

# GENTRAIN SOCIETY OPERATING HANDBOOK

Gentrain Society of Monterey Peninsula College

Tenth Edition

MARCH 2020

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# 1 INTRODUCTION

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## 1.1 HISTORY

The Gentrain Society of Monterey Peninsula College was conceived in August 1983, and formally organized in September 1985. It was formed by an enthusiastic group of Gentrain Program alumni who wished to continue the Gentrain experience, support the Gentrain Program, and foster continuing education and lifelong learning within the setting of the college community. These goals are expressed in the Society's motto: "A Door to Lifelong Learning" (See Summer 1990 Conductor for a Historical Note).

Because the Gentrain Society had no formal status or relationship with the College, there were some ongoing serious concerns. These concerns were:

- Tax exempt status
- Handling of funds
- Insurance coverage
- Official status as part of the College

After exploring options which would benefit both the Society and the College, an agreement was finalized on November 11, 2001, to become an Auxiliary of the College. (See Appendix B. "Operating Agreement between Monterey Peninsula Community College District Board of Trustees and Gentrain Society of Monterey Peninsula College")

The purpose of this handbook is to provide guidance and continuity for the members of the Board of Directors of the Society. It expands upon the Society's Bylaws (Appendix A.) The handbook should be reviewed periodically and revised as needed at the direction of the President. Copies shall be provided to all Board members.

The first edition of the Society's "Manual of Operation" was prepared by Francis Cartier in 1987. The second edition was prepared in 1988, under the presidency of Barbara Haber. The third edition was published in 1989 under President Conway Esselstyn. The fourth edition was drafted in 1993 by a committee consisting of Conway Esselstyn, John Blakemore, Phyllis McGuire, Lilyan Eldred, and John Hastings as committee chair and approved by the Executive Council on September 1, 1993, and the Bylaws were ratified by the Society's members on October 6, 1993. The fifth edition was prepared by John Hastings and approved by the Executive Council August 2, 1995. It includes only minor changes and additions for clarity and recognizes the termination of the Brown Bag Travel Club as of May 15, 1995. The sixth edition was prepared by Conway Esselstyn, Chair and John Armstrong, Harriet Shanner, Ann Mack and Lilyan Eldred, and approved in May 1997. The seventh edition was prepared by Lynn Swerrie, Chair, Florence Dallin, Nancy Johnson and Ann Mack in October 2002, and this document was known as "Manual of Procedure." The eighth edition, entitled Gentrain Society Operating Handbook, was revised and updated under the presidency of Jeff Riehl committee chair, Pam Lehman and Myron Seres in Summer/Fall, 2009. The ninth edition, with changes to the Operating Handbook only (no change to Bylaws or Operating Agreement) was completed and approved by the Board in March 2013. In that revision the Bylaws were moved intact from Section II to Appendix A, and the Operating Agreement became Appendix B instead of Section VI. This tenth edition also changing only the Operating Handbook was approved by the Board in March 2020.

## 1.2 GENERAL INFORMATION

The Gentrain Society is an official auxiliary organization of the Monterey Peninsula Community College District with oversight by the Dean of Instruction for Liberal Arts. The Dean is the official with whom the Society consults and to whom the Society reports on issues of College administrative policy. The Dean has delegated liaison duties between MPC and the Society to the MPC Coordinator of the Gentrain Program, with whom members should consult before conferring with the Dean.

## 1.3 ADMINISTRATIVE DETAILS

Incoming mail is placed in the Gentrain Society mail slot in the mailroom of the MPC Administration Building. Mail should be directed to a specific officer or committee.

\_\_\_\_\_, Committee Chairperson  
C/O Gentrain Society of Monterey Peninsula College  
980 Fremont St.  
Monterey, CA 93940-4799

The Society's phone number is (831) 646-4224 (Coordinator, Gentrain Program). Its office is in the Lecture Forum, Room 104 (LF-104), above the Graphic Arts Section. (Note: By letter of December 12, 1990, the Society was granted free use of office space in LF-104). The Audio-Visual Department also uses this space for photography purposes. See the AV Technician for access if the office is locked. Duplicating and printing services are available through the Audio-Visual Department, which also provides storage space for copy materials in Gentrain Cabinet 42 outside the Print Shop. Duplication and storage of extra copies of this handbook are the responsibility of the Secretary.

## 2 GENERAL POLICIES

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The Gentrain Society has developed general policies, as issues have arisen, in the course of its experience since its founding in 1985. Principally, these are:

1. Activities of the Society must conform to its operating agreement with MPC. (See Appendix B.)
2. The Society will release its membership list only to MPC Administration and selected Society members with an established need to know the names. It will not be released to non-members, or to any other groups or agencies.
3. The President (or another person so designated) is the official spokesperson for the Society.
4. Candidates for election to local, state or federal office or those expressing a partisan viewpoint may not address the Society.
5. Society-sponsored Special Events are open only to members of the Society.
6. The Society contributes annually to a fund administered by its own Scholarship Committee as the budget permits. The Scholarship Committee operates under procedures approved jointly by the Society and MPC. These are specified in Section 3, "SCHOLARSHIP PROGRAM" and Section 5.7., "COMMITTEES: Duties, Responsibilities and Procedures, Scholarship".
7. The funds of the Gentrain Society may be used only for the purposes, activities, and business of the Society.
8. The Faculty Coordinator of the Gentrain Program completes an "Application/Permit for use of College Facilities" each semester for the Society's use of a lecture room and an MPC conference room for Board of Director meetings.
9. Parking permits for selected members who have frequent need to visit MPC will be requested on a yearly basis by the Gentrain Faculty Coordinator.

