

**AMENDED AND RESTATED BYLAWS
OF
RAMONA PIONEER HISTORICAL SOCIETY, INC.**
(hereinafter called the “Society”)

A California Nonprofit Public Benefit Corporation

WORKING COPY IN PROCESS

ARTICLE ONE

NAME AND PRINCIPAL EXECUTIVE OFFICE

- 1.01. Name and Principal Executive Office:** The name of this corporation is RAMONA PIONEER HISTORICAL SOCIETY (Society). The principal executive office of the corporation shall be 645 Main Street, Ramona, California, unless changed by the Board of Directors. Any such change of location shall be noted by the Secretary on these Bylaws opposite this Section or recorded in an amendment to this Section.

ARTICLE TWO

MISSION AND OBJECTIVES

- 2.01. Mission:** The mission of the Society shall be to discover, collect, display, and preserve artifacts, memorabilia, books, pamphlets, maps, genealogies, portraits, surveys, paintings, pictures, relics, manuscripts, letters, journals, field books and any other books, articles, audio visual materials or property which may establish and illustrate the history of the United States, and particularly California, San Diego County and the Ramona area.
- 2.02. Objectives:**
- (a) To replicate traditional and historical community social events and recreational activities that were a vital part of rural life. This will include activities such as picnics, dances, sporting events and social activities.
 - (b) To publish and disseminate such historical matter as this Society may authorize.
 - (c) To own and maintain the Guy Woodward Museum for the display and viewing and study of collected historical items.

ARTICLE THREE

NONPARTISAN ACTIVITIES AND DEDICATION OF ASSETS

- 3.01. Nonpartisan Activities:** The Society is a nonprofit 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 charitable purposes. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

3.02. Dedication of Assets: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, member, or private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

MEMBERSHIP

4.01. Qualifications: Any person of good character and interested in the stated mission and objectives of the Society may become a non-voting member by making application to any Officer or Director, the Membership Chairperson or the Museum Operations Manager, and making payment of the required dues for the class of membership desired. There is no limit as to how many qualified persons can be non-voting members of the Society.

4.02 Membership Categories:

(a) Annual General Membership

Individual	20.00
Family (father, mother, children under 18 years old)	30.00
Junior (under 18 years of age)	5.00

(b) Lifetime Membership

Individual	200.00
Married Couple	250.00

(c) Verlaque \$1000 Club - Lifetime Membership

Individual or Family	1000.00
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(d) Honorary - A special lifetime membership may be awarded to a person when approved by the Ramona Pioneer Society Board of Directors. Honorary memberships shall be for outstanding contributions of long duration to this society and/or to the community.

4.03 Rights and Responsibilities of Members:

- (a) Free entry to the Guy B. Woodward Museum.
- (b) Invitation to attend quarterly membership meetings and other special events.
- (c) Receive newsletters and other announcements.
- (d) Annual General Members must remit their annual dues to one of the persons listed in Article 4.01, on or before the anniversary of their initial membership, to continue their membership. Lifetime members are not required to pay annual dues.

4.04 Meetings of Membership: Held in February, April, June, October, and December. Notice of these meetings shall be publicized via newsletter, electronic communication, telephone, mail, or the local newspaper. Officers and Directors elected by the Board of Directors for the coming year will be announced to the membership at the June meeting.

ARTICLE FIVE

DIRECTORS

5.01. Board Composition: The Board of Directors shall be composed of those duly elected as directors and all board officers. The Board shall consist of no less than five (5) or more than thirteen (13). Directors shall serve without compensation and shall be made up of those Society Members in good standing elected by the Board of Directors.

5.02. Election and Terms: Each Director shall be elected to serve for a one (1) year term beginning on July 1 and ending on June 30 of the following year. Directors are eligible to serve additional terms without term limitations. A Director shall be elected by majority vote of the Board of Directors at any regular and announced meeting.

5.03 Powers.

(a) General Corporate Powers - Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of this corporation to any person or persons, management company, or committees however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors

(b) Specific Powers - Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- (1) Conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or these Bylaws
- (2) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles, and with these Bylaws; and fix their compensation.
- (3) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.
- (4) Amend the Bylaws of the corporation, subject to Article 10.02.
- (5) Appoint committees of the Board of Directors and delegate any function of the Board of Directors to any such committee, if such action is taken in accordance with California Corporations Code Section 5212 or any successor statutes, but the delegation of authority shall not exceed what the Board may lawfully delegate.

