

THE EBELL CLUB OF ANAHEIM BYLAWS

ARTICLE I

This organization shall be known as "THE EBELL CLUB OF ANAHEIM." The Club is a 501(c) (3) non-profit corporation with the Federal Tax Identification Number 95-0700746.

ARTICLE II

Object

The object of this Club is the advancement of all lines of general culture and promotion of the best interests of the community

ARTICLE III

Meetings

Section 1. The regular business meetings of The Ebell Club of Anaheim shall take place on the first Monday of each month excepting the months of July and August unless otherwise ordered by the Board of Directors.

Section 2. Regular meetings of the Board of Directors shall be determined by the Board. Special meetings may be called by the President of the Club or any six (6) members of the Board of Directors.

Section 3. Not fewer than twenty-five percent (25%) of the members shall constitute a quorum for meetings of Ebell Club. Not fewer than fifty percent (50%) of the Board members plus one (1) shall constitute a quorum for meetings of the Board of Directors.

Section 4: In the absence of a quorum at any meeting or in the case of an emergency, votes may be taken electronically or by telephone. All votes shall be provided within five (5) days of the request. The President or committee chair shall obtain votes from at least fifty percent (50%) plus one (1) of the members of the Board or committee.

ARTICLE IV

Membership

Membership shall not be limited. Information about new members shall be presented to the Board of Directors along with the entrance fee and annual dues by the Second Vice President (Membership). Dues for new members joining after December shall be one-half ($\frac{1}{2}$) of the current dues.

ARTICLE V

Officers

Section 1. The elected officers of this Club shall be President, First Vice President (Dean), Second Vice President (Membership), Third Vice President (Sections), Recording Secretary, Treasurer, Financial Secretary, House Chairman, Special Events Chairman, and two Trustees. No Board member shall serve in more than one elected capacity on the Board of Directors.

Section 2. The Trustees shall consist of two (2) members. The President shall automatically become a member and be the Chairman.

ARTICLE VI

Duties of Officers

Section 1. The President shall be President of the Corporation. The President shall preside at all meetings of the Ebell Club, call special meetings, appoint the Endowment Advisor and those Chairmen of Standing Committees that are not elected, as well as all Standing Committees and Federation Chairmen, and be Chairman of the Board of Directors and the Trustees. The President shall be an ex-officio member of all Committees with the exception of the Nominating Committee. The President shall be responsible for compiling and obtaining printing of the yearbook. The President shall counter-sign checks and perform all other duties of the office. The President and Recording Secretary shall take an annual inventory of the safe. None of the material in the safe is to be removed. If a copy of any item in the safe is needed, a Board Member will make a copy and the item returned immediately to the safe.

Section 2. In the absence of the President, the President's duties shall be assumed by the Vice Presidents in the order of their rank. In case of a vacancy in the office of President, the First Vice President (Dean) shall immediately assume the duties of President.

Section 3. The First Vice President shall serve as Dean of Federation Chairmen and shall supervise and instruct chairmen in compiling Federation reports. The First Vice President shall assist the President in compiling the yearbook and assume other responsibilities as requested by the President.

Section 4. The Second Vice President shall be Membership Chairman and shall have charge of the duties of the Membership Committee. The

Second Vice President shall keep a membership file with correct addresses of new members and assist the President in compiling the yearbook. The Second Vice President shall convey pertinent information about new members to the *Ebellaire* Editor. The Second Vice President shall develop a comprehensive membership program and conduct an orientation for new members. The Second Vice President shall be responsible for all needed name tags.

Section 5. The Third Vice President shall be in charge of all Club Sections, receive applications for the formation of new Sections, and upon approval of the Board of Directors shall conduct the organizational meetings of the same. The Third Vice President shall be informed as to the general character of the activities of each section and report at each meeting of the Board of Directors.

Section 6. The Recording Secretary shall be Secretary of the Corporation. The Recording Secretary shall keep the seal of the Corporation and affix the same to all duly executed instruments that may require it. The Recording Secretary shall keep a record and give a monthly report of the proceedings of the Club and the Board of Directors. The Recording Secretary shall be prepared to read, on call, the record of any of the previous meetings. At the end of the club year the Recording Secretary shall give the Treasurer the minutes of the Board of Directors, which shall be submitted, along with the Treasurer's books, for review. The President and Recording Secretary shall take an annual inventory of the safe. None of the material in the safe is to be removed. If a copy of any item in the safe is needed, a Board Member will make a copy and the item returned to the safe. The Recording Secretary shall ensure that all insurance policies, signed contracts and other legal documents are filed in the Clubhouse. The Recording Secretary along with the Treasurer shall oversee Clubhouse hall rental contracts and make reports to the Board. The Recording Secretary shall be a member of the Audit Committee. The Recording Secretary shall be responsible for ordering club stationery with Board approval. The Recording Secretary shall file all pertinent correspondence. The Recording Secretary shall read correspondence at General and Board meetings.