10. All members receive parking permits valid only for Wednesday lectures.
11. At the end of their term of office, Officers and Committee Chairs determine which of their personal files will be placed in the main file and which will be transferred to their successor.
12. The Bylaws will be reviewed at least every other year.

### 3 SCHOLARSHIP PROGRAM

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The Gentrain Society Scholarship Fund was established in 1991 in order to encourage older returning students to continue their education by offering them scholarships. The selection criteria are designed to serve our community and Monterey Peninsula College, where a great many students are over the age of 30. Most of these students come back to college to enhance their workplace skills. The number and amount of scholarships may vary from year to year, depending on need and available funding. Individual awards are usually in \$500–2000 range. The program is administered by the Gentrain Society Scholarship Committee in partnership with the MPC Financial Aid Office.

Scholarship funds are held in the general account of the Society. All funds are awarded to successful applicants; none are reserved for promotional or administrative purposes. Individual gifts to the fund are tax deductible.

Information about the program is included in the Scholarship Listing Book published by the Financial Aid Office during the early part of the Spring semester. The book contains the MPC Master Application form, as well as eligibility requirements and selection criteria. The Financial Aid Office is responsible for collecting and transferring confidential documents including student applications, transcripts, letters of recommendation, and any other pertinent items to the Scholarship Committee.

The current minimum eligibility requirements are:

The applicant must be a re-entry student (one whose education has been interrupted). This is meant to reflect the motto of the Society and the adult nature of its membership.

The applicant must have a minimum 2.50 GPA. This is meant to allow for one initial semester of possibly lower achievement as students adjust to meeting college demands while maintaining adult responsibilities.

The applicant must be a student continuing at MPC or transferring from MPC to a four-year college or university.

The applicant must demonstrate financial need.

The applicant must be a U.S. citizen or eligible non-citizen. This is meant to include promising students whose citizenship is in progress.

The applicant must be enrolled at least half-time. This is meant to include those adult students whose college course load is limited by time or budget constraints, not by ability.

Students apply for scholarships through the MPC Financial Aid office by submitting the MPC Master Scholarship Application and at least one recommendation from an MPC faculty member. Semifinalists participate in interviews with members of the Society's Scholarship Committee.

### 4 BOARD OF DIRECTORS: DUTIES, RESPONSIBILITIES AND PROCEDURES

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Membership and duties of the Board of Directors must be in accordance with Article 6 of the Society Bylaws (Appendix A.)

Four officers (President, Vice President, Secretary, and Treasurer), four Members at Large, and all Committee Chairs are members of the Board of Directors.

## 4.1 PRESIDENT

The President is elected annually. To be eligible, he/she must have served on the Executive Committee within three years prior to nomination.

Duties of the President:

- Serve on the Executive Committee.
- Preside at meetings of the Board of Directors and other Gentrain Society meetings.
- Appoint the Chairs of Committees after consultation with the Vice President and with Board of Directors approval (by September 1, if possible).
- Fill vacancies that occur on the Board of Directors after September 1.
- Appoint Nominating Committee members in April.
- Represent the Society to MPC Administration, other organizations and the public.
- Provide a copy of the current Operating Handbook to Gentrain Society members on request.
- Post the Agenda of the Board seventy-two (72) hours prior to the meeting in the designated MPC lecture room and on the Gentrain web site.
- Provide President's message for each issue of the **Conductor**.
- Maintain communication with the MPC president regarding all Gentrain programs and other MPC or Gentrain Society issues.

## 4.2 VICE PRESIDENT

The Vice President is elected annually.

Duties of the Vice President:

- Serve on the Executive Committee.
- Preside over lectures and other official meetings in the absence of the President.
- Introduce the speaker at the semi-monthly lectures.
- Chair the Lectures Committee.
- Assist the President in choosing the Chairs of Standing and Ad Hoc Committees.
- Give a written thank you to guest lecturers and present them with an honorarium.
- Provide contact information for the speakers to the Communications Chair for promotional purposes.
- Provide (and update as necessary) an annual budget plan for honoraria.

## 4.3 SECRETARY

The Secretary is elected annually.

Duties of the Secretary:

- Serve on the Executive Committee.
- Record and retain minutes of each meeting of the Board of Directors and of business meetings of the membership.
- Circulate minutes of meetings of the Board of Directors electronically to all Board members.
- Perform correspondence duties as requested by the President or Vice President.
- Maintain files in the Society office.

## 4.4 TREASURER

The Treasurer is elected annually.

Duties of the Treasurer:

- Serve on the Executive Committee.

