

**LAGUNA WOODS HISTORY CENTER
BYLAWS – Approved June 24, 2016**

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**LAGUNA WOODS HISTORY CENTER
BYLAWS**

ARTICLE I – INTRODUCTION

Section 1. Definition of Bylaws. These Bylaws constitute the code of rules adopted by the Laguna Woods History Center for the regulation and management of its affairs.

Section 2. Purpose. The purpose of the Laguna Woods History Center (hereinafter “Center” or “Corporation”) is to collect, conserve and convey information, documentation and artifacts related to the history of Laguna Woods as a public service in perpetuity.

Section 3. Principal Office. The principal office for the transaction of business shall be located at 24266 Calle Aragon, Laguna Woods, California, County of Orange. The Board of Trustees may fix or change the location of the principal office within said County.

Section 4. Duration and Dissolution. The Corporation shall have perpetual existence. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed upon the affirmative vote of two-thirds of the then-sitting Trustees to one or more qualifying organizations described in Internal Revenue Code Section 501(c)(3), or in any corresponding provision of any successor statute, of which said organization(s) have a charitable purpose that, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Section 5. Members. The Corporation shall have no members. However, the Board of Trustees may be referred to as Board ‘members’.

ARTICLE II – TRUSTEES

Section 1. Definition and Duties of Board of Trustees. The Board of Trustees is that group of persons vested with the powers to manage the business and affairs of the Center. A Trustee of the Center will stand in a fiduciary relation to the Center and will perform the duties of a Trustee, in good faith and in a manner s/he reasonably believes to be in the best interest(s) of the Center, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Trustees have the responsibility and authority to participate actively in the operation of the organization including but not limited to moving, discussing and voting on actionable agenda items at Board meetings.

Section 2. Number of Trustees. The Board of Trustees shall consist of not less than seven (7) positions nor more than fifteen (15) positions.

Section 3. Powers. Regular Trustees of the Board shall have one vote each. The Directors of the Golden Rain Foundation of Laguna Woods are not eligible to serve as Trustees of the Corporation.

Section 4. Terms of Office -- Regular Trustees. Regular Trustees shall serve terms of three years. They may be re-elected but shall serve no more than nine (9) consecutive years.

Terms shall be staggered so that approximately one-third of the authorized number of Trustees shall expire each year and one-third shall be elected each year. A Trustee may be elected to fill a vacancy that expires in less than three years at the Board of Trustees' discretion or in order to meet the classification as provided herein.

Section 5. Nomination of Trustees. The Nominating Team, elected by majority vote of the Board, shall identify and recommend to the Board, nominees for all vacancies on the Board of Trustees. If, after votes on each of the recommended nominees, there remain vacant seats on the Board because some or all nominees failed to be elected, then nominations may be made from the Board upon the sponsorship of such nominees by at least two (2) Trustees.

Section 6. Election of Trustees. At the Annual Meeting of the Board of Trustees, held at the end of the fiscal year, the Board shall elect that number of Trustees equal to or less than the number of vacant seats. The Trustees to be considered for election shall include only those nominated in accordance with these Bylaws. At least two (2) weeks prior to the Annual meeting, the CGO shall distribute to the Board the list of any person(s) nominated by the Nominating Committee.

Section 7. Special Trustees. The CEO or Executive Team shall make nominations for the office of Special Trustee. A majority of the Trustees holding office shall be required to elect a Special Trustee. A Special Trustee cannot vote to elect him/herself to the office of Special Trustee. Special Trustee(s) shall serve for a one-year term or until such Special Trustee resigns or is removed by the Board of Trustees. Special Trustees have the same rights and abilities as Regular Trustees. Throughout these Bylaws, Regular Trustees and Special Trustees are referred to jointly as Trustees.

Section 8. Trustee(s) Emeritus shall be an honorary designation bestowed usually for life by a majority vote of the Board of Trustees to an individual whose tenure and efforts on behalf of the Center warrant such honor upon his/her retirement from service to the Center. When warranted, the designation may be rescinded by a majority vote of the Board of Trustees. Trustees Emeritus may serve as consultants to the Board and may attend meetings of the Board, but shall not be counted for the purpose of determining a quorum, and shall not have any of the responsibilities or liabilities of a Trustee, nor any of a Trustee's rights, powers or privileges.

Section 9. Non-Liability of Trustees. The Trustees shall not be personally liable for the debts, liabilities or other obligations of the Corporation. The Corporation shall indemnify any person, acting in good faith on behalf of the Corporation, who was or is a party to, or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of this Corporation for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 10. Vacancies. Subject to Sections 5 and 6 above, as appropriate, vacancies on the Board of Trustees shall be elected by the Trustees holding office, even though they may constitute less than a quorum. Each person so elected shall serve as a Trustee for the unexpired portion of the vacated term.

