



BYLAWS OF THE EBELL OF LOS ANGELES

Approved March 20, 2024

ARTICLE I Name and Location

Section 1. Name

The name of this Corporation shall be “The Ebell of Los Angeles” (herein, “the Corporation or “The Ebell”).

Section 2. Offices

The Corporation’s principal office shall be in Los Angeles, California.

Section 3. Fiscal Year

The Corporation’s fiscal year shall begin on July 1 and run through June 30 of the following calendar year.

ARTICLE II Purpose

Section 1. Mission

The mission of The Ebell of Los Angeles is to inspire women and build community through arts, culture, education, service, and stewardship of our historic campus and collections.

Section 2. Dedication of Assets

The properties and assets of the Corporation are irrevocably dedicated to public benefit and/or charitable purposes.

Section 3. Charter Day

The fourth Monday of October of each year shall be known as CHARTER DAY, commemorating the organization of The Ebell on October 27, 1894.

ARTICLE III Membership

Section 1. Eligibility

Membership shall be open to any person aged 21 or older who supports the purpose of The Ebell as set forth in Article II, Sections 1 and 2 of these Bylaws.

Section 2. Classes of Membership

The Board may create such categories of membership as it deems necessary from time to time.

Section 3. Membership Guidelines

- a) Only regular and life members shall have the right to vote and to serve on the Board, and to chair committees and events.
- b) Regular members shall receive the right to vote on the first anniversary of their election to membership in accordance with the Policies regarding membership.
- c) No membership or right arising from membership is transferable.
- d) All memberships are annual, subject to renewal, except life memberships.
- e) All members are required to adhere to the Code of Conduct of The Ebell, which is deemed by this reference to be part of these Bylaws.
- f) No member or committee may incur indebtedness on behalf of The Ebell without the express authorization of the Board.
- g) Membership may be resigned pursuant to the procedures set forth in the Policies.
- h) Removal of members shall be governed by the procedures set forth in the Policies and by the provisions of California Corporations Code Section 5341.

ARTICLE IV Board of Directors

Section 1. General Powers

The activities and affairs of the Corporation shall be exercised by or under the direction of the Board pursuant to California Corporation Code Section 5210.

Section 2. Number of Members

The Board shall consist of not less than fifteen (15) nor more than twenty-one (21) members, including the officers as set forth in Article V, unless changed by amendment to these Bylaws. The number of Board members may be decreased, but no decrease shall have the effect of shortening the term of an incumbent member.

Section 3. Eligibility

To be eligible for appointment to the Board, a candidate must have been a regular member or life member of The Ebell in good standing for at least two (2) years by June 30 of the year in which she is elected or appointed and must agree to abide by these Bylaws and the Policies of The Ebell regarding Board service.

Section 4. Compensation

Board members shall serve without compensation but may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

Section 5. Term of Service

- a) Board members shall serve a term of three (3) years commencing July 1 of the year of election and ending June 30 of the third year thereafter. Terms shall be staggered.
- b) No person shall serve more than twelve (12) consecutive years on the Board in any capacity. A Board member who has served for twelve (12) consecutive years may be eligible to serve on the Board again after a hiatus of three (3) years (i.e., the length of a single term).

Section 6. Interested Persons as Board Members

- a) Any Board member who becomes an Interested Director, as defined in California Corporations Code Section 5233(a), shall recuse herself from the discussion and

vote on the matter in which she has an interest. Such recusal shall not affect the existence of a quorum.

- b) Any other provision of these bylaws notwithstanding, not more than 49 percent of Board members may be interested persons as defined in California Corporations Code Section 5227(b).