Section 7. (a) The Treasurer shall be the Treasurer of the Corporation. The Treasurer shall receive and give receipts for money due and payable to the Corporation as needed. The Treasurer shall deposit all monies in such bank or banks as directed by the Board of Directors.

The Treasurer shall pay all bills authorized by the Board and keep an accurate account of all receipts and disbursements of the Corporation. The Treasurer shall pay all tax bills and insurance premiums when due. All checks authorized by the Board of Directors shall be signed by any two of the following: President, Recording Secretary, or Treasurer. The Treasurer shall make a monthly and yearly report of the condition of finances of the Corporation to the Club and to the Board of Directors. The Treasurer, along with the House Chairman, shall oversee Clubhouse hall rental contracts and make reports to the Board. The Treasurer shall keep a record of estimated quarterly payments to the state and the IRS and work with the accountant. The Treasurer shall meet semiannually with the Audit Committee. At the end of the Club year the Treasurer shall submit for review the Club's books and records to an accountant who has been approved by the Board of Directors. The Treasurer shall be furnished an adequate bond, filed with the Recording Secretary. The expense of the bond shall be defrayed by the Club. The Treasurer shall chair the Budget Committee.

(b) An Endowment Advisor shall be appointed by the President to confer with the Treasurer on the investment and management of monies received by the Club in the form of bequests, endowments or trusts. Before appointment, the prospective advisor shall be interviewed about knowledge of financial matters by the President and the Treasurer. The Endowment Advisor shall provide the Board with an update on all financial performances of investments, as needed. No financial transactions shall occur without the Board's approval.

Section 8. The Financial Secretary shall assist the Treasurer. The Financial Secretary shall issue membership cards upon payment of dues and keep a current and accurate account of members in good standing. The Financial Secretary shall assist the President and First Vice President (Dean) in compiling the yearbook. The Financial Secretary shall be Chairman of the Audit Committee.

Section 9. The House Chairman shall supervise the maintenance and necessary repairs of the Clubhouse and the club's rental house as well as the upkeep of the grounds surrounding the Clubhouse. The House Chairman shall be the contact person for questions concerning Clubhouse hall rentals. The House Chairman and the House Committee shall be responsible for purchasing supplies as needed and taking inventory once a year. The House Chairman shall arrange for the cleaning of the hall and request payment for the cleaning personnel.

This Chairman and House Committee shall be responsible for opening and closing the Clubhouse and parking lot gates for all general meetings.

Section 10. The Special Events Chairman shall devise ways and means of sustaining the financial affairs of the Club. Fundraising monies earned go through the general account. The Board of Directors shall direct the dispensing of the funds. The House Chairman and the Special Events Committee shall be responsible for opening and closing the Clubhouse and parking lot gates for all special events as necessary. The Special Events Chairman shall be a member of the Audit Committee.

Section 11. The President, First Vice President (Dean), Recording Secretary, Treasurer, Financial Secretary, Special Events Chairman, Endowment Advisor, and the Admissions Chairman are to be bonded at club expense.

Section 12. Corporate records of officers other than the Treasurer shall at the end of their term be turned back to the Ebell Club within thirty (30) days – no later than June 30th. Records of the Treasurer shall be turned over to an accountant for review and preparation of tax returns within sixty (60) days– no later than July 31st. Upon receipt of the records from the accountant, the Treasurer shall then turn them over to the club within thirty (30) days. Records shall be kept in locked cabinets in the Clubhouse.

ARTICLE VII

Nominating Committee and Elections

Section 1. The Nominating Committee shall consist of five (5) members plus two (2) alternates. The immediate Past President shall be Chairman. One member and an alternate shall be elected by the Board of Directors in January, and three (3) members and their alternate shall be elected by the General Membership at the regular meeting in February. This Committee shall report at the regular meeting in March. In the event that the immediate Past President is unavailable, another past president shall be elected by the Board of Directors to serve as Chairman.

Section 2. No member shall serve on the Nominating Committee two (2) consecutive years. The Chairman of the Nominating Committee shall be a past president. Any member nominated for the Nominating Committee must be present and give consent to serve if elected.

Section 3. Nominees for the office of President shall have served on the Board of Directors at least two (2) years. Nominees for other offices shall have been a member of the Ebell Club of Anaheim for at least one year.