- Provide a mid-year budget review in January.
- Prepare and submit an annual budget to the Board of Directors in July.
- Provide a written report at each monthly Board of Directors meeting on the status of Society funds. The report will include:
  - o Starting and closing fund balance for the month prior to the meeting,
  - o Monthly budget report, including cumulative revenue and expenditures, against each budgeted item.
  - o A summary highlighting anticipated revenue and expenses.
- Deliver copies of the approved report to the Secretary, to be attached to the official minutes of the meeting.
- Retain detailed financial records of all receipts, disbursements, and supporting documents.
- Maintain records in accordance with audit requirements.
- Oversee custody of the Gentrain Society Fund. Make deposits directly to the Society checking account. Submit disbursement requests to MPC fiscal affairs only as they are consistent with the annual budget and are accompanied by the required documentation. Specific documentation requirements:
  - Amount of withdrawal.
  - Party to receive check.
  - Supporting vouchers and authorization signed by the chair of the committee making the request and approved by a member of the Executive Committee. (If needed, requests may be signed and approved by two members of the Executive Committee)
 (Note) The Gentrain Society is not required to reimburse any individual for money spent or obligated prior to formal written approval from the Executive Committee. However; in extraordinary cases the Executive Committee may approve such reimbursement by a majority vote if the required documentation is subsequently provided.
- Ensure Society funds are used only for the purposes, activities, and business of the Society.
- Work with chairs of the Communications, Lectures, Oregon Shakespeare Festival and Special Events Committees to develop Committee budgets.
- Provide reports for annual fiscal audit.
- Provide financial records for review to Society members upon request in a reasonable time period and publish a written summary for the general membership following the end of the fiscal year.

#### **4.5 MEMBERS AT LARGE**

Three members of the Society are elected annually to serve as Members at Large.

Duties of Members at Large

- Select issues and functions of interest to them.
- Provide resources as needed to the Society officers and committee chairs.

#### **4.6 IMMEDIATE PAST PRESIDENT**

At the end of his/her term, the President automatically becomes the fourth Member at Large. The Immediate Past President cannot be nominated for any other office.

Duties of the Immediate Past President:

- Chair the Nominating Committee.
- Serve as Parliamentarian.

#### 4.7 MPC FACULTY COORDINATOR

The MPC Faculty Coordinator is designated by MPC Administration.

Duties of the MPC Faculty Coordinator:

- Develop curriculum for Gentrain classes.
- Assign Gentrain instructors.
- Schedule Gentrain classes.
- Conduct Gentrain class assessments.
- Arrange for use of a suitable MPC lecture room and conference room for lectures and meetings of the Board of Directors.
- Request annual MPC parking permits for selected Gentrain members.

#### 4.8 LIAISON REPRESENTATIVES

Two members of the Board of Directors are designated by the Board to provide liaison with other MPC entities for a period of one year.

Duties of Liaison Representatives

- Serve as liaison with the MPC Board of Trustees: attend its meetings and report relevant actions to the Society's Board.
- Serve as representative member of the MPC Foundation: attend its meetings, report relevant actions to the Society's Board, and carry out the usual duties expected of MPCF board members.

### 5 COMMITTEES: DUTIES, RESPONSIBILITIES AND PROCEDURES

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As provided in the Bylaws, the President may form Special committees to perform specific tasks or duties. Unless otherwise specified in this document, the Chair of each committee is appointed by the President for a term of one year and is automatically a member of the Board of Directors for that period. Normally, such appointments are continued for multiple terms in order to build an experience base and maintain leadership continuity for the Society. The members of each Committee, unless otherwise specified, will be appointed by the Committee Chair, subject to approval by the Board of Directors. The number of members on each committee depends on its workload. A low turnover rate of committee members provides continuity from one year to the next.

Duties, responsibilities and procedures of historically active committees.

#### 5.1 EXECUTIVE

The existence and membership of the Executive Committee are mandated by the Society Bylaws (Appendix A). Members are the President, Vice President, Secretary, and Treasurer of the Society. Their terms as members of the Executive Committee coincide with their terms as officers.

Duties of the Executive Committee:

- Make necessary decisions between regularly scheduled Board meetings and report them at the next Board meeting for inclusion in the minutes. (Required by the Bylaws)

#### 5.2 COMMUNICATIONS

The purpose of the Communications Committee is to provide members and the public with information about the Society and its activities. The committee chair serves on the Finance Committee.

Duties of the Communications Committee:

- Prepare, produce, and distribute a bi-monthly newsletter, the **Conductor**. It carries no advertising and publicizes only MPC and Society activities, including reports from Society committee chairs, officers and others. Copies will be distributed to each Gentrain Society and faculty member in printed or electronic form. Additional copies may be distributed to MPC faculty, community centers, and others as determined by the Membership Chair.
- Prepare, produce, and distribute a bi-monthly calendar of events including last minute schedule changes or additions. This calendar is published on alternate months from the **Conductor**.
- Provide an advertising plan for budget development. Update the plan throughout the year. The advertising plan (and changes to it) are subject to approval by the Board.
- Advertise in local media (print, broadcast, social) about lectures and other activities, according to the approved budget plan.
- Distribute information about Society activities at Gentrain classes and lectures, to libraries, retirement centers, and community centers. Issue public service news releases.
- Collect and maintain files of Society publications (**Conductor**, publicity releases and clippings of published releases).
- Provide information to the Webmaster for posting on the Gentrain website.

