

**BYLAWS OF**  
**RIVERSIDE HISTORICAL SOCIETY, INC.**  
**A California Non-Profit Corporation**

**INTRODUCTION**

This Corporation is a nonprofit benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The public and charitable purpose of the Corporation is to promote public awareness of and the presentation of the local history of Riverside, California, through the promulgation of educational programs, historic research, and preservation activities.

**ARTICLE I. OFFICES**

Principal Office

Section 1.01 The principal office of the Corporation for its transaction of business is located in the City of Riverside and County of Riverside, California.

Change of Address

Section 1.02 The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in Riverside County, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE II. MEMBERS**

Classification of Members

Section 2.01 The Corporation shall have the following classes of members:

- (a) Active Members: Any person shall be admitted to membership on payment of individual dues to the Corporation.
- (b) Family Members: Any number of persons living at the same address shall be admitted to membership on payment of Family dues and shall have (1) vote in the Corporation.
- (c) Sponsoring Members: Any person, family or organization is eligible for membership upon payment of Sponsoring dues and shall have (1) vote in the Corporation.
- (d) Life Members: Any person, family or organization is eligible for membership upon payment of Life member dues and shall have (1) vote in the Corporation.
- (e) Honorary Annual Members: The Board of Directors may admit for one (1) year, without annual payment of dues, a member who has contributed to the meetings and programs of the Corporation.
- (f) Honorary Life Members: The Board of Directors may designate a Life Membership to a person who has materially aided the general welfare and contributed towards the goals of the Corporation.

### Eligibility for Membership

Section 2.02 Any person, as defined in Section 5065 of the Corporations Code, is eligible to be a member of the Corporation.

### Admission to Membership

Section 2.03 Any person, eligible for membership under Section 2.02 of these Bylaws, shall be admitted to membership on the payment of the first annual dues as specified in Section 2.05 of these Bylaws.

### Application Fee

Section 2.04 There shall be no fee for making application for membership in the Corporation.

### Dues

Section 2.05 The annual dues payable to the Corporation by members shall be established by the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

### Assessments

Section 2.06 Memberships shall be non-assessable.

### Number of Members

Section 2.07 There shall be no limit on the number of members the Corporation may admit.

### Transferability of Membership

Section 2.08 Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

### Membership Book

Section 2.09 The Corporation shall keep in written form or in any form capable of being converted into written form a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 2.10 of these Bylaws.

## **Inspection Rights of Members**

### Demand

Section 2.10 Subject to the Corporation's rights to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by law, a member shall have the right to inspect the records of this Corporation and obtain copies thereof in accordance with Corporations Code Sections 6330, et seq.

Nonliability of Members

Section 2.11 A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

**Termination of Membership**

Causes

Section 2.12

- (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
- (i) The voluntary resignation of a member;
  - (ii) Where a membership is issued for a period of time, the expiration of such period of time;
  - (iii) The death of a member;
  - (iv) The dissolution of corporate members; and
  - (v) The nonpayment of dues or assessments, subject to the limitations set forth in Section 2.12(b) of these Bylaws.
  - (vi) The termination of all memberships or any class of members upon the amendment of these Bylaws permitting the termination, pursuant to Section 4342 of the California Corporations Code.

Effect of Termination

- (b) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

**ARTICLE III. MEETINGS OF MEMBERS**

Place

Section 3.01 Meetings of members shall be held at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Regular Meetings

Section 3.02 The members shall meet on the first Sunday in February, April, June, October and December of each year at a time to be set by resolution of the Board of Directors for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members or without a meeting by written ballot pursuant to Section 3.10 of these Bylaws, the Board shall, or five (5) percent of the members may, cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members.

Special Meetings

Section 3.03 Special meetings of members shall be called by the Board of Directors or the Chairman of the Board or the President of the Corporation or names and titles of other persons and held at such place within the State of California as is fixed in Section 3.01 of these

Bylaws or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

#### Notice of Meetings

Section 3.04 Written notice of every meeting of members shall be either personally delivered or mailed by first-class or registered or certified United States mail, postage prepaid, or electronically delivered with the written consent of the member, at least fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

#### Contents of Notice

Section 3.05 The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### Quorum

Section 3.06 A quorum at any meeting of members shall consist of a majority or thirty-five (35) percent of the voting power, represented in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

#### Loss of Quorum

Section 3.07 The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

#### Adjournment for Lack of Quorum

Section 3.08 In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.07 of these Bylaws.

### **Voting of Membership**

#### One Vote Per Member

Section 3.09

(a) Each member is entitled to one vote on each matter submitted to a vote of the members.

#### Indivisible Interest in Single Memberships

(b) Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(c) of these Bylaws relating to the voting of memberships in two or more names.

### Memberships in Two or More Names

- (c) Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: If only one member votes, such act shall bind all members; and if more than one member votes, the act of the majority so voting shall bind all members.

### Record Date of Membership

- (d) The record date for the purpose of determining the members entitled to notice of any meeting of members is forty (40) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.
- (e) Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

### Proxy Voting

- (f) Members entitled to vote shall not be permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights shall be adopted with approval by the members. For purposes of this provision of these Bylaws, "approval by the members" shall assume the same definition set forth in Section 5034 of the Corporations Code.

