

**AMENDED AND RESTATED BYLAWS
OF THE
CALIFORNIA HISTORICAL SOCIETY
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION
As REVISED (latest) September 5, 2018**

**ARTICLE I
ORGANIZATION**

1.1 Name. The name of this corporation is the CALIFORNIA HISTORICAL SOCIETY (“CHS” or “Society”).

1.2 Purposes. CHS is a California non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for educational purposes. The specific purposes of CHS are: (i) to nurture and promote the history of the State of California (“State”) as its official historical society by collecting and preserving the basic materials of history both in written and digital forms and in the forms of art and artifacts. It promotes the use and understanding of history by supporting historical research and publication; and sponsors the disseminations and interpretation of that material and research to the public as a storehouse and guardian for the historic cultural diversity of the State and performs a vital function of service to the educational and general public of the State; (ii) to engage in any other activities in furtherance of the purposes for which the Society is formed; and (iii) to receive, invest and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests and the like for the purposes for which the Society is formed.

1.3 Limitation on Corporate Activities. CHS is organized and operated exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”). The Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

1.4 Dedication of Assets. The property of CHS is irrevocably dedicated to educational purposes, and no part of the net income or assets of the Society shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of CHS, none of the assets of CHS shall be distributable to any trustee, officer or member thereof or to the benefit of any private person and any assets remaining after payment or provision for payment, of all debts and liabilities of the ‘Society shall be distributed to a nonprofit fund, Society or corporation which is organized and operated exclusively for educational purposes and which has established and maintained its exempt status under section 501(c)(3) of the Code and which has a primary objective the preservation and dissemination of information relating to California and the West.

1.5 Principal Office. The principal office for the transaction of the activities and affairs of CHS shall be located and maintained at 678 Mission Street, San Francisco, California, 94105. The Board (as that term is defined in Section 3.2 of these Bylaws) is hereby granted full power and authority to change the location of the principal office of the Society from one location to another location in the State of California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws. The Society may also

have offices at such other places, within the State of California, as its business may require and as the Board may designate.

ARTICLE II **MEMBERS**

2.1 **Members.** The Society shall have no members as that term is defined by section 5056 of the California Corporations Code (“CCC”), and shall be governed solely by the Board in accordance with these Bylaws. Pursuant to section 5310(b) of the CCC, any action which would otherwise require approval by a majority of all members shall only require the approval of the Board. The Society may refer to persons or entities associated with it as “members” even though those persons or entities are not voting members, but no such reference shall constitute anyone a member within the meaning of section 5056 of the CCC.

2.2 **Membership.** Any individual interested in supporting the purpose of the Society may become a member. Membership classification and dues shall be established and changed as found necessary by majority resolution of the Board. “Dues” may also be called “annual membership” or “annual membership contribution/gifts.” Membership shall be by written application, accompanied by dues appropriate to the classification of membership applied for. All applications shall be accepted and the applicant considered a member of the Society when the application is complete and accompanied by the appropriate dues. Membership in the Society shall terminate sixty (60) days after expiration of the period for which the member’s dues have been paid or upon request, or as the Board may direct under the procedures described in Section 5341 of the California Corporation Code. The Society shall notify members whose dues are in default at least fifteen (15) days prior to termination of membership.

2.3 **Distribution of Assets.** No member shall possess any property right in or to the property of the Society. In the event all memberships are terminated or in the event the Society owns or holds any property upon its dissolution, after paying or adequately providing for the debts and obligations of the Society, the Trustees shall dispose of the remaining property to non-profit corporation which has as its primary objective the preservation and dissemination of information relating to the history of California and the West. In no event shall any earnings or any other property of the Society be distributed to or inure to the benefit of any member, former member, Trustee, or officer of the Society, or private individual, either directly or indirectly.

ARTICLE III **BOARD OF TRUSTEES**

3.1 **General and Specific Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the Society’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Society’s Board of Trustees (“Board”). Without limiting the generality of the foregoing, the Board shall have the power and authority to exercise the Society’s rights as member or shareholder of any other corporation, venture or entity in which the Society has an interest as a member, shareholder or otherwise. In doing so, the Board may, by resolution authorize one (1) or more officers of the Society to represent the Society with respect to any matter to be acted upon by the Society as a member, shareholder or otherwise.

