

LAGUNA WOODS HISTORY CENTER

*California Nonprofit Public Benefit Corporation # 830634
(Federal) Tax Identification Number 95-3213797*

BYLAWS

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BYLAWS

ARTICLE I – INTRODUCTION

Section 1. Name and Principal Office. These Bylaws are adopted as the rules for regulating and managing the Laguna Woods History Center, so renamed and reregistered with the California Secretary of State on April 17, 2015, and originally incorporated on October 24, 1977, as the Leisure World Historical Society of Laguna Hills, California, Inc., which qualifies as an educational charity under Internal Revenue Code §501(c)(3).

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

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

Section 3. Duration and Dissolution. The Corporation shall have perpetual existence. If there is to be the dissolution of the Corporation, any assets lawfully available shall be distributed upon the affirmative vote of two-thirds of the then-sitting Trustees to one or more organizations qualifying as educational charities under Internal Revenue Code §501(c)(3), or under any corresponding provision of any successor regulation, of which said organization(s) have a purpose similar to the Corporation being dissolved.

Section 4. Members. The Corporation shall have no members. However, the 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 people vested with the powers to manage the business and affairs of the Corporation. A Trustee will stand in a fiduciary relation to the Corporation and will perform duties pursuant to the purpose of the Corporation. Trustees have the responsibility and authority to participate actively in the Corporation's operation, including but not limited to moving, seconding, 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. Trustees of the Board shall have one vote each.

Section 4. Terms of Office - Trustees. Trustees shall serve terms of three (3) years. They may be re-elected for successive terms.

Terms shall be staggered so the three-year terms for five or fewer Trustees end at the opening of each Annual Meeting, creating vacancies for election or re-election to new three-year terms to begin at the close of each Annual Meeting. A Trustee may be elected to fill a vacancy that expires in less than three years at the Board of Trustees' discretion to meet the annual one-third election cycle defined herein.

Section 5. Nomination of Trustees. The Nominating Team, elected by a 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 by 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 near the end of each fiscal year, the Board shall elect the number of Trustees equal to or less than the number of vacant seats. Candidates to be considered for election shall include only those nominated by these Bylaws. A slate of nominees may be elected by acclamation. At least one (1) week before the Annual Meeting, the CGO shall email a list of candidates standing for election or re-election to the Board.

Section 7. Trustee(s) Emeritus. Trustee 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 pursuant to the purpose of the Corporation warrant such honor upon retirement from the Board of Trustees. Trustees Emeritus may serve as Board consultants and may attend Board meetings. Trustees Emeritus shall not be counted to determine a quorum, shall not move, second, or vote, and shall not have any of the privileges or liabilities of a Trustee. The designation may be rescinded by a Board vote.

Section 8. Non-Liability of Trustees. The Trustees shall not be personally liable for the Corporation's debts, liabilities, or other obligations. 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 because such person is or was an agent of this Corporation for expenses, judgments, fines, settlements, and other amounts incurred by the proceeding.

Section 9. Vacancies. Subject to Sections 5 and 6 above, as appropriate, vacancies on the Board of Trustees shall be elected by a majority of the Trustees holding office. 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 failed to attend three (3) consecutive regularly scheduled Board meetings without notifying the CEO or CGO in advance of the meeting. No reduction of the authorized

number of Trustees shall have the effect of removing any Trustee before the expiration of that Trustee's term of office.

Section 10. 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 Communications Officer, Chief Governance Officer, and Chief Financial Officer, all of whom shall be Trustees. The Officers shall be elected by a majority vote of the Board of Trustees. Officers shall perform the duties provided in these Bylaws and such other duties pursuant to the purpose of the Corporation as may be authorized or directed by the Board of Trustees. A different Trustee shall hold each Officer position.

Section 1. Elections and Terms. 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 opening 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 Officer vacancy shall be filled by a majority vote of the Board of Trustees. Each person so elected shall serve as that 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 any Officer's death, resignation, or removal, or if an authorized Officer position is not filled. The Board may declare vacant the position of an Officer who failed to attend three (3) consecutive regularly scheduled Board meetings without notifying the CEO or CGO in advance of the meeting.

Section 4. Chief Executive Officer (CEO). The CEO shall lead and ensure apolitical local history conservation by the Corporation, shall lead planning for the Corporation's future, shall preside over meetings of the Board of Trustees, and shall perform all duties in accordance with the purpose of the Corporation as defined herein. The CEO is the leader of the Operations Team.

Section 5. Chief Communications Officer (CCO). The CCO shall write and submit historical content for publication, shall make oral historical presentations as requested, shall perform the duties of the CEO when unable, and shall perform other duties pursuant to the purpose of the Corporation as authorized or directed by the CEO, Operations Team, or Board of Trustees.

Section 6. Chief Governance Officer (CGO). The CGO shall attest to and maintain the Corporation's printed and digital records including but not limited to agendas, minutes, financials, and Bylaws, and shall perform other duties pursuant to the purpose of the Corporation as may be authorized or

directed by the CEO, Operations Team, or Board of Trustees in compliance with laws and regulations about California Domestic Nonprofit Corporations.

Section 7. Chief Financial Officer (CFO). The CFO shall maintain financial records for the Corporation to ensure the Corporation's money and securities are deposited as designated by the Board of Trustees. The CFO shall disburse funds to meet the Corporation's financial obligations and shall present current financial reports for the Corporation at Board of Trustees meetings subject to approval. The CFO shall provide Fiscal Yearend records for the Corporation's Certified Public Accountancy to file tax returns. The CFO shall perform other duties pursuant to the purpose of the Corporation as authorized or directed by the CEO, Operations Team, or Board of Trustees.