### 5.3 LECTURES

The purpose of the Lectures Committee is to select speakers for the Gentrain Society lectures. The Vice President serves as the chair. Lectures should extend the curriculum of the Gentrain Program and the members' general interest in lifelong learning.

Duties of the Lectures Committee:

- Select lecture topics and speakers in collaboration with the Communications Committee Chair.
- Accept suggestions for future topics and speakers from any member of the Society.
- Schedule lectures for the first and third Wednesdays of each month, except as directed by the Board. Lectures begin at 1:30 PM, preceded by refreshments at 1:15 PM in the designated MPC lecture room.
- Schedule lectures through December so that a new committee has lead time to schedule future lectures.
- Present an honorarium to each speaker.
- Provide the following information to the Communications Committee chair:
  - o Date and title of each lecture
  - o Name and a brief biographical sketch of each speaker
  - o Promotional description and picture, if possible

### 5.4 MEMBERSHIP

The purpose of the Membership Committee is to track Society membership and provide services to members. The membership year is September 1 - August 31. For members who join after April 1, it is extended through the following membership year.

Duties of the Membership Committee:

- Maintain a comprehensive membership list to serve as the official record of Society membership and the basis for all Society mailings (print or electronic).
  - o Include name (or names, if a couple membership), address, e-mail, phone number, and date of dues payment for each member.

- Update the membership list monthly and summarize it in a monthly report to the Board.
- Provide copies of the membership list only to Society members who require it.
- Deny access to the membership list to all other persons or organizations, except as called for in Section 2.
- Provide new members of the Society with a welcome letter from the Membership Chair, a parking permit sticker for Wednesday lectures, and current information on Society activities.
- Mail renewal notices to members in July.
- Send reminder notices to delinquent members in October, and, at the discretion of the Chair, again before the end of the year. (Memberships become delinquent October 1.)
- At the discretion of the Chair, remove delinquent members from the active mailing list in November.
- Receive dues paid by members, deposit them in the Gentrain account, and forward records to the Treasurer regularly.
- Maintains the official record of member dues payments.
- Deposit unstamped outgoing mail (not in bulk) in a container designated by MPC. MPC personnel will collect, stamp, and deliver it to the USPS.
- Check the MPC Gentrain Society mailbox regularly for incoming mail directed to its attention.
- Provide the Communications Committee with a list of new members and the total number of members to receive the **Conductor** and other membership mailings prior to the publication of each issue of the **Conductor**.
- Periodically provide the Webmaster with a list of new members to update the electronic distribution list.
- Periodically survey the membership to learn members' interests, skills, and suggestions for the Society.
- Acknowledge donations to the Society's general fund.
- Forward information regarding donations to the Scholarship Fund to the Scholarship Chair for acknowledgement.

## 5.5 NOMINATING

The purpose of the Nominating Committee is to develop a slate of candidates for officers of the Society. The Immediate Past-President chairs the Committee. Additional members are appointed at the April Board meeting with the approval of the President and the Board. If feasible, these include one member of the previous year's Executive Board and three others, two of whom are non-Board members and none of whom served on the preceding year's Nominating Committee. The Committee members' term of appointment expires after the election.

Duties of the Nominating Committee:

- Announce nominating and election procedures at all April, May and June lecture meetings.
- Present a slate of officers (President, Vice President, Secretary, Treasurer) and three Members-at-Large at the June Board meeting. The President may serve no more than two consecutive terms; all other officers may serve indefinitely.

- Accept and verify petitions signed by at least five members of the Society to nominate additional candidates for all offices except for President. Petitions must be submitted by August 1. No member of the Society may sign more than one petition for each office.
- Ensure that all candidates are aware of all the position's responsibilities and agree to serve if elected.

Timeline of the nominating/election process:

- **April Board Meeting:** Announce process to membership at Lecture meeting and appoint Committee members at Board Meeting.
- **June 1:** Deadline for July issue of the **Conductor**, in which the slate of candidates must be included.
- **June Board Meeting:** Present slate at Board Meeting.
- **1st Lecture in July:** Present slate to membership.
- **August 1:** Deadline for other nomination petitions.
- **1st Lecture in August:** Election.
- **September 1:** New terms begin.

## 5.6 OREGON SHAKESPEARE FESTIVAL

The purpose of the Oregon Shakespeare Festival (OSF) Committee is to plan, organize and coordinate all activities associated with an annual travel study trip to Ashland, OR. Participation is limited to members of the Society. The trip will comply with the General Policies of the Society. (See Section 2, "GENERAL POLICIES".)

Duties of the Oregon Shakespeare Festival Committee:

- Prepare an annual budget in coordination with the Treasurer to be approved by the Society President. Income from participants should cover all expenses at the lowest practical cost to them. However, the Society may pre-pay reservation costs for tickets, lodging, transportation, etc., to be reimbursed when participant fees are collected.
- Comply with income and expenditure procedures outlined for Special Events. (See Section 5.8, "COMMITTEES: Duties, Responsibilities and Procedures, Special Events".)
- Select dates and performances for the trip.
- Purchase tickets to the selected performances.
- Arrange lodging, transportation, and other organizational details associated with the trip.
- Accept and manage reservations from interested participants. No reservations will be accepted before the trip is publicly announced.
- Coordinate trip publicity with the Communications Committee and/or submit announcements to the President for use at lecture meetings.