3.2 Trustees. The authorized number of Trustees (“Trustees”) of the Board of Trustees (“Board”) of CHS shall be not less than fifteen (15) or more than thirty (30), all of whom shall be members of the Society, the exact number to be fixed by resolution adopted by the Board, provided that any amendment which reduces the number of Trustees shall not have the effect of terminating the unexpired term of any Trustee and provided that if, at any time the Board is comprised of less than fifteen (15) members, CHS shall endeavor to promptly fill such vacancies necessary to fill the minimum Trusteeships and, notwithstanding such vacancies, the Board’s power and authority shall continue.

3.2.1 Ex-Officio Trustees. The CEO (as that term is defined in Section 7.1 of these Bylaws) of the Society and such other persons as may be designated by the Board shall be ex-officio members of the Board. The CEO shall be a voting member of the Board.

3.2.2 Trustees. The number of Trustees shall be fixed by resolution adopted by the Board, provided that any amendment which reduces the number of Trustees shall not have the effect of terminating the unexpired term of any Trustee.

3.2.3 Scholar Trustees. Certain Trustees may be designated as Scholar Trustees by the Chair in recognition of their academic prowess, artistic contribution, and/or cultural production that contributes to a richer understanding of California history.

3.3 Term of Office. The term of Trustees shall be for three years, except as otherwise noted in this Article III. Terms begin July 1 of the first year of such term, unless otherwise specified by the Board upon a Trustee’s election, and end June 30 of the third year of such term. No Trustee shall serve more than three consecutive full three year terms unless such Trustee is concurrently an elected Officer (as specified in Section 6.1 of these Bylaws) or Chairperson of a Standing Committee (as that term is defined in Section 5.12 of these Bylaws) of the Society, in which case the extended terms shall not exceed one year. Former Trustees are eligible for re-nomination and election after the lapse of one year.

3.4 Qualification; Nomination; and Election.

3.4.1 Qualifications. The Chair will annually nominate a committee on Trustees and Governance pursuant to the provisions of Article V. The Trustees and Governance Committee shall identify and recruit candidates qualified for election to Trusteeship on a year-round basis. Criteria to be considered in potential candidates include demonstrated interest in CHS, a commitment to service and support of the Society, an appropriate area of expertise, and potential leadership ability. Additionally, it is the intent of CHS to establish and maintain a Board that mirrors the cultural and geographic diversity of the State. The Board shall adopt a policy establishing guidelines for the creation of a Board reflecting such diversity. The Trustees and Governance Committee shall present its nominations, including a resume of each candidate to the Board at least two (2) weeks prior to the meeting at which the Board votes on the nomination of the candidate(s).

3.4.2 Election. Trustees shall be elected by existing Trustees during the Annual Meeting held in June, or upon the occurrence of a vacancy, and shall hold office until expiration of the term for which elected and until a successor is elected and qualified. The Trustees and Governance Committee shall propose election by the existing Trustees of a Trustee candidate or slate of Trustee candidates, and candidates receiving the approval of a majority of the existing Trustees present at such meeting are elected.

3.5 Vacancies. A vacancy on the Board shall exist on the occurrence of the following: (a) the death, disqualification, resignation, suspension, expulsion or termination of any Trustee; (b) the declaration by resolution of the Board of a vacancy in the office of a Trustee who has been declared of unsound mind by an order of any court, convicted of a felony or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of Division 3 of the CCC; (c) the existence of a number of Trustees that is less than the minimum number set forth in Section 3.2; or (d) the increase in the authorized number of Trustees.

3.6 Resignation of Trustees. Any Trustee may resign by giving written notice to the Chairperson or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Trustee's resignation becomes effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

3.7 Removal of Trustees. Trustees may be removed from office, with or without cause, by the approval of a majority of the Board. Removal of a Trustee for one or more of the reasons listed in Section 3.5(b) above may be initiated by any member of the Board. No reduction in the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of the Trustee's term of office.

3.8 Compensation of Trustees and Officers. Trustees shall receive no compensation for their services as Trustees of the Society. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Board.