5.04. Resignation and Removal of Directors:

- (a) **Resignations.** - Except as provided in this section, any Director may resign, which resignation shall be effective on giving written notice to the President, the Vice President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective.
- (b) **Removal** - Except as provided in California Corporations Code Section 5222, or any successor statute, any Director may be removed without cause, if such removal is approved by a majority of the Board of Directors and voting at a duly held meeting at which a quorum is present.

5.05. Vacancies:

- (a) **Events Causing Vacancy** - A vacancy or vacancies in the Board of Directors may be deemed to exist on the occurrence of the following:
 - (1) The death or resignation of any Director;
 - (2) The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law (commencing with section 5230);
 - (3) A removal of any Director in accordance with the provisions of these Bylaws.
- (b) **Term.** - A person elected to fill a vacancy shall hold office until the expiration of the term for which the vacating Director was elected.

5.06. Interested Directors: No regular full-time or part-time paid employee of the corporation may serve as a director. In addition, not more than 49% of the directors at any one time may be “interested persons.” An interested person is (a) any person being compensated by this corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (b) 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. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

5.07. Regular Meetings: Regular meetings of the Board of Directors shall be held at such time as shall from time to time be announced by the President. If the Board establishes a timetable for its regular meetings and provides notice to all directors of such timetable, such regular meetings may be held without additional notice. There shall be no fewer than four (4) regular meetings of Directors in each year, but the Board of Directors may establish a timetable for its regular meetings that provides for more than four such meetings.

- 5.08 **Executive Sessions:** At any meeting of the Board of Directors, the President may declare an Executive Session, which shall be restricted to duly elected Directors of the Board for the purpose of conducting business, which by its nature, is confidential. Such matters might include legal affairs, personnel issues, or security of the assets of the corporation. The Secretary shall keep a separate record of minutes of actions taken in Executive Sessions, which shall not be available for review except by duly elected Directors, the corporation's legal counsel as required, or the corporation's auditors as required, or with the prior approval of the Board of Directors.
- 5.09. **Special Meetings:** When a matter requires immediate attention, a Special meeting of the Board of Directors may be called at any time by the President, the Vice President, the Secretary, the Treasurer, or by any two Directors.
- 5.10. **Meeting by Telephone:** Any meeting of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.
- 5.11 **Notice:** Notice of the time, place, and purpose of all meetings of the Board of Directors shall be given to each Director not later than three (3) days prior to the meeting. The notice must be made by mail, personal delivery, telephone, or by electronic means.
- 5.12. **Quorum:** A majority of the Directors authorized by these Bylaws shall constitute a quorum for the transaction of business.
- 5.13. **Voting:** Each Officer and Director shall have the right to cast one (1) vote on each matter before the Board of Directors.
- 5.14. **Action without Meeting:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.
- 5.15. **Compensation of Directors:** Directors (including officers) shall serve without compensation, except that they may be reimbursed for actual and necessary expenses incurred in performance of their duties as Directors of the corporation, to the extent such reimbursements of expenses are just and reasonable as to the corporation and approved by the Board of Directors.
- 5.16. **Corporate Loans and Guaranties to Directors:** The corporation shall not make any loan of money or property to or guarantee the obligation of any director (including officers) provided, however, that the corporation may advance money to a director of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director, provided that in the absence of such advance, such Director would be entitled to be reimbursed for such expenses by the corporation.