## 5.7 SCHOLARSHIP

The purpose of the Scholarship Committee is to oversee all aspects of the Gentrain Scholarship Program as described in Article III. The committee normally has five members, one of whom is the contact person for the MPC Financial Aid Office.

Duties of the Scholarship Committee:

- During the Fall semester, respond to the Donor Information Form sent by the Financial Aid Office with any changes in scholarship criteria or procedures for the next academic year.
- Maintain parallel records with those of the Membership Committee of fund donations.

- Acknowledge all donations to the scholarship fund, including its 501 c 3 ID number. For gifts “in honor of” or “in memory of” a person or special occasion, notify honorees or family members, as appropriate.
- Maintain a financial record of scholarship-related activities and provide monthly reports to the Board of Directors. Submit a written monthly financial report to the Treasurer.
- Encourage and publicize contributions to the scholarship fund. Memorial scholarships may be endowed.
- Screen application related documents forwarded by the MPC Financial Aid Office and identify semi-finalists.
- Maintain confidentiality of all application materials.
- Arrange and conduct interviews with semi-finalists.
- Select scholarship recipients and determine award amounts. Submit them to the board for approval
- Notify the Financial Aid Office of successful applicants.
- Verify proof of enrollment documents and report to the Board of Directors.
- Notify the Treasurer of the award amount for each recipient.
- Notify the successful applicants of their selection and award amount.
- Notify recipients when their awards become available.

## 5.8 SPECIAL EVENTS

The purpose of the Special Events Committee is to plan and execute cultural enhancement activities designed primarily as membership “benefits.” They may include on-campus or off-campus activities, theater parties, potluck meals, picnic-barbecues, field trips, or fundraisers. All events and event participants shall comply with the General Policies of the Society, except that non-members may attend fundraising events. (See Section 2, “GENERAL POLICIES”.)

Duties of the Special Events Committee:

- Plan events up to twelve months in advance. Due to the lead time required to plan some events, include plans for the first few months of the following fiscal year in order to facilitate the transition to a new committee.
- Coordinate all events with the Board.
- Estimate the cost of each planned event and (except for fundraisers and up to two picnics, potlucks, or similar events per year) set the participation price to approximately match the expected cost.
- Deposit event payments in the MPC Gentrain account and report them to the Treasurer.
- Submit all expense receipts to the designated MPC Fiscal Services Specialist for reimbursement. Such requests must be approved by a member of the Executive Committee.
- Coordinate event publicity with the Communications Committee and the President.
- Accept reservations (including waiting lists) and payments from participants. No reservations will be accepted before the event is publicly announced.

## 5.9 VOLUNTEER/HOSPITALITY

The purpose of the Volunteer/Hospitality Committee is to support the Gentrain Program Faculty and Board members as needed.

Duties of the Volunteer/Hospitality Committee:

- Organize and administer registration assistance.
- Purchase and distribute snacks for Wednesday Lectures.

- Develop a list of members currently volunteering and solicit names of other potential volunteers.
- Develop a master list of existing or needed volunteer positions including a brief description of each.
- Anticipate requirements for new volunteers during the upcoming six-month period and recruit them as needed.
- Perform other support functions as requested.

## 5.10 WEBMASTER

The purpose of the Webmaster is to manage the Society's internet resources.

Duties of the Webmaster:

- Maintain and update the Gentrain website ([www.gentrain.org](http://www.gentrain.org)) including a calendar of events, information on events and trips, **Conductor** articles, Board meeting announcements and agendas, and other items of interest.
- Maintain the email address accounts @gentrain.org, which are provided by the website hosting provider. Those addresses (e. g. [webmaster@gentrain.org](mailto:webmaster@gentrain.org)) are automatically forwarded to members of the Board of Directors.
- Publish electronic reminders of upcoming lectures and events as needed to members whose email addresses are known.
- Coordinate with
  - o Communications Committee to receive newsletter content
  - o Faculty Coordinator for class schedules and lecture assignments
  - o Membership Committee to receive updated email lists
  - o Lectures Committee for details of upcoming presentations to be included in electronic publications.
- Post an electronic copy of the **Conductor** on the website after any print version has been mailed.
- Post information on class, lecture, and special event details as soon as they are known, even if only in preliminary form.
- Manage the Board's email discussion group membership ([gentrain@googlegroups.com](mailto:gentrain@googlegroups.com)) and any other internet-based tools the Society may adopt.

