the California Society. Town and County Committee chairs shall prepare a written report of committee activities, attend meetings of the Board of Managers, and present the report.
- d. The secretary of each Town and County Committee shall send copies of the committee minutes to the California Society President and the California Society Recording Secretary.
- e. The treasurer of each Town and County Committee shall send to the California Society Treasurer an annual financial report to be incorporated into the annual financial report and tax return of the California Society. Town and County Committees may maintain bank accounts.

Section 5. **Meetings**

Town and County Committees shall meet at least twice a year.

Section 6. **Projects**

Town and County Committee planning to undertake any Historical Activities or Patriotic Service project shall provide reports to the Board of Managers.

Section 7. **Fundraising**

A Town and County Committee shall develop its own fundraising events which shall be approved by the Board of Managers prior to the event.

ARTICLE XI - Fiscal Policies

Section 1. **Fiscal Year**

The fiscal year shall be April 1st to March 31st.

Section 2. **Accounting and Audit**

Accounting for the California Society shall be kept in accordance with generally accepted accounting practices and shall be reviewed annually by a certified public accountant approved by the Board of Managers.

Section 3. **Dues, Fees, and Assessments**

Per Capita Dues are as specified by the NSCDA. (NSCDA Bylaws, Article IV Membership, Section 3 Per Capita Dues) Corporate Society dues, fees, and assessments shall be approved by the Board of Managers and voted by written ballot by the membership at a regular membership meeting by a two-thirds vote.

Section 4. **Life Membership Fund**

Life Membership Fund constitutes a restricted fund. The income shall be paid into the General Fund of the California Society. Upon the resignation, transfer, or death of a Life Member, the principal shall be paid into the General fund of the California Society.

Section 5. **Budget**

The annual budget shall be prepared by the Treasurer, approved by the Finance Committee and submitted to the Board of Managers for approval.

Section 6. **Deposits and Investments**

All funds and securities of NSCDA-CA shall be deposited in financial institutions recommended by the Treasurer and approved by the Board of Managers; funds to be deposited to the credit of NSCDA-CA; the amount in any one institution shall not exceed the maximum amount of FDIC insurance coverage.

Section 7. **Oversight**

The Board of Managers shall conduct annual financial oversight by reviewing and accepting the annual financial statement, the report of the auditor, tax documents (990s) and other corporate documents deemed appropriate. The accounts and records of the treasurer shall be at all times open to inspection by the Board of Managers and by the Finance Committee except for the period when books are closed for the annual audit.

Section 8. California Society Property

The legal title and ownership of all the property and assets of the California Society shall be vest in The National Society of The Colonial Dames of America in California. Any person ceasing, for any cause, to be a member shall forfeit, ipso facto, all right and title to the property, funds and assets of the California Society and every part thereof.

Section 9. Appraisal and Insurance

The Board of Managers shall ensure that all properties are appraised as needed to obtain appropriate insurance coverage for property and contents. The Board of Managers shall ensure that directors and officers liability insurance (D & O insurance) is maintained, plus other coverage as deemed appropriate.

Section 10. Indemnification of Officers

Board of Managers members and employees shall be indemnified, defended and made whole by the California Society to the maximum extent permitted by laws against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings or threatened proceedings arising by reason of the fact that any such person was an agent of the California Society, providing that person was acting in good faith and in a manner such person believed to be in the best interests of the California Society and had no cause to believe the conduct was unlawful. Payments authorized include amounts paid and expenses incurred in settling such proceedings.

Section 11. Disposition of Assets

If for any reason the California Society is to be dissolved or terminated, no part of the property of the California Society or any proceeds shall be distributed to or inure to the benefit of any officers or members of the California Society. Upon dissolution of the California Society, assets shall be distributed by the Board of Managers in accordance with the corporate charter, if specified. Any assets not so disposed shall be distributed to the National Society.

ARTICLE XII - Representation

Section 1. National Board Membership

The California Society President shall be a member of the National Board. The First Vice President shall be the President's alternate. RONR (12th ed.) 47:25

Section 2. National Council Representation

The California Society President shall be a delegate to the National Council, also known as the Biennial Council, and the First Vice President shall be the President's alternate. At the fall month meeting, the Board of Managers shall elect (or appoint) the remaining delegates and alternates to which it is entitled.

