

**AMENDED BYLAWS OF
THE GLENDALE HISTORICAL SOCIETY**

(To Be Submitted for Approval at TGHS Annual Membership Meeting on July 15, 2017)

Article 1. Name.

The name of this corporation is the Glendale Historical Society, and it may be abbreviated “TGHS.”

Article 2. Purposes and Activities.

1. The purposes of the corporation are set forth in the Articles of Incorporation. In achieving such purposes, the corporation may engage in all manner of activities to celebrate and preserve Glendale’s history and architectural heritage. Such activities may include programs to increase public education and awareness of Glendale’s history and architectural heritage, promoting the preservation of Glendale landmarks and historic neighborhoods, encouraging and assisting nominations to the Glendale Register and the creation of historic districts, operating the Doctors House Museum and assisting in its maintenance and preservation, conducting and supporting research into Glendale’s history, conducting social and other events to promote awareness of the corporation and its activities, and such other activities as are authorized by the Board of Directors.
2. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article 3. Members.

1. The corporation shall have members. The Board of Directors may establish different types of membership, including membership by organizations and associations, and may establish different rights and privileges with respect to such types of membership. The Board may set limits on the duration of membership and may require the payment of dues as a prerequisite for membership. The Board of Directors may from time to time establish additional rules and procedures relating to admission and termination of membership.
2. Notwithstanding the foregoing, all members in good standing, other than organizations and associations, shall have an equal right to vote at any membership meeting.

Article 4. Meetings of Members.

1. There shall be at least one annual meeting of members held each fiscal year for the purpose of electing Directors and for conducting such other business as may be determined by the Board of Directors or as may otherwise come before the members. In addition to such annual meeting, there may be such other special meetings of the membership as may from time to time be called by the President, by the Board of Directors, or by petition of at least fifty members of the corporation.
2. Meetings of the members shall be held at such dates, times, and places within the County of Los Angeles as are determined by the Board of Directors. All meetings of the members shall be presided over by the President.
3. Notice to the membership of an annual or special meeting shall be given pursuant to Article 10 of these bylaws at least fifteen (15) days prior to such meeting and shall state the date, time, and place of the meeting and the general nature of the business to be conducted.
4. No business shall be conducted at any membership meeting unless there is a quorum. A quorum shall be at least ten (10) members in good standing who are not members of the Board of Directors.

Article 5. Directors.

1. The affairs of the corporation shall be conducted by a Board of Directors consisting of no less than three (3) and no more than fifteen (15) persons who are members of the corporation in good standing. The exact number of Directors shall be determined from time to time by the Board. The Directors shall exercise the powers of the corporation, control its property, and conduct its transactions in accordance with the law and these bylaws.

2. Directors shall be elected at the annual membership meeting by majority vote of members present. Prior to such membership meeting, the Board of Directors shall establish a Nominating Committee of three (3) or more members of the corporation in good standing, at least one of whom is not a Director. The Nominating Committee shall nominate one or more candidates for each vacancy on the Board. Other candidates may be nominated by written nomination, signed by five (5) members of the corporation in good standing and submitted to the Board of Directors at least five (5) days prior to the membership meeting. No other nominations may be made. At the request of any member present, the election shall be conducted by written ballot. Proxy votes may not be cast. If the number of people nominated for the Board is not more than the number of Directors to be elected, the officer presiding at the meeting may, without further notice or action, declare at the meeting that those candidates nominated have been elected. Directors so elected shall take office on the first day of the first month following election. The term of office for Directors shall be two (2) years.
3. A Director may be removed from office by a majority vote of the Board of Directors for dishonesty, illegality, acts injurious to the name or reputation of the corporation, violation of Article 11 of these bylaws, or unexcused absence from three consecutive meetings of the Board or four meetings within any calendar year.
4. Directors shall serve without compensation. Directors shall be defended and indemnified by the corporation against personal liability for acts and omissions committed in service to the corporation to the fullest extent permitted by law.
5. Directors shall meet to transact business of the corporation at least once in each calendar quarter. Regular meetings of the Directors may be held at the date, time, and place established from time to time by the Board of Directors. Special meetings may be called by the President or by any two Directors if the President is unable or refuses to call a meeting. Special meetings of the Board shall be held at the date, time, and place designated by the person(s) calling such meeting.
6. Notice of regular meetings of the Board is not required if the meeting is held at the date, time, and place determined by a schedule of regular meetings previously established by the Board of Directors. In all other cases, notice of a meeting of the Directors, stating the date, time, and place of the meeting, shall be given in accordance with Article 10 of these bylaws at least five (5) days prior to such meeting.
7. Meetings of Directors shall be presided over by the President who shall determine the manner in which the meeting is conducted unless the Board votes to conduct the meeting in accordance with Robert's Rules of Order. All acts or powers of the Directors required or authorized by these bylaws shall be exercised by a majority vote of the Directors attending a meeting of the Board at which a quorum is present. A quorum shall be a majority of the Directors currently elected and serving. In the absence of a quorum, the