## 6 APPENDIX A.

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### BYLAWS

Pursuant to the affirmative vote of at least two-thirds of the members of the Gentrain Society of Monterey Peninsula College present and voting at a lecture meeting, the Bylaws of said Society are hereby amended in their entirety as follows:

#### ARTICLE 1. NAME

**Section 1.01** The name of this organization shall be The Gentrain Society of Monterey Peninsula College.

#### ARTICLE 2. ABBREVIATIONS AND SHORT TERMS

**Section 2.01** To facilitate reading and use of these Bylaws, the following will be used with the meanings shown:

Board - Gentrain Society Board of Directors

College, District, or MPC

- Monterey Peninsula Community College
- District or Monterey Peninsula College

Director(s)

- Member(s) of Board of Directors

Executive Committee

- Officers on the Board of Directors. This committee is authorized to make necessary decisions between regularly scheduled Board meetings. All decisions and actions shall be reported at the next Board meeting and entered into the minutes.

Gentrain Program

- An interdisciplinary Western Civilization Course, which is presented at MPC. Disciplines include history, philosophy, art, and literature with occasional contributions in anthropology, science, and music.

Gentrain Society or Society

- The Gentrain Society of Monterey Peninsula College

#### ARTICLE 3. MISSION

**Section 3.01** The mission of the Society is to support the Gentrain Program; the intellectual, cultural, and social interests of the Society's members; the community; and the College.

#### ARTICLE 4. ORGANIZATION

**Section 4.01** The Society is an auxiliary organization of the College established by the College Board of Trustees under the provisions of Education Code Section 72670, et seq. and in accordance with Monterey Peninsula Community College District Regulations for Auxiliary Organizations.

**Section 4.02** The agreement between the College and the Society is set out in a document entitled “Operating Agreement Between Monterey Peninsula Community College District Board of Trustees and Gentrain Society of Monterey Peninsula College” which was signed on December 20, 2009. If there are differences or conflicts between the agreement (and agreements which may supersede it), and these Bylaws, the agreement shall prevail.

## **ARTICLE 5. MEMBERSHIP AND DUES**

**Section 5.01** The membership of the Society consists of persons who have paid dues for the current year. Faculty of the Gentrain Program are members without payment of dues.

**Section 5.02** Memberships are renewed on September 1 each year. Persons who join after April 1 become paid members through August 30 of the following year.

**Section 5.03** Dues are set by the Board. Dues to be set at a level to cover estimated annual operating costs including honoraria and advertising expenses.

## **ARTICLE 6. BOARD OF DIRECTORS**

**Section 6.01** The Board has supervision, control and direction of the affairs of the Society. It determines its policies, actively pursues its purposes and has discretion in the disbursement of its funds in support of the educational programs of the College and as provided for in the Operating Agreement for the benefit of College programs. Directors are listed below with each getting one vote, except as noted.

**Section 6.02** The Board consists of:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Three Members at Large
6. Immediate Past president
7. MPC Faculty Coordinator of the Gentrain Program
8. Chairpersons of the following standing committees
  - a. Communications
  - b. Membership
  - c. Oregon Shakespeare Festival

- d. Scholarship
  - e. Special Events
  - f. Volunteer
9. Honorary Appointed Directors (no vote)

**Section 6.03** Vacancies on the Board may be filled for the unexpired term of the office through appointment by the President with the consent of the Board, except that a vacancy in the office of President will be filled by the Vice President.

**Section 6.04** Meetings of the Board shall be held upon the call of the President at such times and places as he or she may designate and shall be called to meet upon demand of a majority of the Directors. Notice of each meeting shall be given to each Director and to the Superintendent/President of the College or designee at least 10 days in advance. Meetings are usually held monthly. In addition, a special meeting is usually held once a year to review the Society's past, assess its present, and plan its future. Notice of all meetings shall comply with the "Brown Act", California Government Code Section 54950 et seq. and shall specify items to be acted upon.

**Section 6.05** A quorum of the Board shall consist of 7 Directors. All matters coming before the Board shall be decided by a majority vote with each Director present being entitled to one vote. Proxy voting shall not be permitted.

**Section 6.06** Meetings are open to all members of the Society and public. The major actions and decisions of the Board are summarized periodically in the newsletter.

Section 6.07 All Directors must be members of the Society.

## **ARTICLE 7. OFFICERS**

**Section 7.01** The officers of the Society are President, Vice President, Secretary, and Treasurer. (See: IV. Officers: Duties, Responsibilities and Procedures in Gentrain Society Operating Handbook)

**Section 7.02** In addition, the President may, upon recommendation of the Secretary or Treasurer and with the approval of the Board, appoint Assistant Secretaries and Treasurers. They may attend Board meetings but have no vote.

## **ARTICLE 8. COMMITTEES**

**Section 8.01** With Board approval and with the exceptions noted below, the President appoints the Chairs of the Society's Standing Committees which are listed below.

**Section 8.02** With Board approval, the President appoints Chairs of Ad Hoc Committees as need and interest dictate. The Chairs select their committee members.

**Section 8.03** The purpose of each committee is defined by its title, its experience, the instructions of the Board, and applicable provisions of these Bylaws.

**Section 8.04** Chairs and members of committees serve for one year starting September 1. They must be members of the Society.

## **ARTICLE 9. ELECTIONS**

**Section 9.01** A slate of officers and Members-at-Large, as listed in Section 6.02 of these Bylaws, shall be presented by the Nominating Committee at the first lecture meeting in July. That slate shall also be printed in the July issue of the newsletter. Additional nominations may be submitted by a petition of at least five members to the Nominating Committee by August 1.