Section 3. Credentials Committee

As soon as the delegates and alternates are elected, the California Society Corresponding Secretary shall send a typewritten or electronic list of delegates and alternates to the NSCDA Chair of the Committee on Credentials.

Section 4. Reimbursement

A California Society delegate to the National Council and to the called meetings of the National Board shall send a written request to the NSCDA Treasurer for reimbursement of expenses for travel and lodging as approved in the NSCDA budget for that year, subject to the provisions of the NSCDA.

Section 5. Proposals by Members

The California Society President shall accept a proposal from any member desiring to present new business to the National Council and to forward the proposal, in writing, with full information, to the New Business Committee Chair for consideration.

Section 6. Preparation for National Board

The California Society President shall receive the National Board agenda from the NSCDA Recording Secretary and shall instruct each representative.

(NSCDA Bylaws, Article VI – Duties of Officers) (NSCDA Bylaws, Article VIII National Councils)
(NSCDA Bylaws, Article X – National Board)

ARTICLE XIII - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the California Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution and the Bylaws of the NSCDA or Constitution and Bylaws of NSCDA-CA or any special rules of order the California Society may adopt.

ARTICLE XIV - Amendment

Section 1. Amendment of Bylaws

These bylaws may be amended at any regular membership meeting of the California Society, providing the amendments have been approved by the Board of Managers and a copy made available to each California Society member, either by electronic means or a written copy, at least three weeks prior to the meeting. All amendments shall be proposed in writing and signed by five members. Amendments shall be adopted by a two-thirds vote and shall become effective immediately upon adoption.

Section 2. Revision of Bylaws

These bylaws may be revised at any regular membership meeting of the California Society, provided the proposed revision has been prepared by a Bylaws Revision Committee appointed by the Board of Managers; the revision shall have been approved by the Board of Managers, and a copy made available to each California Society member, either by electronic means or a written copy, at least three weeks prior to the meeting. The revision shall be adopted by a two-thirds vote and shall become effective immediately upon adoption. RONR (12th ed.) 57:5

Section 3. Policies

Policies may be adopted by the Board of Managers when not in conflict with the Constitution and Bylaws of the California Society or NSCDA Constitution and Bylaws. Policies may be amended or rescinded by a two-thirds vote of the Board of Managers.

Bylaws - History of Adoption, Amendment, Revision

Adopted: March 10, 2022

March 10, 2022

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SPECIAL RULES OF ORDER

ARTICLE I - Order of Business

Section 1. Order of Business

The regular Order of Business for the Board of Managers meetings, Annual Meeting (or Semi-Annual meeting) may be amended or suspended by a two-thirds vote of the assembly.

- Opening
- Approval of Minutes
- Establish a quorum is present
- Presentation of the Consent Agenda
- Report of the President
- Report of the Treasurer
- Reports of the Officers
- Report of the Board of Managers (Annual Meeting)
- Reports of Standing Committees
- Reports of Special Committees
- Special Orders – Dates specified in the Bylaws
- Unfinished Business and General Orders
- New Business
- Announcements
- Notice of Next Meeting

Section 2. Consent Agenda

A consent agenda may be presented by the President at the beginning of the meeting. Any item may be removed from the Consent Agenda at the request of a voting member. Items not removed shall be adopted by unanimous consent without debate. Items removed may be taken up after presentation of the Consent Agenda or placed later on the agenda at the discretion of the President.

ARTICLE II - Time Limits

Section 1. Time Limit for Reports

Officer reports shall be limited to three (3) minutes each, except the President and the Treasurer shall not be timed. Committee reports shall be limited to two (2) minutes each. By a two-thirds vote, the assembly may limit or extend time for reports.

Section 2. Time Limit for Debate

Debate at the Annual Meeting (and the Semi-Annual Meeting) shall be limited to three (3) minutes per member and twenty (20) minutes per motion unless amended by a two-thirds vote of the assembly.

Section 3. Time-Keeper

The President may appoint a time-keeper at any meeting.

Special Rules of Order - History of Adoption, Amendment, Revision

Adopted: March 10, 2022

March 10, 2022

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