Section 7. Duties and Authority of Board Members

- a) Each Board member shall serve as a member of one (1) or more committees. Board members shall have such other duties as may be determined by the Board and as set forth in these Bylaws and in the Policies.
- b) The Board is hereby authorized to hire an Executive Director and to authorize the Executive Director to engage paid personnel as may be required to operate The Ebell pursuant to the mission set forth in these Bylaws and in the best interests of the membership and the Corporation.
- c) The Board is hereby authorized to adopt policies and rules of procedure not in conflict with these Bylaws.
- d) The Board may create or change such committees other than standing committees as may be required to transact the business of The Ebell.
- e) Board members shall attend regular and special meetings of the Board called by the Board President.
- f) All Board members shall sign the Conflicts of Interest Policy of The Ebell and disclose to the Board any known actual or potential conflicts of interest.

Section 8. Action Taken Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting as provided in California Corporations Code Section 5211(b).

Section 9. Removal, Resignation and Vacancies

- a) Removal: Any Board member may be removed by a vote of the membership of The Ebell pursuant to the processes set forth in these Bylaws and in the Policies. Any Board member may be removed without cause by a vote of a majority of the membership at a special meeting called by the Board for that purpose or at a regular meeting (see California Corporations Code Section 5222). Any person removed from the Board will not be eligible to serve on the Board again for five (5) years following said removal.

- b) Removal for unexcused absence: Any Board member who has two (2) unexcused absences from Board meetings during a single term of office will be subject to removal by vote of a majority of Board members. An unexcused absence is defined as one as to which the absent Board member has not notified the Board President or Vice President within twenty-four (24) hours before or after the start of the meeting.
- c) Resignation: Any Board member may resign at any time by giving written notice to the Board, the Board President or the Executive Director. Any such resignation shall take effect as of the date of receipt of such notice or at any later date specified therein, and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.
- d) Vacancies: Any vacancy occurring on the Board may be filled by vote of the Board until the end of the term of the relevant Board member.

Section 10. Non-liability of Board Members

The Board members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE V Officers

Section 1. Offices and Election

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and Vice President of Finance. Officers shall be elected directly by the membership of The Ebell to their specific offices.

Section 2. Eligibility

To be eligible for election to the office of Board President, a member must have served on the Board for at least three (3) years within the previous six (6) years. To be eligible for election to the office of Vice President, a member must have served on the Board for at least one (1) year within the previous six (6) years.

Section 3. Terms of Office

Each officer shall serve a term of three (3) years, commencing July 1 in the year of election and ending June 30 of the third year thereafter. No Board President shall serve more than one (1) consecutive term. No other officer shall serve more than two (2) consecutive terms.

ARTICLE VI
Nomination, Election and Appointment

Section 1. Nominating Committee

- a) There shall be a Nominating Committee consisting of members of The Ebell who shall have been members in good standing for at least two (2) years by June 30 of the year in which they are elected or appointed to serve, and who shall be selected and shall serve in accordance with the Policies regarding said Committee.
- b) The Nominating Committee shall select as broad as possible a cross-section of members of The Ebell for service on the Board.

Section 2. Inspectors of Election

At a regular meeting of the Board in October, the Board shall appoint Inspectors of Election and alternates.

Section 3. Annual Election

- a) On a date in April not later than the third Monday of the month, unless otherwise determined by the Board, the Nominating Committee shall recommend to the membership a slate of eligible candidates for Board seats to be filled and candidates for the next Nominating Committee.
- b) Nominations from the floor will be accepted by the President at said meeting immediately after the Nominating Committee's presentation.
- c) The election may be conducted by USPS mail or electronic voting, using internal resources and/or a third-party company, at the discretion of the Board, provided that the Board shall confirm that any electronic voting procedures are in compliance with the California Corporations Code before authorizing utilization thereof. Any system utilized for electronic voting shall maintain anonymity and security of the votes. The Inspectors of Election shall validate the votes, including by coordination with a third-party company if relevant. Upon request, any eligible voting member of The Ebell may receive a paper ballot, to be marked and returned as set forth in the Policies.
- d) The ballots for annual election of officers and other Board members must be delivered to The Ebell electronically or by USPS mail on or before the third Monday in May, unless otherwise determined by the Board.