**Section 9.02** The election of officers and Members-at-Large shall be held at the first lecture meeting in August. Candidates shall be presented by the Chair of the Nominating Committee who shall also serve as Teller. If there is only one candidate per office, election may be by voice vote. If there are multiple candidates, election shall be by ballot. A quorum shall consist of the members present at this meeting.

## **ARTICLE 10. MISCELLANEOUS**

**Section 10.01** All Directors and Committee Chairs may succeed themselves in office with the exception of the President who may be elected to no more than two consecutive one-year terms.

**Section 10.02** The newsletter Editor is appointed by the Chair of the Communications Committee.

**Section 10.03** The books of account and minutes of proceedings of the Board and of the Executive Committee and all other Society records shall be open to inspection by the public and shall be subject to the Public Records Act (Government Code Section 6250 and et seq.).

**Section 10.04** The Society shall keep, in the Gentrain office, the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection at all reasonable times during office hours.

## **ARTICLE 11. PARLIAMENTARY AUTHORITY**

**Section 11.01** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society 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 Society may adopt.

## **ARTICLE 12. AMENDMENTS**

**Section 12.01** These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the members present at any lecture meeting of the Society, provided that due notice (including a copy of the amendment proposed for consideration), has been included in the newsletter mailed prior to the meeting at which action will be taken. A separate mailing may be substituted for the newsletter. No amendment to these Bylaws shall be made without the advance written approval of the District.

## **ARTICLE 13. DISPOSITION OF ASSETS**

**Section 13.01** Net income generated by the Society shall be used solely to benefit the Gentrain Program. Net income is defined as revenues minus expenses as defined by generally accepted accounting principles. In no event shall any part of the net income or assets of Society inure to the benefit of any Director or Officer of the Society.

## **CERTIFICATION**

The undersigned certify that this edition of the Bylaws of the Gentrain Society of Monterey Peninsula College was approved and adopted by unanimous vote of the members present at the meeting on Wednesday, March 17, 2010.

\_\_\_\_\_  
Jeff Riehl, President

\_\_\_\_\_  
Myron Seres, Secretary

**OPERATING AGREEMENT**

**BETWEEN**

**MONTEREY PENINSULA COMMUNITY COLLEGE DISTRICT  
BOARD OF TRUSTEES**

**AND**

**GENTRAIN SOCIETY OF MONTEREY PENINSULA COLLEGE**

This Agreement is made and entered into by and between the Trustees of the Monterey Peninsula Community College District, (hereinafter called DISTRICT), and Gentrain Society of Monterey Peninsula College, (hereinafter called SOCIETY). The term of this agreement shall be effectively immediately, through December 2013, unless sooner terminated as herein provided. Starting in December 2013 the agreement will be extended annually unless terminated by either party with 60 days notice.

**I.**

**Purpose**

The purpose of this Agreement is to set forth the terms and conditions under which SOCIETY may operate as an auxiliary organization pursuant to Education Code Section 72670, and California Code of Regulations, Title 5, Section 59250 et seq. In entering into this Agreement, DISTRICT finds that certain administrative functions, advantageous to the mission of the Monterey Peninsula Community College District, are more effectively accomplished by the use of an auxiliary organization rather than the usual governmental budgetary, purchasing and other fiscal procedures. It is the intent of DISTRICT that SOCIETY be established as an auxiliary organization pursuant to the provisions of Education Code Section 72670, et seq.

**II.**

**Function**

In consideration of receiving recognition as an official auxiliary organization of DISTRICT, SOCIETY hereby agrees, for the period covered by this Agreement, to perform the following functions:

- A. Operate and administer for the benefit of DISTRICT programs relating to receipt of gifts, property and funds to be used for the benefit of DISTRICT.

B. Operate and administer programs in support of the Gentrain Program of the DISTRICT.

C. Operate and administer workshops and conferences, in support of the Gentrain Program of the College.

D. Perform such acts as necessary to accomplish any of the aforesaid purposes.

E. Operate fundraising activities, which comply with the provisions of Assembly Bill 2416, or any subsequent law related to serving alcoholic beverages at fundraising events.

SOCIETY further agrees to receive and apply exclusively the funds and properties coming into its possession toward furthering these purposes. Prior to initiating any additional functions, SOCIETY agrees to obtain written approval of DISTRICT.

### **III. Additional Conditions**

A. SOCIETY agrees to maintain its organization and operate in accordance with all applicable regulations and policies of DISTRICT in effect during the term of this Agreement, including the Regulations for Auxiliary Organizations, attached as Exhibit A.

B. SOCIETY will be listed as an auxiliary organization on the DISTRICT's Memorandum of Coverage with the Bay Area Community College Districts JPA and other general liability and property insurance coverages. SOCIETY shall reimburse DISTRICT for the additional costs of this endorsement, if any. DISTRICT reserves the right to require separate insurance coverage for specific events that may be offered by SOCIETY.

C. No officer or employee of DISTRICT shall be employed by SOCIETY, if such employment would be incompatible, inconsistent or in conflict with his or her duties as a DISTRICT officer or employee.