Except as provided by Law, any Trustee may resign effective upon giving written notice to the CEO or CGO unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

The Board may declare vacant the office of a Trustee who has been declared legally incompetent or who has been convicted of a felony, or failure to attend three consecutive regularly scheduled Board meetings without notifying the CEO or CGO in advance of the meeting, as well as providing reasonable excuse for the absence. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to expiration of that Trustee's term of office.

Section 11. Removal of Trustees. Any Trustee may be removed by written notice, with or without cause, by a majority vote of the Board of Trustees.

ARTICLE III – OFFICERS

The Officers of the Board of Trustees shall be a Chief Executive Officer, Chief Administrative Officer, Chief Communications Officer, Chief Operations Officer, Chief Governance Officer and Chief Financial Officer, all of whom shall be Trustees. The Corporation may have such other Officers as may be elected by the Board of Trustees. The Officers shall be elected by a majority vote of the Trustees holding office. A Trustee cannot vote to elect him/herself as an Officer. Officers shall perform the duties provided in these Bylaws and such other duties as may be authorized or directed by the Board of Trustees. A different Trustee shall hold each Officer position.

Section 1. Election and Term. Officers shall typically serve terms of three (3) years, commencing at the close of the Annual Meeting at which they were elected and concluding at the close of the Annual Meeting at the end of their term.

Section 2. Removal. Any Officer may be removed by written notice, with or without cause, by a majority vote of the Board of Trustees.

Section 3. Vacancies. Any vacancy shall be filled by vote of the majority of the Trustees holding office, even though they may constitute less than a quorum. Each person so elected shall serve as an Officer for the unexpired portion of the term.

Except as provided by law, any Officer may resign effective upon giving written notice to the CEO or CGO unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

A vacancy shall be deemed to exist in the case of the death, resignation or removal of any Officer, or if an authorized Officer position is not filled. The Board may declare vacant the position of an Officer who has failed to attend three consecutive regularly scheduled Board meetings without notifying the CEO or CGO, in advance of the meeting, as well as providing reasonable excuse for the absence.

Section 4. Chief Executive Officer (CEO). The CEO of the Corporation, shall preside at all meetings of the Board of Trustees, and shall perform such other duties as pertain to the office. The CEO is the leader of the Executive Team.

Section 5. Chief Administrative Officer (CAO). The CAO shall perform the duties of the CEO if the CEO is absent or otherwise unable to act and shall perform such other duties as authorized or directed by the CEO, Executive Team, or Board of Trustees.

Section 6. Chief Communications Officer (CCO). The CCO shall perform the duties of the CEO if the CEO and CAO are absent or otherwise unable to act, and shall perform other duties as authorized or directed by the CEO, Executive Team, or Board of Trustees.

Section 7. Chief Operations Officer (COO). The COO shall perform the duties of the CEO if the CEO, CAO and CCO are absent or otherwise unable to act, and shall perform other duties as authorized or directed by the CEO, Executive Team or Board of Trustees.

Section 8. Chief Governance Officer (CGO). The CGO shall attest to the minutes of all meetings of the Board of Trustees and Executive Committee, and perform other duties as may be authorized or directed by the CEO or Board of Trustees in compliance with laws pertaining to California Domestic Nonprofit Corporations.

Section 9. Chief Financial Officer (CFO). The CFO shall prepare and maintain adequate and correct books of accounts. The CFO shall provide the oversight necessary to ensure that all money and securities of the Corporation are deposited as may be designated by the Board of Trustees. The CFO shall disburse funds of the Corporation as may be authorized or directed by the Board of Trustees, and shall render to the Board of Trustees statements of the financial condition of the Corporation at every Board of Trustees meeting and as requested. The CFO shall perform such other duties as authorized or directed by the CEO, Executive Team, or Board of Trustees.

ARTICLE IV – TEAMS (COMMITTEES, COMMISSIONS, ETC.)

Teams (Committees, Commissions, etc.) The Board of Trustees may establish Teams, Committees, Commissions or similar designations (hereinafter called “Teams”) for such purposes as it deems appropriate. These groups shall exist at the pleasure of the Board of Trustees and shall exercise only such powers as the Board of Trustees may delegate specifically to them, except such powers as may be prohibited by law.

Except as otherwise provided in these Bylaws, Teams' Leaders (Chairpersons or similar designations) and Team members shall be appointed by and serve at the pleasure of the Board of Trustees. Teams shall include a minimum of two (2) Trustees in addition to any other individuals. Those who are not Trustees may serve on Teams at the discretion of the Board of Trustees. At all Team meetings, a majority of the appointed Team members shall constitute a quorum for the transaction of business.

Teams' Leaders shall keep, or cause to be kept, minutes of all meetings. Minutes shall be approved at the subsequent Team meeting and shall be forwarded, after approval, to the CGO, who will cause the minutes to be preserved as part of the Corporation's permanent record.

Section 1. Executive Team. Between meetings of the Board of Trustees, the Executive Team shall have and exercise the authority of the Board of Trustees in the management of the Corporation and also shall have and exercise such powers and perform such specific duties as prescribed by the Board of Trustees or these Bylaws. The Executive Team shall be comprised only of the Officers. The quorum for Executive Team meetings shall be a majority of the Officers. Actions taken by a quorum of the Executive Team shall not require final approval by the Board of Trustees; however, notification of any actions shall be reported to the Board of Trustees. In particular, but without limiting the generality of this, the Executive Team shall have the following specific functions:

- a. To appoint and remove persons from such staff as may be deemed necessary to the Corporation's organizational structure and to determine such position descriptions and lines of authority.
- b. To appoint and establish the terms of service of independent contractors and consultants of the Corporation; to determine the functions, rights and duties of paid staff; and to direct and supervise paid staff in the performance of duties.

Section 2. Endowment Team. The corporation's Endowment Fund is made up of gifts (liquidated values), financial donations, and estate bequests, which are to be maintained and invested to create an income stream with a predetermined portion of fiscal-year investment-earnings percentage available for operating funds. To guard against inflation erosion, the remaining portion of investment return is reinvested to help ensure that the endowment maintains its purchasing power over time to support the corporation. The entire Endowment Fund shall include true endowment funds ("Unrestricted") and quasi endowment funds ("Restricted").

The Endowment Team shall consist of the corporation's CEO, CFO, and one other member appointed by Board of Trustees action. The Endowment Team is responsible for administering the Investment of Assets Policy as reviewed, modified, and adopted by action of the Board of Trustees.

ARTICLE V – OPERATIONS

Section 1. Compensation. No compensation shall be paid to Trustees for their services. No remuneration shall be paid a Trustee for services performed for the Corporation in any other capacity, unless the Board of Trustees unanimously adopts a resolution authorizing such remuneration before the services are rendered. Trustees may be reimbursed for duly authorized "out of pocket" expenses.

Section 2. Dispute Resolution. It is the intent of the Corporation to resolve disagreements and misunderstandings by conferences, hearings, and discussions in a non-adversarial, cooperative environment. If this is not possible, applicable disputes will be handled in conformance with the provisions contained in the California Civil Code.

Section 3. Annual Meeting. Unless the Board of Trustees specifies otherwise in a Notice to the Trustees, the Annual Meeting for the purpose of electing Trustees and Officers and for such other business as may be required, shall be held in June of every fiscal year (the end of the fiscal year).

Section 4. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times, dates and places, within the County of Orange, as determined by the Board of Trustees. At least four (4) such meetings shall be held during each fiscal year.

Section 5. Special Meetings. The CEO, the Board of Trustees, the Executive Team, or any three (3) or more Trustees may call special meetings of the Board of Trustees.

Section 6. Notice. Regular and special meetings may be held upon four (4) days' notice by first-class mail, or 48 hours' notice delivered personally or by telephone to each Trustee, including a voice messaging system or by electronic transmission by the Corporation. At a minimum, notices shall specify the meeting time, date, and place.

Section 7. Quorum. Except as otherwise provided in these Bylaws, a majority of the Trustees shall constitute a quorum of the Board of Trustees for the transaction of business, except to adjourn as provided in Section 8 of this Article. Every act or decision by a majority of the Trustees present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Trustees, unless a greater number be required by law, by the Articles of Incorporation, or by these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 8. Adjournment. A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section 9. Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice; or a written consent to holding the meeting; or approves the minutes thereof, whether before or after the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 10. Action Without Meeting. Any action of the Board of Trustees may be taken without a meeting if all of the Trustees agree in writing to such action. These written consents shall be filed with the minutes of the proceedings of the Board of Trustees.

Section 11. Minutes of Meetings. In accordance with California Domestic Nonprofit Corporation regulations, minutes shall be transcribed for all meetings and remain on file at the Corporation's principal office, (in paper and/or digital format) indefinitely.

ARTICLE VI – MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the first day of each July through the last day of the following June.

Section 2. Auditing. If a professional accounting firm routinely prepares the books of the Corporation, the books and records of the Corporation need not be audited. However, an audit may be performed upon a majority vote of the Board of Trustees. The audit report shall be placed on file and shall be available for inspection.