## **Action without Meeting by Written Ballot**

### Ballot Requirements

Section 3.10 Subject to the limitations specified in Section 3.11(b) of these Bylaws and contained in the Articles of the Corporation, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **Conduct of Meetings**

### Chairman

#### Section 3.11

- (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

### Secretary of Meetings

- (b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

### Rules of Order

- (c) The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

## **Inspectors of Election**

### Appointment

#### Section 3.12

- (a) In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any person so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

### Duties

- (b) The inspectors of election shall perform the following duties:
- (i) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
  - (ii) Receive votes, ballots or consents;
  - (iii) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
  - (iv) Count and tabulate all votes and consents;
  - (v) Determine when the polls shall close;
  - (vi) Determine the result; and
  - (vii) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

Vote of Inspectors

- (c) If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Report of Certificate

- (d) On request of the Chairman or any member or any member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

**ARTICLE IV. DIRECTORS**

Number

- Section 4.01 The Corporation shall have no more than sixteen (16) Directors and no fewer than nine (9). Collectively, the Directors shall be known as the Board of Directors.

Qualifications

- Section 4.02 The Directors of the Corporation shall be residents of the State of California. Directors shall also be members of the Corporation.

Terms of Office

- Section 4.03 Each Director shall hold office for a term of four (4) years and until the next annual December meeting of members as prescribed by Section 3.02 of these Bylaws and until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected and qualifies.

Nomination

- Section 4.04 Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

- Section 4.05 The Directors shall be elected to staggered terms at each annual December meeting as prescribed by Section 3.02 of these Bylaws or by written ballot as authorized by Section 3.10 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws.

Compensation

- Section 4.06 The Directors shall serve without compensation.

## **Meetings**

### Call of Meetings

#### Section 4.07

- (a) Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors.

### Place of Meetings

- (b) All meetings of the Board shall be held at a place determined by the Board of Directors.

### Time of Regular Meetings

- (c) Regular meetings of the members shall be held at least five (5) times a year on a day and time as may be designated from time to time by resolution of the Board of Directors.

### Special Meetings

- (d) Special meetings of the Board may be called by the Chairman of the Board or President or any Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty eight (48) hours' notice delivered personally or by telephone or electronic mail.. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

### Quorum

- (e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

### Transactions of Board

- (f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

### Conduct of Meetings

- (g) The President or, in his absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the Presiding Officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

### Adjournment

- (h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

### Action Without Meeting

Section 4.08 Any action required or permitted to be taken by the Board may be taken without a meeting, if the majority of the authorized number of Directors of the Board individually or collectively consent in writing by letter or electronic mail to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the affirmative vote of such Directors.

### **Removal of Directors**

#### Removal for Cause

Section 4.09

- (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:
- (i) The Director has been declared of unsound mind by a final order of court.
  - (ii) The Director has been convicted of a felony; or
  - (iii) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust; or
  - (iv) The Director has failed to attend three (3) meetings of the Board.

#### Removal Without Cause

- (b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

### Resignation of Director

Section 4.10

Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, 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 to take office when the resignation becomes effective.

### **Vacancies in the Board**

#### Causes

Section 4.11

- (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on

the failure of the members in any election to elect the full number of Directors authorized.

#### Filling Vacancies by Directors

- (b) Except as otherwise provided in the Articles of the Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(d) of these Bylaws; or (3) a sole remaining Director.

#### Filling Vacancies by Members

- (c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The member may elect a Director at any time to fill any vacancy not filled by the Directors.

### **ARTICLE V. OFFICERS**

#### Number and Titles

- Section 5.01 The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer/Chief Financial Officer, and such other Officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments. The President is the General Manager and Chief Executive Officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

#### Appointment and Resignation

- Section 5.02 The Officers shall be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any Officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

### **ARTICLE VI. CORPORATE RECORDS, REPORTS AND SEAL**

#### Keeping Records

- Section 6.01 The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form.

#### Annual Report

- Section 6.02 The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

The annual report shall be furnished to all Directors.

Annual Statement of Certain Transactions and Indemnification

Section 6.03 The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

Section 6.04 The Board of Directors shall adopt a corporate seal which shall be in the following form and design: Two concentric circles, the first containing the words "Riverside Historical Society, Inc." and the second the words "Non-Profit California" and the year of incorporation. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument. The Corporate seal is kept in the office of George Ryskamp, the Corporation's attorney.

**ARTICLE VII. AMENDMENTS**

Section 7.01 These Bylaws may be amended or revised by a two-thirds (2/3) vote of those present and voting at any general or special meeting of the Corporation, provided that written notice of such proposed change shall have been given or mailed to each member in good standing at least five (5) days prior to the meeting at which time the proposed amendment or revision is presented. The written notice shall contain the proposed amendments.

**CERTIFICATE OF SECRETARY  
OF  
RIVERSIDE HISTORICAL SOCIETY, INC.  
A California Non-profit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising fourteen (14) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on 5 Mar, 1991.

Dated: May 7, 2002  
Nathalie Siegel, Secretary

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the amended Bylaws, comprising fourteen (14) pages, constitute the Bylaws of said Corporation as duly amended by the membership at a General Meeting held on June 2, 2009.

Dated September 12, 2009  
Judith Auth, Secretary