

Pacific Palisades Historical Society

Bylaws of Pacific Palisades Historical Society (Amended December 6, 2023)

ARTICLE I NAME

Name of the Society shall be: Pacific Palisades Historical Society, Inc. (PPHS)

ARTICLE II OBJECT

SECTION 2.01 The Specific and primary purposes for which this corporation is formed shall include but not be limited to operation for the advancement of education, and for charitable purposes, by the distribution of its funds for such purposes, and particularly for the collection, documentation and preservation of historical objects relating to Pacific Palisades and the environs of the original Rancho Boca de Santa Monica. The Society was given title to Founders Oak Island by Founding Members of the Society by Lelah and Townley Pierson on August 12, 1973 and it is our responsibility for the maintenance and preservation of this property.

SECTION 2.02 The collection may include the following:

- A. Artifacts and written history of the Native Americans pertaining to this area;
- B. Archival materials and photographs of the Rancho days under both Mexico and the United States;
- C. Materials and artifacts related to the establishment of the present community, to the Chautauqua era, from 1922 through 1927 and to the further development of the community from 1928 to the present time;
- D. Tapes and transcriptions of Oral History;
- E. Any other items of historical value.

SECTION 2.03 The Society shall work for the preservation and registration of historical sites and monuments in this area.

SECTION 2.04 The Society shall participate in the exchange of information and ideas with other historical or related groups.

SECTION 2.05 The Society shall implement and provide educational programs designed to make the community aware of its history and cultural heritage

ARTICLE III MEMBERSHIP AND DUES

SECTION 3.01 Membership shall be open to all residents of Pacific Palisades and those interested in the objectives of the Society.

SECTION 3.02 No member shall have any interest or property right in the assets of the corporation and no member shall hold more than one membership in the corporation.

SECTION 3.03 The voting privileges and other rights of all members are equal.

SECTION 3.04 Memberships shall be non-assessable, nontransferable and non-assignable.

SECTION 3.05 The annual dues of the Society shall be set by the Board of Directors and approved by the members. Annual dues are payable on the anniversary date of membership each year. Any member whose dues remain unpaid two months after their anniversary date shall be notified by the Treasurer and if dues are not paid within thirty days thereafter, the membership will be cancelled.

SECTION 3.06 A patron membership or life membership may be conferred upon any member who pays the society a sum designated by the Board of Directors and approved by the members.

SECTION 3.07 Honorary Life Membership, at the discretion of the Board of Directors, may be conferred upon any person who has rendered outstanding service or contribution to the Society or the community.

ARTICLE IV MEETINGS

SECTION 4.01 The Society shall meet at a place and date designated by the President. There shall be at least six meetings each fiscal year, including Board meetings and the annual meeting. All meetings are open to the general public and the meeting notices will be posted on our website.

SECTION 4.02 The annual meeting of the Society shall be held in the month of May.

SECTION 4.03 Previous notice must be given for all meetings of the Society.

SECTION 4.04 The fiscal year of the Society shall be July through June 30.

SECTION 4.05 Those members attending the Annual Meeting shall be entitled to vote and shall constitute a quorum for the transaction of business.

SECTION 4.06 Special meetings may be called by the President of the Society and held at such times and places within or without the state of California as may be ordered by resolution of the Board of Directors or by members holding not less than fifteen percent of the voting power of the Society.

SECTION 4.07 Neither cumulative voting nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes.

ARTICLE V OFFICERS AND DIRECTORS

SECTION 5.01 The Society's Board of Directors shall include these specific officers: President, Vice President, Secretary, Treasurer and Curator; and up to eight Directors-at-Large. It is intended that the Directors-at-Large will each assume the chairmanship of a Standing Committee. Each member of the Board of Directors shall have one equal vote at all board meetings.

SECTION 5.02 The Board of Directors shall exercise the powers of the corporation, control its property, and conduct its affairs except as otherwise provided by law.

SECTION 5.03

- A. The officers shall be elected to office at the Annual Meeting of the Society for one-year terms, beginning the July 1st after election.
- B. Election shall be by majority vote of the members present.
- C. Voting shall be by ballot unless there is but one candidate for each post, in which case a voice vote may be taken.

SECTION 5.04.

- A. In March, nominees for each office shall be selected by a Nominating Committee of three members appointed by the Board of Directors from the Board and the Membership-at-Large.
- B. The Nominating Committee must present its slate at the regular monthly meeting in April. Nominations from the floor will also be accepted at the April meeting.
- C. All persons nominated must have given their consent to run prior to nomination.

SECTION 5.05 The Board of Directors shall meet at a place designated by the President, at least six times per fiscal year. Special Board meetings may be called by the President or any three officers and shall be held at the time and place designated by the person or persons calling the meeting. Board meetings can be held in person or virtually.

SECTION 5.06 Five Directors shall constitute a quorum for the transaction of business at a Board of Directors Meeting.

SECTION 5.07 Vacancies on the Board of Directors shall be filled by the President with the approval of the Board of Directors.

SECTION 5.08 All Board meetings shall be open to all members of the Society.

SECTION 5.09 Notices will be given for all meetings of the Board of Directors and will be posted on our website.