3.9 Inspection Rights of Trustees. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Society during normal weekday business hours. If a Trustee wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Society's attorney will be present.

3.10 Standard of Care. A Trustee shall perform the duties of a trustee, including duties as a member of any committee of the Board on which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interest of the Society and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared and presented by:

(a) One or more officers or employees of the Society whom the Trustee believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence, as long as, in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Trustee in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Trustee.

3.11 Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons," as defined by the CCC (presently Section 5227).¹ Any violation of the provisions of this Section 3.11 shall not affect the validity or enforceability of any transaction entered into by the Society

ARTICLE IV **MEETINGS OF THE BOARD**

4.1 In General. Subject to the other provisions of this Article, all meetings of the Board shall be held in compliance with the requirements under the CCC.

4.2 Place of Meetings. Unless specified otherwise by the Chair or the CEO, meetings of the Board shall be held at the principal office of the Society.

4.3 Annual Meeting. The annual meeting of the Board ("Annual Meeting") shall be held for the purpose of organization, election of Trustees, election of officers and the transaction of such other business as may properly be brought before the meeting in June of each year, the exact date and time to be set by the CEO and Chair.

4.4 Regular Meetings. Regular meetings of the Board shall be held on such date and time as the CEO and Chair shall determine from time to time.

4.5 Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the Chairperson, Secretary or any two (2) or more Trustees.

4.6 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Trustee by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Trustee's address or telephone number as shown on the Society's records. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Society's principal office.

4.7 Waiver of Notice. Written notice may be dispensed with as to any Trustee who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, or who

¹ Section 5227 presently defines "interested person" as either:

(1) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

is actually present at the meeting when it convenes. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.8 Meetings by Telecommunications Equipment. Members of the Board may participate in a meeting through use of a video conference, telephone conference or similar communications equipment. Participation in a meeting by this means constitutes presence in person at such meeting as long as all members participating in the meeting are able to hear one another.

4.9 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair, or in his or her absence, by a Vice Chair, or in the absence of a Vice Chair, by a person chosen by the majority of the Trustees present at the meeting. The Secretary shall act as secretary of all meetings of the Board; provided, however, that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

4.10 Quorum. A majority of the authorized number of Trustees then in office shall constitute a quorum for the transaction of any business except adjournment.

4.11 Required Vote of Trustees.

4.11.1 In General. Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions contained in these Bylaws or provided in the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common trusteeships; (c) creation of and appointments of committees of the Board, and (d) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, 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 Articles of Incorporation, these Bylaws or by law.

4.11.2 Greater Vote Required. Notwithstanding Section 4.11.1, the following matters require the approval of a majority of the authorized number of Trustees: adoption, amendment, or repeal of these Bylaws or the Articles of Incorporation.

4.12 Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Trustees who were not present at the time of the adjournment.

4.13 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Trustee who has a material financial interest in a transaction to which the Society is a party and who is an "interested person" as defined in the CCC (presently Section 5227), shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. Any certificate or document filed on behalf of the Society relating to an action taken by the Board

without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting and that the Bylaws of the Society authorize its Trustees to so act.

ARTICLE V

COMMITTEES OF THE BOARD

5.1 Committees.

5.1.1 **Generally.** Except as limited by Section 5.2 of these Bylaws, the Board may create standing or special committees, or advisory committees, for any purposes and delegate to such committees any of the powers and authorities of the Board to the extent permitted by the CCC (presently Section 5212). Except as otherwise provided in these Bylaws, such committees shall be advisory only and shall at all times be subject to the control of the Board. Such committees shall consist of two (2) or more Trustees and, except as otherwise provided in the Bylaws, may also consist of other persons who are not Trustees.

5.1.2 **Committee Appointments; Removal.** The Chair and CEO shall have the authority to appoint members to standing, special, or advisory committees. The Chair and CEO will nominate a member to serve as the Chairperson of each committee, except as otherwise specified in this Article V. The appointment of any member nominated by the Chair and CEO to serve as the Chairperson of a committee is contingent upon a majority of the Board ratifying such appointment. The Chairperson of a committee may be removed by the Chair or by majority vote of the Trustees then in office.