Board may discuss business but may not transact any business requiring action of the Board. A Director may participate in a meeting of the Board via telephone or other electronic means, provided he or she is able to hear and be heard by the other Directors, and in such case, the Director shall be entitled to vote on any resolution and may be counted toward a quorum.

8. Notwithstanding Section 7 of this Article 5, the Board of Directors may act on any resolution or take any other action with the unanimous written consent of all Directors, except those Directors who directly or indirectly through any family member or related third party have any financial interest in the matter being voted on. A record of such action by the Board shall be made by the Secretary or such other Director as the President shall designate and shall be kept with the minutes of Board meetings.
9. A vacancy occurring on the Board of Directors may in the discretion of the Board be filled by an interim Director elected by the remaining members of the Board of Directors without the necessity of following the procedures set forth in Section 2 of this Article 5. If at the next annual membership meeting the unexpired term created by the vacancy is one year or longer, the service of any interim Director shall then lapse, and the remainder of the unexpired term shall be filled by the membership through a new election following the procedures prescribed in Section 2 of this Article 5.
10. If the Board of Directors increases the number of Directors, it may in its discretion and without the necessity of following the procedures set forth in Section 2 of this Article 5 elect an interim Director to fill the new office until the next annual meeting of members. At such membership meeting, a Director to serve a new two-year term shall be elected by the members following the procedures prescribed in Section 2 of this Article 5.
11. The Board of Directors shall annually draw up and approve a budget appropriate for the operation of the corporation for the following year.

Article 6. Committees.

1. The Board of Directors may establish an Executive Committee of three (3) or more Directors and, notwithstanding Section 7 of Article 5 of these bylaws, may empower such committee to act on its behalf and exercise its powers and authority under these bylaws subject to such restrictions and limitations as the Board may specify or are imposed by law. The Executive Committee shall keep a record of its actions, and such records shall be kept with the minutes of Board meetings.
2. The Board of Directors may also establish such other committees as it may from time to time deem necessary and appropriate. Such committees shall have such powers and responsibilities and shall be comprised of such members, who may or may not be Directors, as the Board shall determine. However, no committee shall exercise any power

or authority of the Board of Directors unless all of its members are Directors.

3. No committee established pursuant to this Article 6 shall take any action requiring the approval of the members of the corporation, fill vacancies on the Board or any committee that has the authority of the Board, fix the compensation of Directors, amend or repeal these bylaws, amend or repeal any previous resolution of the Board, appoint committees of the Board or members thereof, expend corporate funds in any election of Directors, or approve any self-dealing transaction.

Article 7. Officers.

1. The Board of Directors shall elect, from among the Directors, the following officers: President, one or more Vice Presidents, Treasurer, Secretary, and other such officers as may be established from time to time by the Board.
2. Officers shall be elected each year from among the Directors by the Board at its first regular meeting following the annual membership meeting. Each officer shall serve at the pleasure of the Board for one year from the date of his or her election or until his or her successor is chosen, unless such officer resigns or is removed by vote of the Board or ceases to be a Director. An officer may be removed from office by the Board of Directors for any reason. In the event of any vacancy in an office during an unexpired term, the Board may fill the vacancy by electing a new officer to serve out the remainder of the term.
3. Officers shall serve without compensation.
4. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. Except as otherwise expressly provided by law, the President or his or her designee shall execute in the name of the corporation such deeds, mortgages, bonds, contracts, or other instruments as may from time to time be authorized by the Board. The President shall also preside at all meetings of the members and of the Directors.
5. The number of Vice Presidents shall be determined from time to time by the Board of Directors. The Vice President, or if there is more than one Vice President, the most senior Vice President based on the date and time of his or her election, shall perform all duties and exercise all powers of the President in the event that the President is unable or unwilling to act. The Vice President(s) shall perform such other duties as may be prescribed from time to time by the Board of Directors.
6. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors, shall be custodian of the corporate records, shall give all notices required by

these bylaws, and shall perform such other duties as may be required by law or assigned by the Board.