- e) In the event that two (2) or more candidates receive the same number of votes for the same position, the Inspectors of Election shall arrange a runoff election for the position(s) in question.

Section 4. Installation and Transition

- a) The installation of the incoming Board shall take place at the last regular meeting of the Board in June.
- b) On or after the date of installation, but not later than June 30, the incoming and outgoing Presidents shall call a meeting of the incoming and outgoing Board members to plan the transition and to begin planning for the appointment of Board members to committees.

ARTICLE VII Committees and Affiliated Entities

Section 1. Governing Provisions

All committees of the Board shall be governed by the Policies, except as set forth elsewhere in these Bylaws.

Section 2. Standing Committees

- a) The Executive Committee shall include the President, Vice President, Secretary, Treasurer, Vice President of Finance, and any other Board member designated by the Board. Executive Committee members shall be notified by the President or Executive Director as soon as possible about any matter requiring immediate attention. The Executive Committee shall be authorized to act for the Corporation in emergency situations, where failure to act could or does endanger life, property or the continuing operation of The Ebell. Any such emergency action by the Executive Committee shall require the vote of a majority of the members of the committee and shall be reported to and ratified by the full Board as soon as practicable, but not later than the next Board meeting.
- b) The Finance Committee shall be chaired by the Vice President of Finance, or by the Treasurer in her absence, and shall be authorized to oversee the management of the investments and accounts of The Ebell. The Finance Committee shall be authorized to direct The Ebell's financial advisors to manage investments and bank accounts pursuant to the financial policies of The Ebell.
- c) The Nominating Committee shall be constituted and operate as set forth in Article VI of these Bylaws.

- d) The Audit Committee shall be constituted and operate as set forth in California Government Code Section 12586(e)(2).
- e) The House, Theatre and Grounds Committee shall advise the Board with respect to stewardship of its real and tangible assets consisting of the building located at 743 South Lucerne Boulevard, Los Angeles, CA; the theatre located at 4401 West 8th Street, Los Angeles, CA; and the grounds surrounding them.
- f) The Historic Collections Committee shall advise the Board with respect to stewardship of its real and tangible assets deemed to have historical significance and located within and upon the buildings and grounds referred to in Section 2(e) above.”

Section 3. Other Committees

The Board may create such additional standing and other committees as may be required to conduct the business of The Ebell.

Section 4. Committee Chairs

Each committee shall be chaired by one (1) or more Board members. No person shall serve more than six (6) consecutive years as chair of a single committee. The positions of committee chair and vice-chair shall be assigned by the Board.

Section 5. Committee Members

Except as set forth in Section 4 above or as otherwise determined by the Board, committee members may include members of The Ebell who are not Board members. No committee which includes non-Board members may exercise the authority of the Board.

Section 6. Affiliated Entities

Other corporate entities established under the aegis of The Ebell and operating as committees thereof, including but not limited to the Ebell Rest Cottage Association, Ebell and Flint Scholarship Funds, and Ebell Friends, shall recommend one (1) or more members thereof to the Nominating Committee for nomination to the Board and to chair their respective committee.

ARTICLE VIII Meetings

Section 1. Membership Meetings

- a) Regular business meetings are open to all members in good standing and shall take place in January and June, at a date and time to be determined by the Board.

- b) Special meetings may be called by the Board for any purpose and at any time.
- c) Fifty (50) voting members in good standing of the Corporation attending a regular or special meeting, in person or by electronic means if authorized by the Board, including a majority of Board members then serving, shall constitute a quorum for the transaction of business. Pursuant to California Corporations Code Section 5512, a vote of the majority of members present at any such meeting shall be required to approve an action of the membership, except as set forth in Article XII of these bylaws.
- d) Notice of any business or special meeting of the membership shall be in writing and shall be given electronically and/or by USPS mail at least fifteen (15) days prior to the meeting date unless otherwise determined by the Executive Committee.