ARTICLE VI DUTIES OF OFFICERS

SECTION 6.01 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President or the Vice President if they are not in the normal course of business. Significant contracts, leases or other instruments

executed in the name of or in behalf of the Corporation shall be signed by the Secretary and countersigned by the President and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary authorizing its execution.

SECTION 6.02 The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation. The President shall preside at all Board and regular meetings and may call special meetings. The president shall appoint chairpersons of Standing Committees and other committees needed from time to time subject to ratification of the Board. The President may serve on no more than two consecutive terms in that office. The President may act as an ex-officio member of all committees except the nominating committee.

SECTION 6.03 The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

SECTION 6.04 The Secretary shall record minutes of the meetings of the members of the Board of Directors and shall be custodian of the Bylaws and shall conduct the correspondence of the Society and send out notices as required.

SECTION 6.06 The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings to the Directors and to the members as required by the Board of Directors or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

The Treasurer and Membership Chair shall maintain a list of paid-up members of the Society and shall transmit such list to the President and to the Chairs of the Membership and Publication Committees at the beginning of the Society's year, up-dating it as needed thereafter.

The Treasurer's books shall be reviewed by the Chairperson of the Finance Committee at the end of our fiscal year. All bills are to be paid according to Section 6.01.

SECTION 6.07 The Curator shall have charge of all historical papers, records, documents, artifacts and materials belonging to or on loan to the Society. The Curator shall be responsible for the cataloguing, preserving, and maintaining of said materials. The Curator, with approval of the Board of Directors, shall be responsible for the rules that govern the use of the materials.

ARTICLE VII COMMITTEES

SECTION 7.01 The Corporation shall have the following Standing Committees, each of which shall be chaired by a Director or designated officer of the Corporation or member of the Society:

- A. **The Membership Committee** shall keep a record of all members and shall present names of new members to the Board of Directors;
- B. **The Publicity Committee** shall arrange for all publicity and shall keep a permanent record of all publicity in cooperation with each Chairperson;
- C. **The Ways and Means Committee** shall be responsible for fund-raising projects for the Society and Governance;
- D. **The Program Committee** shall be responsible for the education and cultural programs of the Society;
- E. **The Hospitality Committee** shall serve as a hospitality committee for meetings and social occasions;
- F. **The Collection and Oral History Committee** shall be in charge of the search for and collection of materials, artifacts, and information relative to the goals of the Society, shall, insofar as possible, obtain written and/or verbal recordings of local memorabilia both historical and cultural, and shall deposit all such materials, artifacts and recordings with the Curator;
- G. **The Sites and Landmarks Committee** shall initiate and be in charge of all efforts to preserve and register local historical sites, monuments, and landmarks;
- H. **The Publication Projects Committee** shall encourage and be responsible for the periodic publication of articles dealing with the history of the area. The Publication Projects Committee shall verify and authenticate when practical all materials to be published using the name of the Pacific Palisades Historical Society. The Publication Projects Committee shall also be responsible for issuance of a Newsletter as well as for maintaining a correct mailing list, along with the help of the Treasurer and the Membership Chairman.
- I. **The Finance Committee** shall be composed of the Chairperson of Finance, Chairperson of Ways and Means, the Vice President, and the Treasurer. It shall be the duty of this committee to serve in a general advisory capacity concerning the financial status of the Society.
- J. **The Website Committee** --shall be in charge of maintaining the Website on a monthly basis; posting new events, newsletters, videos and other informational material as content becomes available and is approved for posting by the Board. Monitoring e-mails that come to the site and forwarding inquires to the appropriate HS Board Member. Work with website tech support for design implementation and technical updates as needed.
- K. **PPCC (Pacific Palisades Community Council) representative** — Two Board members to alternate and attend scheduled community council meetings to report Historical Society activities.
- L. **Founders Oak Island Committee** -- Rake, clean, weed and general maintenance of the land.
- M. **Farmers Market Committee** -- attend monthly market events, provide table, chairs and Historical Society materials to distribute, including sale items like blankets and the Centennial publication.

ARTICLE VIII PARLIAMENTARY AUTHORITY

SECTION 8.01 Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation of the corporation or with law.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Definitions -- "Agent" means any person who is or was a Director, PPHS Officer, employee, or other person serving at the request of the President or other authorized representatives of PPHS. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative. "Expenses" includes, without limitation, all attorney's fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his/her position or relationship as Agent, and all attorney's fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this article.

Indemnification to the maximum extent the law allows, the Society shall indemnify and provide a defense to any member of the Board (and any other authorized agent of the Board) against any action or threatened action by any litigant in any civil matter, any administrative action, and or any criminal action brought against such member of the Board or other agent, subject to an obligation of said member of the Board or its agent to reimburse PPHS for such costs of indemnification and or defense if it is determined by a court of law that the actions or omissions of said Board member or agent that are the basis of the allegations of such action(s) were done in bad faith. The Society shall maintain insurance appropriate for its activities, financial affairs, purpose, and the protection of its assets.

PPHS shall maintain Directors and Officers insurance for all those who are authorized to operate as Agents of the Society.

ARTICLE X AMENDMENT OR REVISIONS OF BYLAWS

SECTION 9.01 The Bylaws may be amended or revised at a regular meeting of the Society by a two-thirds vote of the members present provided the amendment has been presented at a meeting of the Society and posted on our website at least 30 days prior to such meeting.

END

November 6, 2023