



Monterey State Historic Park Association

Partner Association Serving Monterey State Historic Park Since 1975

November 1, 2022

Dear Members,

This letter supplements the August newsletter. If you haven't seen, please check it out online at this <https://www.mshpa.org/news>. While at the Monterey State Historic Park website be sure to check-out ways in which you can volunteer and learn about Christmas in the Adobes. We very much value our volunteer-members and would like to hear from you

We are writing to MSHPA members to apprise you of a proposed change to the Association's organizational structure and to ask for your affirmative support for that change.

A bit of history first. MSHPA was created as a new legal entity in 1975 incorporating as *Old Monterey Preservation Society*. In 2009, the name of the nonprofit corporation was changed to its current name. At the time MSHPA was organized as a California nonprofit corporation, its legal structure was as a "member organization" as reflected in the original 1975 articles of incorporation and this continues to this day.

In 2008, the bylaws were modified by the Board of Directors to change MSHPA from a "member organization" to a "non-member organization". The Directors recently became aware that the Articles of Incorporation (as filed with the Secretary of State) should have been amended to be consistent with the Bylaws change. That requires a vote of the members. That step was overlooked at the time.

It is common for nonprofit organizations with increasing numbers of members to make a shift from *statutory* to *non-statutory* membership as the membership grows to a point where it is no longer practical to have the members vote all matters where membership approval is required by law. It has become increasingly difficult to ensure that any such vote meets all the applicable statutory requirements.

We sought the advice of an attorney with expertise in this arena, and she has recommended that the restated articles of incorporation provided at the above link be adopted to eliminate the statutory membership. This change will eliminate the right of the members to vote to elect the Board of Directors and to vote on any future dissolution, merger or other reorganization transaction as well as the statutory inspection right of the members.

We ask members to vote and are recommending a vote in favor of the restated articles of incorporation. The proposed restated articles of incorporation more accurately reflect MSHPA's current operations and governance.

Sincerely,

The Board of Directors of the Monterey State Historic Park Association

Lee Henderson, President

Nicollette Eason Trottier, Vice President

Charlotte Radmilovic, Secretary

Jason Reed, Treasurer

Toynette Bryant, Member At Large

Harish Joshi, Member At Large

Mimi Sheridan, Member At Large