Section 3. Inspection of Records. The Bylaws, Articles of Incorporation, records and book of accounts, and minutes of public proceedings of the Board of Trustees shall be open for inspection at any reasonable time during regular office hours, and for purposes reasonably related to an individual's interest. Closed meeting topics shall not be open for public inspection, but may be released at the discretion of the Board.

Section 4. Execution of Documents. The Board of Trustees may, by resolution, authorize any Officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance as authorized by the Board of Trustees. No Officer, Trustee, agent nor other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount without prior authorization by the Board of Trustees.

Section 5. Contributions. The Corporation may accept or reject financial contributions.

Section 6. Gifts with Special Instructions. The Corporation may accept or reject gifts that are subject to special instructions from donors. Where a gift is made under an instrument containing provisions which require special handling of the principal of such gift or the earnings thereon, or both, the Board of Trustees may, in its discretion, establish a separate investment account or otherwise maintain an identification of such gift. The Corporation may use the gift/donation as the Board of Trustees deem appropriate for the operation of the Corporation, unless said gift/donation is gifted with conditions for its use.

Section 7. Disposition and Encumbrance of Assets. Subject to the provisions in any instrument pertaining to a gift to the Corporation, the Board of Trustees in its discretion, may sell, exchange, dispose of, pledge, or otherwise encumber the gifted property.

Section 8. Donors. Donors shall be classified and recognized in accordance with the contributions listed below.

- (a) **Affiliate** — Storage of material in the Corporation's archives by any club or organization located in or around the City of Laguna Woods, is an Affiliate upon paying an annual fee as determined by the Board of Trustees. An Affiliate may become a Patron upon dissolution of their organization by donating related archival materials to the Corporation via accession documentation.
- (b) **Patron** — Any business, professional organization or individual making a contribution.

Section 9. Vesting of Title. Title to all property of the Corporation at all times shall be vested in the Corporation and any documents of title shall show the Corporation as owner. No property of the Corporation may be used for any purpose except as set forth in the Articles of Incorporation.

Section 10. Acquisition of Property. Property may be acquired by any method authorized in the Articles of Incorporation. Any gift of personal property, other than money or securities, from an individual donor, shall be evidenced by a deed of gift and accepted in accordance with policy set forth by the Board of Trustees.

Section 11. Disposition of Property. Property of the Corporation may be disposed of as authorized or directed by the Board of Trustees.

Section 12. Endorsements of Documents and Contracts. Subject to the provisions of applicable Law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed and entered into between the Corporation and any other person, when signed by any two (2) of the Officers shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing Officer had no authority to execute the same. Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Trustees, and unless so authorized by the Board of Trustees, no Officer, Trustee, agent, employee, nor volunteer shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render the Corporation liable for any purpose or amount.

Section 13. Representation of Investment Shares of Other Corporations. The CEO or any other Officer(s) authorized by the Board of Trustees are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such Officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said Officer.

ARTICLE VII – AMENDMENT(S) TO BYLAWS

Amendment(s). After written notice to the Board of Trustees four (4) days prior to the meeting these Bylaws, or any part thereof, may be amended, modified or repealed, or new Bylaws may be adopted, by two-thirds of the Trustees holding a position. Any amendment to these Bylaws and date of amendment shall be reflected on a copy of such Bylaws kept at the principal office of the Corporation. These Bylaws may also be amended by unanimous written consent of the Board of Trustees as provided in Section 10 of Article V of these Bylaws.

ARTICLE VIII - MISCELLANEOUS

Section 1. Number and Gender. Number and gender as used in these Bylaws extend to and include both singular and plural and all genders as the context and construction may require.

Section 2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Domestic Nonprofit Corporation regulations shall govern the construction of these Bylaws.

Section 3. Emergency Provisions. During any emergency resulting from a natural disaster or attack, which effects the operation of the Corporation, Officers and Trustees, not otherwise encumbered by said emergency, may come together and reorganize for purposes of conducting business related to the emergency and ongoing operation of the Corporation. As the state of emergency eases, this Emergency Provision shall be deemed no longer in effect and further business will revert to the structure laid out in these Bylaws.

Section 4. Conflict of Interest. Whenever a Trustee or immediate family member thereof, has a financial or personal interest in any matter coming before the Board of Trustees, the affected Trustee shall fully disclose the nature of the interest and withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Trustees determine that it is in the best interest of the Corporation to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval. A Trustee's failure to reasonably disclose a potential conflict of interest may result in immediate removal from the Board of Trustees.

ATTEST:


Chief Governance Officer

Date Approved