D. SOCIETY shall reimburse DISTRICT for the cost of services requested and approved by SOCIETY, which are performed by DISTRICT employees under the direction or in support of SOCIETY.

**IV.  
Records**

SOCIETY shall maintain adequate records and shall submit periodic reports as requested in writing by DISTRICT showing the operation and financial status of SOCIETY. The records and reports shall cover all activities of SOCIETY pursuant to this agreement.

**V.  
Internal Compliance and Operational Review**

Society agrees to assist the Superintendent/President and his or her designee in carrying out the compliance and operational reviews required by the District Regulations for Auxiliary Organizations.

**VI.  
Fiscal Audits**

Society shall have an annual fiscal audit of any and all funds as set forth in District Regulations for Auxiliary Organizations as part of the District annual audit process. Society shall reimburse District for expenses of Society audit. The examination shall meet the standards prescribed by the Department of Finance in cooperation with District. The report on such examinations shall be furnished to District as set forth in the District Regulations for Auxiliary Organizations.

SOCIETY shall, in addition, permit examination of all SOCIETY records by DISTRICT.

**VII.  
Remedies on Termination or Breach**

- A. Failure of SOCIETY to comply with any term of this Agreement may result in the removal, suspension or placing on probation of SOCIETY as an auxiliary organization in good standing. Such action by DISTRICT may involve the limitation or removal of SOCIETY's right to utilize the resources, facilities and name of DISTRICT.
- B. Upon termination or breach of this Agreement, DISTRICT, at its sole discretion, may require SOCIETY to transfer all assets in its possession by reason of its status as DISTRICT auxiliary organization to a successor nonprofit corporation qualifying as an auxiliary organization. This remedy shall be in addition to any other remedies available to DISTRICT upon termination or breach of this Agreement.

**VIII.**  
**Fair Employment Practices**

In the performance of this Agreement, SOCIETY shall not deny employment opportunities to any person on the basis of race, color, religion, ethnic group identification, sex, sexual preference, marital status, pregnancy, age, physical or mental disability, medical condition, or veteran's status. SOCIETY shall adopt employment procedures consistent with the policy statement on nondiscrimination and affirmative action in employment adopted by DISTRICT.

**IX.**  
**Disposition of Assets**

For the period covered by this agreement, SOCIETY agrees to maintain the provision as part of its Bylaws regarding disposition of assets which are attached as Exhibit B to this agreement and incorporated by reference as if fully set forth herein. In the event SOCIETY should change this provision to make other disposition of the net assets, this agreement shall terminate as of the date immediately preceding the day such change becomes effective, and all net assets shall become the property of DISTRICT.

**X.**  
**Use of Campus Facilities**

DISTRICT will permit SOCIETY to utilize campus facilities for Society lectures, board meetings, and general support of the Gentrain program based on the availability of the campus facilities as determined by the District.. SOCIETY agrees to reimburse DISTRICT for any direct costs incurred by DISTRICT on behalf of SOCIETY.

**XI.**  
**Disposition of Net Earnings**

SOCIETY agrees to comply with DISTRICT policy on expenditures of funds, including, but not limited to DISTRICT guidelines for disposition of revenues in excess of expenses, and with Board of Trustee policies on maintaining appropriate reserves.

## **XII.**

### **Specific Provisions Relating to the Administration of Gifts and Trusts**

SOCIETY agrees that it will only accept and administer such gifts, grants, contracts, scholarships, loan funds, fellowships and bequests as are so conditioned that they may be used only for purposes consistent with all policies of Board of Trustees, and all policies of DISTRICT, in effect during the term of this Agreement.

## **XIII.**

### **Distribution of Assets Upon Cessation**

Upon cessation of operations of the SOCIETY under this agreement, the net assets of the SOCIETY resulting or arising from this agreement shall be transferred to the DISTRICT.

## **XIV.**

### **Entire Agreement and Amendments**

This Agreement constitutes the entire and exclusive agreement between the DISTRICT and the SOCIETY and it shall supersede all other agreements, written or oral, made by the parties. This Agreement may be modified only in writing, signed by both the DISTRICT and the SOCIETY.

## **XV.**

### **Notices**

All notices herein required to be given, or which may be given by either party to the other, shall be deemed to have been fully given when made in writing and received, on behalf of the DISTRICT, by its Superintendent/President and received, on behalf of the SOCIETY, by the Society's President.

Notice to DISTRICT shall be addressed as follows:

Superintendent/President  
Monterey Peninsula College  
980 Fremont Street  
Monterey, CA 93940

Notice to SOCIETY shall be addressed as follows:

President  
Gentrain Society  
C/o Monterey Peninsula College  
980 Fremont Street  
Monterey, CA 93940

**IN WITNESS WHEREOF**, this Agreement has been executed by the parties hereto as of the date first above written.

MONTEREY PENINSULA COMMUNITY COLLEGE DISTRICT

\_\_\_\_\_  
Dr. Douglas Garrison, Superintendent/President

\_\_\_\_\_  
Date Executed

GENTRAIN SOCIETY OF MONTEREY PENINSULA COLLEGE

\_\_\_\_\_  
Jeff Riehl, President

\_\_\_\_\_  
Date Executed