5.1.3 **Standing Committees.** The following Standing Committees are hereby established as follows: Audit Committee, Trustees and Governance Committee, Collections and Exhibitions Committee, Executive Committee, Finance Committee and Investment and Endowment Committee. The Board may establish from time to time such other committees as may be deemed appropriate.

5.1.4 **Executive Committee.** The Executive Committee shall consist only of members who are also Trustees. The Executive Committee at the will of the Chair shall assist in the active governance of the Society, and shall act in the absence of the Board in a situation of emergency or urgency to adopt policies or take action as necessary in the best interest of the objectives of the Society, and report such actions to the Trustees at the next regular meeting of the Board. The Executive Committee shall consist of these officers of the Board: Chair, Vice Chair(s), and Treasurer and Secretary. The Executive Committee shall convene as necessary to conduct the business of the Society and to make timely recommendation to the Board.

5.1.5 **Finance and Budget Committee.** The Finance and Budget Committee shall consist of no less than 3 and no more than 7 members, the majority of which shall be Trustees including the Treasurer who shall serve as Chairperson of the Finance and Budget Committee. The Finance and Budget Committee shall prepare the Annual Budget for the Society in accordance with the budget schedule determined by the Board. The Finance and Budget Committee Chair shall present to the Board the budget approved and recommended by the Finance and Budget Committee. The presentation shall be made in accordance with the budget schedule determined by the Board. The Finance and Budget Committee shall review financial reports and assist with control of current financial operations within the limit of the total approved budget and recommend, if it deems necessary and after consultation with the CEO, modifications to the budget

as previously approved. The Finance and Budget Committee shall ensure that appropriate insurance policies are in effect for the Society's collections, real estate, directors and staff's liability, and shall ensure that prudent banking procedures are adopted and followed.

5.1.6 Trustees and Governance Committee. The Trustees and Governance Committee shall consist only of members who are also Trustees. The Chair and CEO shall annually nominate a Trustees and Governance Committee to consist of no fewer than four members selected from the current Trustees. The Trustees and Governance Committee shall be responsible for carrying out the responsibilities of the Trustees and Governance Committee regarding election of Trustees and Officers of the Board as set forth in these Bylaws. The Committee shall be responsible for ensuring good governance of the Society in cooperation with the Chair and the Executive Committee.

5.1.7 Audit Committee. The Audit Committee may consist of members who are Trustees as well as members who are not Trustees, however, the majority of the Committee shall be members who are Trustees. The Chair and CEO shall annually nominate three Trustees to the Audit Committee. The Chair and CEO may further appoint non-voting advisors. Trustees who are employees or officers of the Society or who receive, directly or indirectly, any consulting, advisory or other compensatory fees from the Society may not serve on the Audit Committee. A majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chairperson of the Audit Committee may not serve on the Finance Committee. The Audit Committee shall assist the Board in choosing an independent auditor and recommending termination of the auditor, if necessary. The Audit Committee shall negotiate the auditor's compensation, confer with the auditor regarding the Society's financial affairs, review the annual audit and recommend to the Board the acceptance or rejection of the audit.

5.1.8 Collections and Exhibitions Committee. The Chair and CEO shall nominate no less than five and no more than nine members to serve on the Committee, at least two of whom shall be Trustees. The Collections and Exhibitions Committee shall advise Trustees, management and employees on policies, procedures and actions related to the Society's collection of historical materials. The Committee shall monitor policies, procedures and actions to ensure that the Society meets the highest professional and ethical standards in acquisition, management, disposal, care, and exhibition of its collections. Members of the Committee shall be knowledgeable and experienced in library, archival and museum collections management and exhibition, as well as California history.