ARTICLE SIX

OFFICERS

- 6.01. Officers.** The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Each officer must first be a member of the Board of Directors.
- 6.02. Election and Terms:** Each Officers shall be elected to serve for a one (1) year term beginning on July 1 and ending on June 30 of the following year. Officers are eligible to serve additional terms without term limitations. Officers shall be elected by majority vote of the Board of Directors at any regular and announced meeting, or at an announced special meeting provided for in these bylaws.
- 6.03. Removal of Officers.** Any officer may be removed, with or without cause, by the Board of Directors, at any time.
- 6.04. Resignation of Officers.** Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.
- 6.05. Vacancies in Offices.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by action of the Board of Directors.
- 6.06. Responsibilities of Officers.**
- (a) **The President** of the Board shall preside at meetings of the body of the Society non-voting members, and of the Board of Directors, and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. The President shall be the Chief Executive Officer of the corporation. The President, subject to the ultimate control and oversight of the Board of Directors, shall supervise, direct and control the corporation's activities, affairs and officers. The President shall have such other powers and duties as the Board of Directors may prescribe and will act as an ex-officio member of all committees.
 - (b) **The Vice President** shall have such powers and duties as the Board of Directors may direct, including arranging all activities for the non-voting membership meetings. Although service as Vice President is not a prerequisite for appointment to the office of President, it shall generally be expected that the Vice President prepare himself or herself for eventual appointment to the office of President.
 - (b) **The Secretary** shall attend to the following:
 - (1) **Book of minutes.** The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, and of all meetings of The Society members. With the time and place of holding, and the proceedings of such meeting.

- (2) **Bylaws.** The Secretary shall certify and keep at the principal executive office a copy of these Bylaws as amended or otherwise altered to date.
 - (3) **Notice.** The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and of The Society membership.
- (c) **The Treasurer** shall be the Chief Financial Officer of the corporation and shall attend to the following:
- (1) **Books of accounts.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any associate at all reasonable times, for a purpose reasonably related to such person's interest as an associate, at a specific appointment scheduled therefor, upon the giving of reasonable notice and request for such inspection by such associate.
 - (2) **Deposit and disbursement of money.** The Treasurer shall deposit, or cause to be deposited, all money in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board of Directors; shall render, or cause to be rendered, to the President and Directors, whenever they request it, an account of all of his transactions as Chief Financial Officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
 - (3) **Financial Statements.** Review corporate financial records and present, or cause to be presented, a monthly and annual financial statement to the Board of Directors.

ARTICLE SEVEN

GUY B. WOODWARD MUSEUM DIRECTOR & CURATOR

7.01. **Appointment:** The Museum Director is appointed by the Board of Directors from within the membership of the Society and serves in a volunteer capacity without monetary compensation.

7.02. **Duties:**

(a) **Museum Director –**

- (1) To appoint the volunteer Curator from within the membership of the Society.
- (2) To plan and execute programs, activities, exhibits, special features and service projects for the Museum.
- (3) To be in charge of listing, filing, and preservation of letters, papers, records, writings, addresses, artifacts and other data obtained and owned by the museum. Develops an appropriate system for cataloging and retrieving information about the museum collections.
- (4) To establish an Advisory Board that will advise the Board of Directors, as requested, about the business, research and operations matters of the museum. The number of Advisory Board members shall only be limited by the availability of individuals who have desirable experiences and qualifications in their field of expertise.
- (5) To serve as an advisor to the Board of Directors.

(b) **Curator –**

- (1) To be responsible to the Museum Director and coordinate with the Director in the design, preparation, and preservation of exhibits.
- (2) To be responsible for the cataloging and proper care of the clothing and clothing accessories acquired by the museum, and to provide proper storage for these items, exhibits of clothing, accessories, and home furnishing arrangement in the Verlaque House.
- (3) To be responsible for the logging in of all artifacts that are acquired by the museum.

ARTICLE EIGHT

STANDING COMMITTEES

8.01. Assignment: Committee Chairpersons are to be appointed by the Board of Directors. Only Society members, including members of the board of directors, may be appointed. The only exception is that the Treasurer or other Officer or Director cannot perform the annual audit. Any Officer or Director may be appointed as Audit Chairperson, but cannot personally perform the required annual audit.

8.02. Committees:

(a) **Audit** –

- (1) Arrange for a qualified individual to perform an annual audit of the financial records of the Society. The person performing the audit may or may not be a Society member.
- (2) To deliver and review audit with the Board of Directors.
- (3) To file all completed annual fiscal audit reports with the Secretary.

(b) **History** –

- (1) To preserve all current photographic and printed materials that pertain to the activities of the Society and museum.
- (2) To prepare a narrative account of the Society's historical activities that will become the Society's official history.