7. The Treasurer is the chief financial officer of the corporation and shall have charge and custody of all funds for the corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render monthly reports and accounting to the Directors and make an annual financial report to the Directors and members at the annual membership meeting, shall serve on any finance committee as may be established, and shall in general perform all duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or that may be assigned from time to time by the Board. The Treasurer's accounts shall at reasonable times be open to inspection by any Director and any auditor of the corporation authorized to act by the Board of Directors. The Board of Directors may from time to time in its discretion authorize an independent audit or review of the Treasurer's accounts, and the results thereof shall be included in the Treasurer's report at the annual membership meeting.
8. The Board of Directors may appoint an Executive Director, who shall be a member in good standing and who need not be a member of the Board, and may delegate to him or her, subject to the supervision and control of the Board, such of the powers vested by these bylaws in other officers as the Board, in its discretion, deems appropriate.
9. The Board of Directors may appoint such other officers and assign such duties to them as may be required by the business of the corporation.
10. All checks or other evidences of indebtedness shall be signed by the Treasurer and the President jointly, or by the Treasurer or the President jointly with another member of the Board of Directors or the Executive Director as authorized by the Board.

Article 8. Amendment of Bylaws.

1. These bylaws may be amended by two-thirds vote of those present at any meeting of members, providing notice in accordance with law and these bylaws has been given which states the general nature of the amendments proposed.
2. Notice of a proposed amendment to the bylaws shall be given to the membership pursuant to Article 10 of these bylaws at least fifteen (15) days prior to the meeting at which such amendment is to be voted on.

Article 9. Right of Members to Inspect Records.

Any member of the corporation in good standing may, upon adequate notice to the corporation,

inspect and copy the corporations's financial records under the supervision of the Treasurer.

Article 10. Notice to Members and Directors.

Subject to the requirements of law and the Articles of Incorporation, any notice required by these bylaws to be given to members or Directors of the corporation may be given by U.S. mail or by telephone, email or other electronic means, sent to the most recent address, telephone number, email address or other appropriate contact information for each such member or Director in the records of the corporation. In the case of notice by U.S. mail, such notice shall be deemed given three (3) days after the notice is placed in a U.S. Postal Service receptacle. In the case of notice given by telephone, email or other electronic means, notice shall be deemed given immediately. In any event, no objection based upon a defect in the notice given may be made by any member or Director who received actual knowledge of the event being noticed at a time that would satisfy the notice required by these bylaws.

Article 11. Conflict of Interest.

No officer or member of the Board of Directors shall enter into any contract or transaction with the corporation, directly or indirectly through any family member or related third party, without prior full disclosure to the Board of his or her interest in such contract or transaction. In such event, the Board of Directors shall make an independent review and evaluation of such contract or transaction and shall not authorize such contract or transaction unless it determines that it is fair and reasonable to the corporation and in its best interest. No member of the Board of Directors shall vote or participate in any decision regarding any contract or transaction of the corporation in which such Director, directly or indirectly through any family member or related third party, has any financial interest.

Article 12. Construction and Interpretation.

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. These bylaws shall be construed and interpreted so that they are not in violation of any applicable law. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

Article 13. Dissolution.

Dissolution of this corporation shall require the vote or consent of 75% of the members in good standing who attend a meeting called and noticed for that purpose in accordance with Articles 4 and 10 of these bylaws. On the dissolution or winding up of the corporation, its assets remaining

after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATION

I hereby certify that I am the Secretary of the Glendale Historical Society and that the foregoing Bylaws were duly approved by a two-thirds vote of the members in attendance at a duly noticed annual meeting of the membership on July 15, 2017.

Dated: _____
Secretary