5.1.9 Investment and Endowment Committee. The Investment Committee shall consist of five members and one alternate member appointed by the Chair and CEO. The Investment and Endowment Committee terms of office shall be for three years, unless otherwise specified at the time of appointment. No member shall serve more than two 3-year terms without a lapse of at least one year. The Investment and Endowment Committee shall have the power and authority to investigate all matters pertaining to the investment of the Society's endowment and other funds, and shall have full power and authority to direct the investment and reinvestment of all such funds and the purchase and sale of stocks, bonds and other securities as it shall deem proper in accordance with the Investment Policy Statement. The Investment and Endowment Committee shall also have the power and authority to arrange for and establish annuities in connection with the management of the endowment funds. Any action or decision by the Investment and Endowment Committee shall require a majority vote of the members of such committee who are Trustees. All actions taken by the committee shall be promptly reported to the

Board. The Treasurer and the CEO shall be an ex-officio member of the Investment and Endowment Committee in an advisory capacity.

5.1.10 Tenure; Vacancies. The chairperson and each member of each standing committee shall serve until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed in accordance with Section 5.1.2, resigns or otherwise ceases to qualify as a chairperson or member, as the case may be, of the committee. Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a chairperson or member, as the case may be, of such committee. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

5.1.11 Quorum; Meetings. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chairperson or by the Board. A majority of the members of a committee shall constitute a quorum of such committee and, except as otherwise provided in this Article V, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep accurate minutes of its meetings, the chairperson designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board.

5.1.12 Expenditures. Except as may otherwise be provided by the Board or by these Bylaws, any expenditure of corporate funds by a committee shall require prior approval of the Board.

5.2 Limitation on Delegation. In accordance with the CCC, the Board may not delegate any power of final action to any committee not composed entirely of Trustees, and may not delegate to any committee the following powers:

- (a) the filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) the fixing of compensation of the Trustees for serving on the Board or on any committee;
- (c) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) the appointment of committees of the Board or the members thereof;
- (f) the expenditure of corporate funds to support a nominee for Trustee after there are more persons nominated for Trustee than can be elected; or
- (g) the approval of any contract or transaction to which the Society is a party and in which one or more of its Trustees has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the CCC.

ARTICLE VI

OFFICERS OF THE SOCIETY

6.1 Officers. The officers of the Society shall be a Chair, one or more Vice Chairs, a Secretary and a Treasurer. The Board may establish such other offices as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such powers and duties as the Board may authorize from time to time. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

6.1.1 Chair. The Chairperson of the Board (the "Chair") shall preside at all meetings of the Board. The Chair shall, in consultation with the CEO, arrange for the scheduling and agendas for the Board and Executive Committee meetings. The Chair shall establish procedures for the Board's work, keep the flow of information to Board members under continuous review, assign specific tasks to Board members and preside over meetings of the Board. The Chair shall be an ex officio voting member of all Standing Committees, and such other committees as may be established by the Board.

6.1.2 Vice Chair(s). The Chair may appoint one or more Vice Chairs as deemed necessary to carry out the business of the Board concurrent with the Chair's term. In the absence or disability or refusal to act of the Chair, the Vice Chairs in order of their rank as fixed by the Board or, if not ranked, the Vice Chair designated by the Chair or the Board, shall perform all of the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed for them, respectively, by the Board or these Bylaws.

6.1.3 Secretary. The Secretary shall keep or cause to be kept, at the Society's principal office or such other place as the Board may direct, minutes of all meetings, proceedings and actions of the Board, and of meetings of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and if special, how authorized; the notice given; and the names of persons present at Board and committee meetings. The Secretary shall keep or cause to be kept written waivers of notice of meetings; written consents to holding meetings, written approval of minutes of meetings; and unanimous written consents of action of the Board without a meeting. The Secretary shall keep or cause to be kept, at the principal office of the Society, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in such custody and shall have such other powers and perform such other duties as the Board or these Bylaws may require.

6.1.4 Treasurer. The Treasurer may also be designated by the alternate title "Chief Financial Officer." The Treasurer shall keep and maintain, or cause to be kept, and maintained adequate and correct books and accounts of the Society's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall send, or cause to be given, to the Trustees such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times. The Treasurer, acting in accordance with policies and procedures proposed by the Finance and Budget Committee and approved by the Board, shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Society with such depositories as the Board may designate; (ii) disburse or cause to be disbursed the Society's funds upon a check or draft of the Society; (iii) render to the Chair and the Board, when requested, an account of all transactions as Treasurer and of the

financial condition of the Society; and (iv) have such other powers and perform such other duties as the Chair, Board or these Bylaws may require.