Section 4. The Trustees shall consist of two (2) members, at least one of whom shall be a past president.

Section 5. The Nominating Committee shall announce the Nominees for the Board of Directors at the March General Meeting. Members may nominate from the floor candidates whose names do not appear on the list of the Nominating Committee. The candidates must be present and give consent to serve if elected

Section 6. Election of Officers and Trustees for the ensuing year shall be held at the first General Meeting in April at the regular meeting of the Club. If a General Meeting is unable to be held, election may be conducted by ballot electronically and/or by mail.

Section 7. A majority of all votes cast shall be necessary for election. Should there be only one candidate nominated for election to each office, the election shall be by voice vote. With more than one candidate, election shall be by ballot.

Section 8. All Officers shall be elected for a term of one year. They shall assume their duties on June 1st and installed at the next General Meeting.

Section 9. No member shall be eligible for the same office for more than two consecutive terms unless approved by the Board of Directors.

ARTICLE VIII Dues and Fees

Section 1. (a) Annual membership dues as well as an initial entrance fee for new members shall be required. These shall include the amounts required for District, State and National dues and fees. A member is expected to support fundraisers.

(b) The President's dues shall be paid from the yearly allotment budgeted for President's expenses.

(c) The dues of the Treasurer shall be paid by the Ebell Club of Anaheim.

Section 2. Dues are payable by June 1 of each year and delinquent by October 1. Payment after October 1 shall require a reinstatement fee.

Section 3. A member in good standing who has resigned and been off the membership list for not more than two years may be reinstated by

the sanction of the Board and the payment of current dues and a reinstatement fee.

ARTICLE IX Board of Directors

Section 1. The Board of Directors shall consist of at least eleven (11) officers, which includes the two (2) Trustees.

Section 2. A Parliamentarian shall be appointed by the President and attend the Board meetings. The Parliamentarian shall act as advisor to the President and Ebell Club upon points of parliamentary law. The Parliamentarian shall be Chairman of the Bylaws Committee. The Parliamentarian shall keep records of members who are ineligible to serve as a member of the Nominating Committee. The Parliamentarian shall call the first meeting of the Nominating Committee.

ARTICLE X Powers and Duties of Board of Directors

Section 1. The powers of this Corporation, except as herein otherwise provided by the bylaws, are vested in the Board of Directors.

Section 2. The Board shall manage and control the Corporation as provided by these bylaws, and make such rules and regulations as are consistent with these bylaws and the laws of the State of California as they deem necessary.

Section 3. The Board shall fix and locate from time to time the office of the Corporation and adopt, make, and use the corporate seal, and alter the form of such seal from time to time as in their judgment it may be deemed best. They shall have power to borrow money and incur indebtedness for the purpose of the corporation. The same shall apply to those who execute and deliver, therefore, in the corporate name, promissory notes, bonds, deeds of trust mortgages, pledges, and other evidence of debts and securities, and generally to do and perform every act and thing whatsoever that may pertain to the office and powers of the Board of Directors.

Section 4. The Board shall have general supervision of all interests of the Club. They shall dictate the policies of the use of the Clubhouse. They shall ratify the appointment of those Chairmen of Standing Committees who are appointed by the President. They shall authorize payment of bills and receive names of new members. They shall

approve all proposed amendments to the bylaws or standing rules prior to such being submitted to the membership.

Section 5. Any vacancy occurring on the Board except that of President (otherwise provided for in these bylaws) shall be appointed by the President and approved by the Board of Directors.

Section 6. The Board shall have the power to select and/or remove, at pleasure, all the agents and employees of the Corporation, prescribe such duties for them as may be consistent with these bylaws and the laws of the State of California, and fix their compensation.

Section 7. All members of the Board are obligated to attend all Board meetings during one year either in person or electronically unless excused. If a member of the Board has two unexcused absences during the club year, the President shall appoint a replacement with approval of the Board.

ARTICLE XI

Powers and Duties of Trustees

Section 1. The Trustees shall act as advisors to the Board of Directors. They shall be assigned specific tasks by the Board. They shall then research and recommend their findings to the Board. They shall work with the House Chairman to get three or more bids on major purchases, repairs, and remodels for the club and rental houses.

Section 2. The Trustees shall oversee any financial considerations involving the rental at 216 N. Helena and make recommendations to the Board as to necessary actions.

Section 3. A meeting of the Trustees may be called by the President of the Corporation or by the two (2) Trustees, with both Trustees in attendance.

ARTICLE XII

Chairmen of Standing Committees

Section 1. Elected Chairmen of Standing Committees shall be: Audit (Financial Secretary), Budget (Treasurer), House, Membership and Special Events.

Section 2. Appointed Chairmen of Standing Committees shall be: Admissions, Amenities/Hospitality, Bylaws (Parliamentarian), *Ebellaire* Editor, General Luncheon, Program, Public Relations, Spiritual Values, and Telephone.

ARTICLE XIII

Committees

Section-1. The Audit Committee shall consist of the Financial Secretary (Chair), Admissions and Special Events chairs, and Recording Secretary. They shall meet with the Treasurer semiannually to review Budget and Account Balance reports and shall report their findings to the Board.

Section 2. The Budget Committee shall consist of the Treasurer (Chair), House Chairman, and Endowment Advisor. They shall prepare a proposed budget for the ensuing year to be presented at the July Board Meeting for approval, and then at the regular meeting in September for adoption by the members.

Section 3. (a) The House Committee shall be composed of the House Chairman and six members. The House Committee, with the approval of the Board of Directors, shall have charge of the operation of the Clubhouse and supervise purchases for it. Non-budgeted purchases, repairs, or remodels shall be overseen by the Trustees and approved by the Board of Directors. The Committee shall be responsible for opening and closing the Clubhouse and the parking lot gates for all General Meetings.

(b) The Chairman hosting any Ebell event shall be responsible for contacting the House Chairman to arrange for the setting up and taking down of the tables and chairs for the event. This shall be done at least one week prior to the event. The Chairman and committee shall be responsible for opening and closing the clubhouse and parking lot gates.

Section 4. The Membership Committee shall receive the names of new members. They shall assist the Second Vice President (Membership Chair) in developing a comprehensive membership program and conducting an orientation for new members.

Section 5. The Special Events Committee shall assist the Special Events Chairman in planning ways and means of raising funds for the Club.

Section 6. The Admissions Committee shall take reservations for luncheons and dinners, collect monies for reservations, and give these funds to the Treasurer. They shall maintain the Guest Book. The Chair shall be a member of the Audit Committee.

Section 7. The Amenities/Hospitality Chairman shall assist the President with monthly seating arrangements, the preparation of place cards, and removing and replacing the club banner, E. Kate Rea picture,

flag and microphone. The Amenities/Hospitality Chairman shall be responsible for greeting and escorting special guests to their seats and attending to their special needs.

Section 8. The Bylaws Committee shall assist the Bylaws Chairman (Parliamentarian) in reviewing the Bylaws and proposing changes.

Section 9. The *Ebellaire* Editor shall produce the club newsletter monthly, attend to any required communications pertaining to the function of the newsletter and be responsible for mailing or sending the *Ebellaire* to members. The Editor shall keep a current list of names and addresses of the members.

Section 10. (a) The General Luncheon Chairman shall supervise the Luncheon Chairmen, Luncheon Committees, Decorations Chairmen and Greeters.

(b) The Luncheon Chairmen and Luncheon Committees shall be responsible for setting the tables for the general meeting as well as cleaning up after the meeting and other duties assigned by the Board.

Section 11. The Program Committee shall assist the Program Chair in the selection of programs for regular meetings. Proposed programs shall be presented to the Board for approval preferably before the July Board meeting to allow inclusion in the yearbook.

Section 12. The Public Relations Chairman shall take charge of all publicity and shall present the aims and accomplishments of the Ebell Club through general public communications.

Section 13. The Spiritual Values Committee shall assist the Spiritual Values Chairman in sending cards to members who are ill or bereaved and arranging for the placement of books in the Anaheim Public Library in memory of deceased members.

Section 14. The Telephone Committee shall contact members to relay special announcements.

Section 15. Section Leaders, Federated Chairmen, and Standing Committee Chairmen, elected and appointed, shall keep records of their year's work and turn same over to their successors at the end of the club year.

Section 16. Such other committees, standing or special, shall be appointed by the President and approved by the Board of Directors as they deem necessary from time-to-time to carry on the work of Ebell Club.

ARTICLE XIV

Fiscal Year

The fiscal year shall be from June 1st through May 31st of the following year.

ARTICLE XV

Parliamentary Authority

Roberts' Rules of Order Newly Revised shall govern Ebell Club in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Club may adopt.

ARTICLE XVI

Amendments

The bylaws may be amended at any regular meeting of the Club by a two-thirds vote of the members present and voting, provided the proposed amendment has been submitted in writing at least 30 days in advance of voting.

ARTICLE XVII

Dissolution

All property owned by the corporation is and shall be irrevocably dedicated to the purpose for which the corporation was formed and is existing. Upon liquidation, dissolution or abandonment of a corporation, such property and assets shall be distributed to a non-profit organization under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1969 revised.

Approved: October 5, 2020