

EBELL CLUB OF ANAHEIM BYLAWS

ARTICLE I

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

ARTICLE II

Mission

The mission of this Club is the advancement of the general culture, interests and needs 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. The September meeting is always the second Monday due to Labor Day Holiday.

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 to the Second Vice

President (Membership). Dues for new members joining after December shall be one-half (½) 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 Chair, and two Trustees.

Section 2. The Trustees shall consist of two (2) members.

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 Investment Advisor and those Chairs of Standing Committees that are not elected, as well as all Standing Committees and Federation Chairs, and be Chair 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 Chairs and shall supervise and instruct chairs 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 Chair 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 by the Audit Committee. 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 and as such, responsible for all financial accounts held by 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 Chair, 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 Investment 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, trusts and other funds held in investment accounts. Before appointment, the prospective advisor shall be interviewed about knowledge of financial matters by the President and the Treasurer. The Investment 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 issue membership cards upon receipt 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 Chair of the Audit Committee.

Section 9. The House Chair 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 Chair shall be the contact person for questions concerning Clubhouse hall rentals. The House Chair and the House Committee shall be responsible for purchasing supplies as needed and taking inventory once a year. The House Chair shall arrange for the cleaning of the hall and request payment for the cleaning personnel. This Chair 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 Chair shall be appointed by the President to 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 Chair 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 Chair shall be a member of the Audit Committee.

Section 11. The President, First Vice President (Dean), Recording Secretary, Treasurer, Financial Secretary, Special Events Chair, Investment Advisor, and the Admissions Chair 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 Chair. 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, a past member of the Board shall be elected by the Board of Directors to serve as Chair.

Section 2. The Chair 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.

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 be 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 May first of each year and delinquent by August first. Payment after October first 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 ten (10) 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.

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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 may choose and move the company's office and may create, use, and update the company seal as they see fit. 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 Chairs 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 will, all the agents, contractors 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 may 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 Chair to get two or more bids on major purchases, repairs, and remodels for The Club and rental house.

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

Chairs of Standing Committees

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

Section 2. Appointed Chairs of Standing Committees shall be: Admissions, Amenities/Hospitality, Special Events, Bylaws (Parliamentarian), Ebellaire Editor, General Luncheon, Program, and Public Relations.

ARTICLE XIII

Committees

Section 1. The Audit Committee shall consist of the Financial Secretary (Chair of Audit Committee), Investment Advisor, Admissions Chair, and Special Events Chair. 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 Chair, and Investment Advisor. They shall prepare a proposed budget for the ensuing year to be presented at the July Board Meeting for approval.

Section 3. (a) The House Committee shall be composed of the House Chair and the Board of Directors. 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 Chair hosting any Ebell event shall be responsible for contacting the House Chair thirty (30) days in advance of event to reserve the desired date at the Clubhouse. The event chair will also arrange for setup and take down of tables and chairs one week prior to the event. The House Chair 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 Chair 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.

Section 7. The Amenities/Hospitality Chair shall assist the President with monthly seating arrangements and shall be responsible for greeting and escorting special guests to their seats and attending to their special needs.

Section 8. The Bylaws Committee shall review the Bylaws, incorporate any changes resulting from motions passed since last update and make corrections /updates as necessary.

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 Chair 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 Chair shall take charge of all publicity and shall present the aims and accomplishments of the Ebell Club through general public communications.

Section 13. 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. They should also provide all metrics to the Dean for the annual District reports.

Section 14. 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. They may also be provided electronically for approval.

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 July 31 , 2026