6.2 Election; Removal; and Term of Office.

6.2.1 Election. The officers of the Society shall be nominated by the Trustees and Governance Committee and elected by the Board at its Annual Meeting.

6.2.2 Term of Office. Each officer shall hold office for one (1) year at the pleasure of the Board and until his or her successor shall be selected and qualified to serve.

6.2.3 Removal. Any officer may be removed from office at any time by a majority vote of the Board, with or without cause or prior notice.

6.2.4 Resignation. Any officer may resign at any time upon written notice to the Board, and such resignation is effective upon receipt of written notice by the Board unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation. Any resignation is without prejudice to the rights, if any, of the Society under any contract to which the officer is a party.

6.2.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Board.

**ARTICLE VII
CHIEF EXECUTIVE OFFICER**

7.1 The Chief Executive Officer (the “CEO”) of the Society shall be responsible for carrying out the policies and programs approved by the Board and shall receive compensation for such services as determined by the Board and shall exercise general supervision over all of the affairs of the Society pursuant to the direction of the Board and shall see to it that such affairs are conducted in accordance with the Bylaws of the Society. The CEO shall appoint all employees of the Society who shall serve at the CEO’s pleasure. The CEO shall have the discretion to delegate to any other employee the authority to appoint or terminate employees. The CEO shall be considered a “Trustee” per section 3.2 of the bylaws and attend, in a voting capacity, all meetings of the Board, Standing Committees, and all other committees, advisory committees, task forces, and working groups of the Society unless the Chair determines otherwise. The CEO shall serve at the pleasure of the Board.

**ARTICLE VIII
INDEMNIFICATION**

The Society shall, to the maximum extent permitted by law, indemnify each of its present or former Trustees and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter “proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was a Trustee or officer of the Society; provided that the Board determines that such Trustee or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of the Society and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The

foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of the Society and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, the Society is prohibited by the CCC from indemnifying its Trustees or officers against judgments, fines, settlements and other amounts, the Society shall nevertheless indemnify each of its Trustees and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a Trustee or officer of the Society; provided that the Board determines that such Trustee or officer was acting in good faith and in a manner such person believed to be in the best interests of the Society and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding shall, to the maximum extent permitted by law, be advanced by the Society prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Trustee or officer to repay the amount of the advance unless it is determined ultimately that the Trustee or officer is entitled to be indemnified as authorized in this article or by law.

The Board may authorize the Society to purchase and maintain insurance on behalf of any Trustee or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the Society would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a Trustee or officer of the Society. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE IX **AMENDMENTS**

9.1 Amendment of Articles. The amendment of the Articles of Incorporation of the Society is provided for by California state law and requires the approval of a majority of the Trustees. Such amendment shall not be effective until a certificate of amendment is filed with the Secretary of State.

9.2 Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, by majority vote of the Trustees.

ARTICLE X **RECORDS**

10.1 Minute Book. The Society shall keep or cause to be kept a minute book which shall contain:

(a) The record of all meetings of the Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board without a meeting, and similarly as to meetings of committees of the Board established pursuant to these Bylaws.

(b) A copy of the Articles of Incorporation, and all amendments thereof, and a copy of all certificates filed with the Secretary of State; and

(c) A copy of these Bylaws, and all amendments hereof, duly certified by the Secretary.

10.2 Financial Statements. Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year, but not later than the fifteenth (15th) day of the third (3rd) month after the close of said fiscal year. The financial statements shall contain in appropriate detail the following: (i) the assets and liabilities, including trust funds, of the Society as of the end of the fiscal year; (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (iii) the revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the fiscal year; and (iv) the expenses or disbursements of the Society for both general and restricted purposes, during the fiscal year.

10.3 Annual Report to Trustees. An annual report, including the financial statements prescribed by Section 9.2 of these Bylaws, shall be furnished annually to all Trustees within 120 days after the end of the Society's fiscal year and shall include any information required by Section 9.4 of these Bylaws. The financial statements included with the annual report shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Society that such statements were prepared without audit from the books and records of the Society. If the Board approves, the Society may send the report and any accompanying material sent pursuant to this Section 9.3 by electronic transmission.