Section 2. Board Meetings

- a) Regular meetings of the Board shall be held not less than eight (8) times per year, at the call of the Board President.
- b) A majority of Board members then serving shall constitute a quorum for the transaction of business. Except as otherwise set forth in these Bylaws, decisions of the Board shall be by vote of a majority of those present and voting.
- c) Special meetings of the Board may be called by any officer or any three (3) Board members with at least twenty-four (24) hours' notice, which notice shall be given by any means practical that meet the requirements of California Corporations Code Section 5511.
- d) All actions taken at any meeting of the Board shall be recorded in minutes that shall be reviewed and approved by the Board pursuant to California Corporations Code Section 1500.

Section 3. General

- a) None of the provisions of this Article shall be construed to restrict the authority of the membership or Board of The Ebell to hold other meetings and events at any time, provided that no business of the Corporation shall be conducted at such meetings or events except as provided in these Bylaws.
- b) Neither proxy nor absentee voting shall be permitted at any meeting of the membership or Board.
- c) Any meeting of the membership or Board may be conducted in whole or in part by electronic means or conference telephone as permitted by California Nonprofit

Corporation Law and the Policies, as long as all Board members and other members participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Board members and other members shall be deemed to be present in person at such meeting.

ARTICLE IX Dues, Fees and Assessments

Section 1. Amounts

The Board shall determine the amount of membership dues and fees for all membership categories and affiliated entities for the next fiscal year at its regular meeting in March and shall advise the membership of such amounts no later than June 1.

Section 2. Refunds and Transfers

Annual dues shall not be refundable or transferable.

Section 3. Renewals

- a) Membership renewal notifications, including any fees and assessments, shall be sent in accordance with the Policies. Failure to pay membership dues and other charges in a timely manner shall result in automatic termination of membership.
- b) A life member shall be exempt from payment of annual dues. Life memberships shall be renewed automatically each year provided that the life member has paid all assessments and other charges as and when due.

Section 4. Assessments

The Board may authorize a special assessment at any time by a two-thirds (2/3) vote of all Board members then serving. Any such assessment shall be due and payable by each regular and life member following notice of at least thirty (30) days prior to the due date for payment of the assessment.

ARTICLE X Indemnification and Insurance

Section 1. Indemnification

Board members and officers of the Corporation shall be indemnified to the maximum amount allowed by the California Corporations Code in effect at the time.

Section 2. Insurance

The Corporation shall hold such directors' and officers' insurance, general liability insurance and any other insurance deemed necessary and prudent in the amounts it deems necessary and prudent.

ARTICLE XI Parliamentary Authority

All meetings of The Ebell and of the Board shall be governed by the provisions of the then-current edition of *Robert's Rules of Order* in all cases in which they are applicable and in which they are not inconsistent with the Bylaws or Policies or the California Corporations Code.

ARTICLE XII Amendments

Section 1. Amendment of Articles of Incorporation

The Articles of Incorporation of The Ebell may be amended by vote of two-thirds (2/3) of all Board members currently serving at any regular or special meeting thereof provided that notice of such proposed amendment has been given at a meeting of the Board held not less than fifteen (15) days prior to the meeting at which such amendment is to be presented.

Section 2. Amendment of Bylaws

- a) These Bylaws may be amended at any duly noticed regular meeting of the membership of The Ebell by vote of two-thirds (2/3) of the members in good standing present and voting. Said meeting shall be open only to members eligible to vote.
- b) Notice of such meeting shall be delivered electronically and/or by USPS mail to each member of The Ebell at least fifteen (15) days prior to the date of the meeting and shall include a copy of the proposed amendment(s).
- c) Alternatively, the Bylaws may be amended by USPS mail or electronic ballot as provided in Article VIII, Section 3(c), provided that at least fifty (50) ballots are returned and at least two-thirds (2/3) of ballots cast are in support of the amendment.
- d) Amendment of the Bylaws shall comply with the provisions of California Corporations Code Section 5513 and the procedures for voting set forth in the Policies.