(c) **Hospitality** – To ensure meeting room is set up, and serving arrangements are made for membership meetings and other special events of the Society.

(d) **Membership** –

- (1) Process membership applications, insure membership dues are received, and issue Membership cards.
- (2) Maintain a roster of all members in good standing. Roster is to include name, phone number, address, email address, class of membership, and date dues are next due to continue annual membership status.

(e) **Publicity** – To place information about meetings, activities, and special events in newspapers and other available media.

ARTICLE NINE

ASSETS

- 9.01. Disposition:** Disposition of real property, artifacts, documents, and records shall be strictly in accordance with the Articles of Incorporation for the Ramona Pioneer Historical Society.
- 9.02. Property:** Property includes, land, buildings, equipment and artifacts owned The Society. Property, with the exception of library books, cannot be removed from the premises of the Museum or other places considered as a temporary or permanent depository for the Museum unless express approval is given by the Director. If the Director is unavailable, a written request can be made to the Board of Directors.
- 9.03. Funds:** Maintenance and control of funds owned by The Society shall be as follows:
- (a) **General Fund** – The General Fund shall be comprised of all the monies received by the Society, except those specifically designated for Special Funds. Authorization to spend monies of the General Fund shall be in accordance with the current resolutions authorized by the Board of Directors.
 - (b) **Special Funds** – Special Funds for monies donated or obtained through grants and designated for specific purposes shall be maintained under separate accounts. The Board of Directors shall identify such funds, and their governing rules and controls.
 - (c) **Authorization to Spend** - Authorization to spend monies of the General Fund and Special Funds shall be in accordance with the current resolutions authorized by the Board of Directors. Bank financial institution authorization cards shall be approved by the Board of Directors.
- 9.04. Duplication:** Copies of photos, documents, books, and computer data **cannot** be made for the purpose of removing them from the premises of the Guy B. Woodward Museum, or other places considered as a temporary or permanent Museum depository, unless express written approval is given by the Director of the Museum. If the Director is unavailable, a written request can be made to the Board of Directors.
- 9.05. Conflicts:** If there is a question or authority or jurisdiction, the Director of the Museum must refer any request made by a person or a group to the Board of Directors.
- 9.06. Violations:** Any violation of the above policy will be referred to the Board of Directors. The Board of Directors will investigate the violation and, at its discretion, refer the matter to the San Diego County District Attorney for investigation and prosecution under the laws that apply to the unauthorized removal of private or public property.

ARTICLE TEN

BYLAW MAINTENANCE

- 10.01. **Review:** The bylaws shall be reviewed in their entirety every two (2) years by the Board of Directors.
- 10.02 **Amendments:** The Bylaws may be amended in part or in whole by a majority vote of the Board of Directors present at a Regular or Special Board of Director meeting, provided that such amendments were presented at a previously scheduled board meeting, or by mail or electronic means at least one (1) week prior to the meeting. Amended Bylaws shall become effective immediately upon their adoption, or other date specified, by the Board of Directors.

ARTICLE ELEVEN

MISCELLANEOUS

- 11.01 **Fiscal Year:** The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of each year.
- 11.02 **Inspection of Corporate Records:** The book of accounts and other minutes of the proceedings of the Board of Directors, Executive Committee, or other committees of the Board shall be open to inspection at any reasonable time upon written request, with the exception of those minutes of any closed Executive Session.
- 11.03 **Parliamentary Procedure:** The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Society in all cases to which they are applicable and when they are not inconsistent with those ByLaws and any special rules of parliamentary procedure the Society may adopt.
- 11.04 **Nondiscrimination Policy:** This corporation does not discriminate in any manner against any person or persons on account of race, marital status, sex, sexual orientation, religion, color, ethnicity, ancestry, national origin, physical handicap, or medical condition. This policy applies to this corporation's use of the premises including, but not limited to; providing of goods, services, facilities, privileges, advantages, and accommodations, and the obtaining and holding of employment.

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of the Ramona Pioneer Historical Society, a California public benefit corporation, and that these are the Bylaws of this corporation amended and restated and adopted by the Ramona Pioneer Historical Society Membership on _____.

(Jeff Funk, Ramona Pioneer Historical Society Secretary).