10.4 Report of Transactions and Indemnifications. As part of the annual report to all Trustees required by Section 9.3 of these Bylaws, or a separate document if no annual report is issued, the Society shall annually prepare and mail, deliver or send by electronic transmission to all Trustees a statement of any transaction between the Society and one of its officers or Trustees

or of any indemnification paid to any officer or Trustee if, and to the extent, required by section 6322 of the CCC. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this Section shall describe briefly:

10.4.1 Covered Transactions. Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same “interested person” had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The names of the “interested persons” involved in such transactions, stating such person’s relationship to the Society, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

10.4.2 Indemnifications. The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating to more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Trustee of the Society pursuant to section 5238 of the CCC.

For purposes of this Section 10.4, an “interested person” is (i) any Trustee or officer of the Society, or its parent or subsidiary; and (ii) any holder of more than 10 percent (10%) of the voting power of the Society, its parent or subsidiary.

10.5 Periodic Regulatory Filings.

10.5.1 Secretary of State. In accordance with section 6210 of the CCC, the Society shall file a statement of information, in the form required by the Secretary of State, every two years from the date of its incorporation. The statement must be filed no later than January 30 of the year in which the filing is required. In addition, the Society must also file a statement if at any time before the required biennial filing is due the information provided in the previously filed statement has changed.

10.5.2 Attorney General. Within thirty (30) days of first receiving property, the Society shall file with the Attorney General an initial registration form, setting forth such information and attaching documents prescribed in accordance with rules and regulations of the Attorney General. Thereafter, the Society shall renew its registration annually no later than the fifteenth (15th) day of the fourth (4th) month after the close of the fiscal year.

ARTICLE XI MISCELLANEOUS

11.1 Fiscal Year and Accounting Period. The fiscal year of the Society shall be from July 1 to June 30 and the accounting period of the Society shall end on June 30th each year.

11.2 Bonding. All Trustees, officers or employees handling funds shall be properly bonded, if so required by the Board.

11.3 Gifts and Donations. The Board may accept on behalf of the Society any contributions, gifts, bequests or devises for the general purpose or for any special purpose of the Society not in violation of the Society’s Articles of Incorporation.

11.4 Contracts. Unless otherwise set forth in these Bylaws the Board may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

11.5 Checks; Drafts; etc. Except as otherwise set forth in these Bylaws, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents, of the Society and in such manner as shall from time to time be determined by a resolution of the Board.

11.6 Conflicts of Interest. The Society, through its Board, may promulgate from time to time a conflict of interest policy and other policies according to the current law then in effect to be adhered to by its officers and Trustees.

11.7 Inspection of Articles and Bylaws. The Society shall keep at its principal executive office in California the original or a copy of its Articles of Incorporation endorsed and certified by the Secretary of State and its Bylaws certified by the Secretary, as amended or otherwise altered to date, which shall be open to inspection by Trustees at all reasonable times during office hours.

11.8 Inspection by Public. In accordance with section 6104 of the Code, copies of the Society's application for tax exemption and any papers submitted in support of such application shall be made available by the Society for inspection at the request of any individual during regular business hours at the Society's principal place of business and at any regularly maintained regional or district office of the Society having three or more employees.

11.9 Interpretation and Construction. Any conflict between these Bylaws and the Articles of Incorporation shall be resolved in favor of the Articles of Incorporation. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

11.10 Dissolution. The Society shall not be voluntarily dissolved, except by approval of the Board or in accordance with the CCC. In the event of dissolution of the Society in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Society shall be paid or distributed as provided for in the Articles of Incorporation.

11.11 Job Descriptions and Policies. Notwithstanding any other provision in these Bylaws to the contrary, the Board may, at its option, implement job descriptions and policies for Trustees, committee members, officers and other employees.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the California Historical Society, a California nonprofit public benefit corporation ("Society"); and
2. That the foregoing Bylaws, comprising sixteen (16) pages, constitute the Bylaws of said Society, as duly approved by the Board of Trustees of said Society at a meeting duly held on September 20th, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Society this 20th day of September, 2018.

Christy McArroy, Secretary