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

The CEO may appoint Teams, Committees, Commissions, or similar designations (hereinafter called "Teams") for such purposes as deemed appropriate. These groups shall exist or cease to exist at the pleasure of the Board of Trustees and shall exercise such powers as the Board of Trustees may allow them, except such powers as prohibited by law.

Except as otherwise provided in these Bylaws, Team Leaders (Chairpersons or similar designations) and Team members shall be appointed by the CEO 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. Team Leaders shall report all Team recommendations to the Board of Trustees for consideration.

Section 1. Operations Team. Between meetings of the Board of Trustees, the Operations Team shall have and exercise the authority of the Board of Trustees in the management of the Corporation and shall have and exercise such powers and perform such specific duties as prescribed by the Board of Trustees or these Bylaws.

The Operations Team shall be comprised only of the Officers. Actions taken by the Operations Team shall not require final approval by the Board of Trustees; however, actions shall be reported to the Board of Trustees.

Without limiting the generality of this, the Operations Team shall have the following specific functions:

- (a.) To appoint and remove people from volunteer staff as may be deemed necessary for the Corporation's organizational structure, historical preservation and conservation functions, 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 any paid staff; and, to direct and supervise any paid staff in the performance of duties.

Section 2. Endowment Team. The Corporation's Endowment Fund is made up of gifts (liquidated values), financial contributions, and estate bequests, which are to be maintained and invested to create a designated income stream for operating funds according to fiscal year budgets approved by the Board of Trustees. To guard against inflation erosion, the remaining portion of investment returns are to be reinvested to help ensure that the endowment maintains purchasing power to support the Corporation.

The Endowment Team shall consist of the Corporation's CEO, CFO, and one other team member confirmed by a majority vote of the Board of Trustees. The Endowment Team is responsible for administering the Investment of Assets Policy as reviewed, modified, and adopted by a majority vote of the Board of Trustees.

ARTICLE V – OPERATIONS

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

Section 2. Dispute Resolution. The Corporation intends to resolve disagreements and misunderstandings through 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 to elect Trustees and Officers and for such other business as may be required shall be held in June of every fiscal year on or before June 30 which is fiscal yearend.

Section 4. Regular Meetings. Regular meetings of the Board of Trustees shall be held on such dates, times, 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 Operations Team, or any three (3) or more Trustees may call Special Meetings of the Board of Trustees.

Section 6. Notice. Regular meetings shall be scheduled in advance for the fiscal year and confirmed one week in advance of each meeting by email. Cancellation of meetings will be confirmed by email. Special meetings may be held upon 48 hours' notice by telephone. At a minimum, notices shall specify the meeting date, time, 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 any Trustee(s) provided any action taken is approved by at least a majority of the required quorum for such a 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 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 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. According to California Domestic Nonprofit Corporation regulations, minutes shall be transcribed for all meetings and remain on file at the Corporation's principal office, in printed and digital format indefinitely.

ARTICLE VI – MANAGEMENT

Section 1. Fiscal Year. The Corporation's fiscal year 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 taxes for 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, printed records, financial reports, 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 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, or other person shall have any power or authority to bind the Corporation by any contract or engagement 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. Donations with Special Instructions. The Corporation may accept or reject donations that are subject to special instructions from donors. Where a donation is made under an instrument containing provisions requiring special handling of such donations or the earnings therefrom, the Board of Trustees may establish a separate investment account or otherwise maintain the donation's identification. The Corporation may use the donation as the Board of Trustees deems appropriate for the operation of the Corporation unless said donation is made with conditions for its use.

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

Section 8. Donors. Donors shall be classified and recognized by their donations as listed below:

- (a.) **Affiliate** — Any club or organization in the locale of Laguna Woods storing collections in the Corporation's archives is an Affiliate upon paying an annual fee approved by the Board of Trustees.
- (b.) **Partner** — Any business, organization, or individual is a Partner upon paying an annual fee after the applicant has been vetted and approved by the Board of Trustees.
- (c.) **Grantor** — Any person or organization donating physical collections or digital collections to be accessioned via Deed of Gift is a Grantor.
- (d.) **Contributor** — Any person or organization making financial contributions.

Section 9. Vesting of Title. Title to all property of the Corporation always 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 outlined in the Articles of Incorporation.

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

Section 11. Disposition of Property. The 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 another 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 authorized by the Board of Trustees shall be valid and binding on the Corporation. Unless specifically authorized by the Board of Trustees, no Officer, Trustee, agent, paid employee, or unpaid volunteer shall have any power or authority to bind the Corporation by any contract or engagement, 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) approved by the Board of Trustees are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any 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

After emailing a proposed draft to each Trustee one (1) week before the next Board 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 adopted amendment to these Bylaws and the

date of the amendment shall be reflected on a copy of such Bylaws kept at the Corporation's principal office. 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

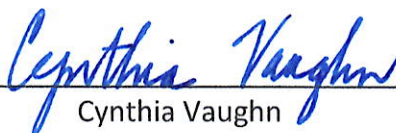
Section 1. Number and Gender. Number and gender as used in these Bylaws extend to and include both singular and plural and all genders as the context and construction may require.

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, that affects 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 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 Corporation's best interest 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 disclose a potential conflict of interest may result in immediate removal from the Board of Trustees.

Adopted by Board of Trustees: October 13, 2023
Date

ATTEST: 
Cynthia Vaughn
Chief Governance Officer