THE EBELL
of Los Angeles

Bylaws of
The Ebell of Los Angeles

Approved May 18, 2026

BYLAWS OF
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ARTICLE I
Name, Location, and Fiscal Year

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
Mission and 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. Purpose

This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. Dedication of Assets

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

b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons.

Section 4. 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 mission and 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, 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 active membership in accordance with the Policies regarding membership.

c) No membership or right arising from membership is transferable.

d) Memberships are subject to renewal, except as otherwise set forth in the Policies.

e) All members are required to adhere to these Bylaws and the policies adopted by the Board pursuant thereto ("the Policies"), and to the Code of Conduct of The Ebell.

f) No member or committee may incur indebtedness on behalf of The Ebell without the express authorization of the Board.

ARTICLE IV
Board of Directors

Section 1. General Powers and Duties

a) The Board of Directors shall be responsible for governance, fiduciary oversight, strategic direction, and policy setting. The day-to-day management of the Corporation shall be delegated by the Board to the Chief Executive Officer ("CEO") or equivalent, and staff, subject to Board oversight.

b) The Board is authorized to hire a CEO, or equivalent, and to authorize the CEO to engage paid personnel as may be required to operate The Ebell, in accordance with the mission set forth in these Bylaws and in the best interests of the Corporation.

c) Each member of the Board shall be required to exercise a duty of care, loyalty, and obedience to the Corporation.

d) Each member of the Board shall serve on one or more committees of the Board as Chair, Vice Chair, or committee member.

e) Board members shall have such other duties as may be determined by the Board and set forth in these Bylaws or the Policies.

f) Each member of the Board shall sign the Conflicts of Interest Policy of The Ebell at the start of each fiscal year and disclose to the Board any known actual or potential conflicts of interest.

Section 2. Number of Members

The authorized number of directors, including the officers as set forth in Article V of these Bylaws, shall be a variable number not less than fifteen (15) nor more than twenty-one (21), with the exact number of directors within such limits to be fixed, from time to time, by resolution of the Board of Directors. No decrease in the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Eligibility

To be eligible for appointment to the Board or Nominating Committee, a candidate must have been a regular member or life member of The Ebell in good standing for at least one (1) year by June 30 of the year in which the member is elected or appointed and must agree to abide by these Bylaws and the Policies.

Section 4. Installation

The installation of the incoming Board shall take place as set forth in the Policies but shall not impact the commencement of any Board member's term.

Section 5. Compensation

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

Section 6. 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 to the extent possible, the process for which shall be set forth in the Policies.

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 7. 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 theirself from the discussion and the vote on the matter in which the member has an interest. Such recusal shall not affect the existence of a quorum.

b) Any other provision of these Bylaws notwithstanding, not more than 20 percent of Board members may be interested persons as defined in the California Corporations Code.

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 the California Corporations Code.

Section 9. Removal, Resignation, and Vacancies

a) Removal: Any Board member may be removed without cause by a vote of a majority of the membership held pursuant to these Bylaws and the Policies at a special meeting called by the Board for that purpose or at a regular meeting. 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 year within their term of office will be subject to removal by vote of a majority of Board members. An unexcused absence is defined as one as in 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 President of the Board, or the CEO (or equivalent). 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

To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law, no director of this Corporation shall be held personally liable for the debts, liabilities, or other obligations of the Corporation, nor for monetary damages for acts or omissions in the performance of such director’s duties.

ARTICLE V
Officers

Section 1. Officers and Election

The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. 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 in the same office.

ARTICLE VI
Elections

Section 1. Directors, Officers, and Nominating Committee Members

The nomination, election, appointment, and installation of directors, officers, and nominating committee members shall be conducted in accordance with these Bylaws and election procedures established by the Board and set forth in the Policies.

Section 2. Other Elections

Elections involving matters other than those addressed in Section 1 of this Article VI, including but not limited to approval of amendments to these Bylaws, shall be conducted in accordance with the Bylaws and election procedures established by the Board and set forth in the Policies.

ARTICLE VII
Committees and Affiliated Entities

Section 1. Governing Provisions and Authority

a) All committees of the Board shall be governed by their Board-approved charters and the Policies, except as set forth elsewhere in these Bylaws.

b) All committees shall be advisory unless expressly authorized by these Bylaws or by resolution of the Board. Committee composition, authority, and procedures shall be governed by Policies adopted by the Board.

Section 2. Standing Committees

a) The **Executive Committee** shall include the President, Vice President, Secretary, Treasurer, and any other Board member designated by the Board. The Executive Committee may invite such other individuals to attend as may be deemed appropriate from time to time, but no such invitee shall be permitted to vote on any matter before the Committee. 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 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 **Audit and Risk Management Committee** shall be constituted and operated as set forth in the Policies and the California Government Code.

d) 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.

e) 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(d) above.

f) The **Governance Committee** shall advise the Board with respect to Bylaws, committee charters, policy review, and ethics and compliance oversight.

g) The **Nominating Committee** shall assist the Board in fulfilling its fiduciary duties to cultivate and evaluate the best qualified candidates for the Board of Directors and the Nominating Committee.

Section 3. Other Committees and Subcommittees

The Board may create such other committees and subcommittees thereof 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 Board shall assign the positions of committee chair and vice chair.

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 voting 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. No affiliated entity may exercise the authority of the Ebell Board.

ARTICLE VIII
Meetings

Section 1. Membership Meetings

a) Regular business meetings are open to all members in good standing and shall take place twice per year, 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 Ebell 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 the California Corporations Code, 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 meetings 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 the California Corporations Code.

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 the California Corporations Code.

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 Ebell 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

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.

Section 4. Assessments

Membership dues, fees, assessments, payment schedules, exemptions, and consequences for nonpayment shall be established by Board-adopted Policies, except that the Board may authorize a special assessment at any time by a two-thirds (2/3) vote of all Board members then serving.

ARTICLE X
Indemnification and Insurance

Section 1. Indemnification

Board members and officers of the Corporation shall be indemnified to the maximum amount allowed by applicable law.

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 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 meetings shall be open only to members eligible to vote.

b) Notice of such meeting shall be delivered electronically and/or by regular 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 regular 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 the California Corporations Code and the procedures for voting set forth in the Policies.

ARTICLE XIII
Policies and Procedures

Section 1. Adoption of Policies

The Board is authorized to adopt, amend, and repeal the Policies and procedures governing the administration and operation of The Ebell, provided such policies are not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law. Procedures designed to implement such policies may be adopted by the relevant committee.

Section 2. Scope of Policies

Policies and any procedures implementing them may include, but are not limited to, matters relating to membership elections, committees, meetings, financial management, conflicts of interest, codes of conduct, and administrative procedures.

Section 3. Effect of Policies

All members, directors, officers, committee and subcommittee members, and staff shall be bound by duly adopted Policies of The Ebell.

Section 4. Conflict Between Bylaws and Policies

In the event of a conflict between these Bylaws and any Policy, these Bylaws shall control.

ARTICLE XIV
Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose.