



# **BYLAWS OF THE EBELL OF LOS ANGELES**

*Revised May 18, 2022*

## **ARTICLE I**

### **Name**

**Section 1.** The name of this Corporation shall be “The Ebell of Los Angeles,” herein also referred to as “the Corporation” or “The Ebell.”

**Section 2.** The Corporation’s principal office shall be in Los Angeles, California.

## **ARTICLE II**

### **Mission**

1) The Ebell of Los Angeles is a women’s organization whose mission is the advancement of education and all lines of general culture; conservation of The Ebell of Los Angeles’ historic Clubhouse and Wilshire Ebell Theatre, collections and grounds; and philanthropic work within the Los Angeles community.

2) The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes.

3) The fourth Monday of October of each year shall be known as CHARTER DAY, commemorating the organization of The Ebell of Los Angeles on October 27, 1894.

## **ARTICLE III**

### **Membership and Privileges**

#### **Section 1. Membership Classes**

1) Membership is open to any person over the age of 21 who supports the purpose of the Ebell of Los Angeles

## Section 2. Classes of Membership

A) There shall be four classes of membership:

- 1) **Regular Membership** - Women who have been elected in accordance with these Bylaws and the Membership Policies.
- 2) **Life Membership** - Regular members who have been elected to this membership category after being regular members in good standing for at least 10 (ten) years.
- 3) **Special Membership** - The Board may award special memberships, including Gentleman memberships, as defined by the Board in The Ebell Policies.
- 4) **Honorary Membership** - Granted by the Board of Directors for service to The Ebell or the community. Honorary members shall not pay dues.

B) Only Regular and Life Members shall have the right to vote and to serve on the Board of Directors of The Ebell, and to chair committees and events.

- 1) Regular members shall receive the right to vote on the first anniversary of the date of membership in accordance with section 3 (C), *infra*.
- 2) Regular members shall become eligible to be elected to The Ebell Board on the second anniversary of their election as a member.

C) No membership or right arising from membership is transferable.

D) All memberships in The Ebell of Los Angeles are annual, subject to renewal, except Life Memberships.

E) All members of the Ebell of Los Angeles are required to adhere to the Code of Conduct, which is deemed by this reference to be part of these Bylaws.

F) No Ebell member or committee may incur indebtedness on behalf of The Ebell without the authorization of the Board of Directors.

G) The Corporation fiscal year begins on July 1 and runs through June 30 of the following calendar year.

## Section 3 - Application: Regular

A) The applicant must attend at least one Ebell event, either before or after the filing of the application, before membership is granted.

B) A completed application for regular membership shall be filed with the Chair of Membership. An applicant will become a provisional member at the time her dues are received.

C) Upon completion of the requirements for membership, applicants shall be presented to the Board for approval. Upon approval, an applicant and/or a provisional member becomes a regular member.

D) Annual Dues will be due on the anniversary date of a member's membership.

#### **Section 4 - Application: Life**

A) After at least ten (10) consecutive years of regular membership in good standing, a member may complete an application for Life Membership and pay the onetime required dues and any annual assessments. The application shall be presented to the Board for approval after fees have been received.

B) A Life Member shall retain all the rights and privileges and duties of a Regular Member.

#### **Section 5. Resignation, Suspension, Termination and Reinstatement**

##### **A) Resignation**

1) A Regular Member may choose not to renew her annual membership or may resign in writing at any time.

2) A written resignation will be effective as of the date received by the Board of The Ebell of Los Angeles, unless the resignation specifies an alternative date.

3) No dues refunds shall be issued.

##### **B) Suspension and Termination**

1) A member may be suspended or terminated from membership by the Board for violation of these Bylaws, violation of the Code of Conduct or acting in a manner injurious to The Ebell of Los Angeles.

2) Any such suspension or termination must be done in good faith and in a reasonable manner that satisfies the requirements of the California Corporations Code §5341 and these Bylaws.

3) A written Notice of Infraction containing complete details of the alleged infraction committed by a member must include the identity of the complainant and must be delivered to any member of the Executive Committee.

- a) The Board will not act on an anonymous Notice of Infraction nor on one that does not provide sufficient evidence to proceed.
  - b) If the accused member is a Board member, she must recuse herself from the ensuing discussions and decisions.
- 4) The Executive Committee recipient shall deliver a copy of the Notice of Infraction to the entire Executive Committee within five (5) business days after the receipt of the Notice.
- 5) Within five (5) business days after receipt of the Notice of Infraction, a designated member of the Executive Committee will notify the accused member that a Notice of Infraction has been received that could result in the member being suspended or expelled.
- a) The Notice of Infraction will be presented to the accused in a private meeting with two members of the Executive Committee.
  - b) The accused member will be given an opportunity to refute in writing the allegations in the Notice of Infraction and must respond no later than 15 business days after the private meeting with two members of the Executive Committee.
- 6) An investigation of the alleged offense will commence no more than thirty (30) days after the accused member is notified of the action and shall be conducted by a committee appointed by the President including at least one Board member.
- 7) The Executive Committee will be apprised of the outcome of the investigation immediately by phone or US Mail.
- 8) Upon completion of the investigation, the matter will be presented to the Board, which will vote whether or not to issue a warning to the member, suspend her for a period of not more than one (1) year or terminate her membership.
- 9) The Board will notify the member in writing of the Board's action within 10 business days after the decision is made.
- 10) A member suspended from The Ebell of Los Angeles will not be allowed to attend any Ebell membership functions for the period of suspension.
- 11) A member who is suspended or whose membership is terminated for any reason remains liable for any charges incurred, services or benefits actually rendered, annual dues, assessments or fees incurred and any other obligations, whether arising from contract or otherwise, incurred to The Ebell of Los Angeles up to the effective date of the suspension or termination in accordance with California Corporations Code §§5340 and 5351.

### C) Reinstatement

1) A former **Regular Member**, in good standing, who resigned or whose membership has lapsed and who wishes to be reinstated to membership within six (6) months after such resignation or lapse must submit a letter so stating to the Membership Committee and pay any fee defined in The Ebell Policies.

2) Upon the acceptance by the Board of Directors of such reinstatement, that former member must pay any outstanding financial obligations owed at the time of resignation/lapse of membership and the full amount of the applicable current fiscal year's dues and assessments.

3) Upon reinstatement the resigned or lapsed member shall be returned to her original date of membership election.

4) A former member, except a Life Member, whose membership has lapsed while she was in good standing and who wishes to reapply for membership more than six (6) months after such lapse may reapply as a new member.

5) A **Life Member** whose membership has lapsed while in good standing and who wishes to be reinstated to Life Membership must submit a letter so stating to the Membership Committee within one (1) year of such lapse. Upon acceptance by the Board of Directors of such reinstatement, the former Life Member must pay all previous financial obligations owed at the time of resignation/termination of membership and all assessments made for the current fiscal year.

6) After one (1) year the former Life Member has forfeited her right to Life Membership, but may reapply as a regular member.

7) A former **Regular or Life Member** whose membership was not in good standing when she resigned or was terminated for a violation of the Code of Conduct, may not reapply for Ebell Membership for five (5) years, and such reinstatement is subject to the approval of the Board. Such approval shall not be unreasonably withheld.

a) Such former member must reapply as a new member and there will be no carryover of previous service; she will be considered a new member as of the date of readmission. Any prior service on the Board of Directors shall count toward term limits applicable to the Board.

## ARTICLE IV

### Membership and Business Meetings

**Section 1.** The members of The Ebell of Los Angeles shall meet regularly at least once a month, preferably on Monday from the first Monday in October through the second

Monday in June, unless otherwise ordered by the Board of Directors, at a time and place designated by the Board of Directors.

**Section 2.** At all regular meetings, Committees may report, programs may be presented, and business may be transacted.

A) All business shall be noticed not less than ten (10) days in advance to all members, unless approved by the Executive Committee.

B) Any meeting of The Ebell of Los Angeles may be closed to all but voting members by order of the Board of Directors.

**Section 3.** Not fewer than fifty (50) qualified voting members of this Corporation including at least a quorum of the Board of Directors, personally attending a regular or special meeting, shall constitute a quorum for the transaction of business.

**Section 4.** Regular business meetings of The Ebell of Los Angeles shall take place on Mondays in January and June.

**Section 5.** Special meetings of members of The Ebell of Los Angeles or of the Board of Directors may be called by the President or by the Board of Directors.

**Section 6.** Notice of any regular, business or special meeting of the membership shall be in writing and shall be given at least ten (10) days before the meeting date unless approved by the Executive Committee.

A) The notice shall be given by whatever means practical that meets the requirements of California Corporations Code §5511.

B) All business to be transacted must be specified in the notice.

**Section 7.** Pursuant to California Corporations Code §5512, a vote of the majority of members present at any regular or special meeting shall be required to approve an action.

**Section 8.** Neither proxy nor absentee voting is permitted at any meeting of The Ebell.

## **ARTICLE V**

### **Dues, Fees and Assessments**

#### **Section 1) Dues & Fees.**

1) At the March meeting of the Board of Directors, the Board shall set all annual membership dues and fees for the next fiscal year.

A) The membership shall be advised of the amount of annual dues and fees for the next fiscal year no later than June 1.

B) Annual dues are not refundable and not transferable

**Section 2.** A percentage of the annual dues, to be decided yearly by the Board, shall be allocated to the Preservation and Restoration Fund.

**Section 3.** The Board of Directors may at any time authorize a special assessment, by a 2/3 vote, which shall be due and payable by each Regular and Life Member following notice of at least thirty (30) days prior to the due date for payment of the assessment.

**Section 4.** The Ebell of Los Angeles fiscal year shall begin July 1 of each calendar year and continue through June 30 of the next calendar year.

**Section 5.** Membership Renewal notifications, including any fees and assessments, will be sent by in accordance with the Membership Policies. Failure to pay membership dues in a timely manner, as specified in the Membership policies, will automatically terminate membership.

**Section 6.** A Life Member is exempt from paying annual dues. A Life Membership will be renewed automatically each year provided that the Life Member has paid all outstanding and current assessments when due.

## **ARTICLE VI**

### **Officers and Board of Directors**

**Section 1.** The activities and affairs of this Corporation shall be exercised by, or under the direction of the Board of Directors pursuant to California Corporation Code §5210.

**Section 2.** The Officers of the Corporation shall be the President, Vice President, Secretary, Director of Finance and Treasurer.

**Section 3.** The Board shall consist of the Officers of the Corporation named above and the following Directors:

- A) Director of Publications
- B) Director of House, Theatre and Grounds
- C) Director of Membership
- D) Director of Historic Collections
- E) Director of Programs
- F) Director of Development
- G) Director of Governance
- H) Director of Rest Cottage Association
- I) Director of Scholarship

J) Director of Public Relations and Marketing

**Section 4.** The Board of Directors shall serve without compensation.

**Section 5. Executive Committee**

A) The Executive Committee shall be composed of the President, Vice President, Secretary, Director of Finance, and Treasurer.

B) Meetings may be called by any member of the Executive Committee on 24 hour notice.

C) Executive Committee members may participate in the meeting via electronic means, according to The Ebell Policy on electronic participation in Board meetings.

D) Members of the Executive Committee shall be notified about any matter requiring immediate attention.

E) The Executive Committee shall investigate such matters as are referred to it by the President, the Board of Directors, the Executive Director or the Human Resources Department.

F) The Executive Committee shall have the power to act with the same authority as the Board when necessary in the interim between Board meetings or to recommend action to the Board. An exception is made for the actions set forth under California Corporations Code §5212 that cannot be taken by a committee.

G) Any action taken by the Executive Committee shall be reported to the Board no later than the next regular meeting.

**Section 6. Terms and Limitations**

A) All Officers and Board members shall serve a term of two (2) years or until their successors are elected and installed.

B) Board members shall be eligible for a second consecutive term to the same office with the exception of the President.

1) The President shall serve no more than two (2) non-consecutive terms.

2) Should the office of the President be vacated, the Vice President shall become President for the remainder of that term and will be eligible for re-election as provided by these Bylaws. Should the Vice President have formerly served as President and serves more than one year of the incomplete term, she shall not be eligible for re-election.

3) A member shall serve no more than a total of twelve (12) years on the Board.

## **Section 7. Eligibility**

- A) To be eligible for election or appointment to an office on the Board of Directors, a candidate must have been a Regular Member or Life Member in good standing for at least two (2) years by June 30 of the year in which she is elected or appointed.
- B) To be eligible for election to the office of President, a member must have served on the Board of Directors for at least two (2) years within the last six (6) years.
- C) To be eligible for election to the office of Vice President. A member must have served on the Board of Directors for at least one (1) year in the past six (6) years.
- D) To be eligible to serve on the Board of Directors, a candidate must agree to abide by The Ebell Policies related to Board service and the specific office sought.

## **Section 8. Interested Persons as Directors.**

- A) Any Board Member who becomes an Interested Director, as defined in California Corporations Code §5233, (Conflict of Interest) shall recuse themselves from the discussion and vote on the matter in which they have an interest. Such recusal shall not affect quorum.
- B) No serving Board members may be related whether as siblings, children, parents, spouses, in-laws or domestic partners. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

## **Section 9. Duties**

### **A) President**

- 1) The President shall preside at all meetings of The Ebell of Los Angeles and the Board of Directors.
- 2) With the advice and consent of the Board, she shall appoint the members of all Standing and Special Committees not otherwise provided for in these Bylaws and may appoint a Parliamentarian, a Historian and a Librarian.
- 3) She shall be a non-voting ex-officio member of all Committees except the Nominating and Audit Committees.
- 4) She shall be the direct supervisor and liaison between the Executive Director and the Board of Directors, with the advice of the Human Resources Department.
- 5) The President shall have the authority to sign all contracts and other business documents as approved by the Board and shall review all membership correspondence and membership communications.

6) If the President does not respond to a request for actions stated above within three (3) business days, or if the deadline is sooner than three (3) business days and the President cannot be reached, the authority shall move to the Vice President.

7) The President shall have other duties as assigned by the Board of Directors and defined in The Ebell Policies.

**A) Vice President**

1) The Vice President shall assist the President as needed and assume the duties of the President during such time as the President is unavailable for an extended period.

2) The Vice President shall have such duties as assigned by the Board of Directors and defined in The Ebell Policies.

3) In the event of the resignation, permanent disability or death of the President, the Vice President shall assume the office of the President.

**C) Secretary**

1) The Secretary shall take the minutes of the meetings of The Ebell of Los Angeles and the Board of Directors.

2) The Secretary shall be responsible for the maintenance of minutes for The Ebell of Los Angeles.

3) The Secretary shall attend to correspondence for which other provisions have not been made.

4) The Secretary shall have other duties as assigned by the Board of Directors and defined in The Ebell Policies.

**D) Finance Director**

1) In consultation with the Executive Director, the Finance Director shall prepare the annual Ebell budget.

2) The Finance Director shall present a monthly statement at all regular meetings of the Board of Directors.

3) The Finance Director shall make a comprehensive financial report at the semi-annual business meetings (January and June) of The Ebell of Los Angeles.

4) The Finance Director shall have other duties as assigned by the Board of Directors and defined in The Ebell Policies.

## **E) Treasurer**

- 1) The Treasurer shall pay all bills and sign all checks authorized by the Board of Directors. She will sign all checks and other financial instruments along with one of the following: the President, the Vice President, the Secretary or, in the absence of the Treasurer, any two (2) of the above except as otherwise provided for in Article VIII (Executive Director).
- 2) Each year, the Treasurer shall, with the approval of the Board of Directors, appoint the Audit Committee, including at least one Board member, and shall assign the Committee Chair.

## **F) Directors**

All Board members designated as “Director of...” shall chair the Standing Committee of the same name as described in Article IX Section 2 and such Committee will have powers and duties as defined in The Ebell Policies and as assigned by the Board of Directors.

- 1) The Rest Cottage Association and Scholarship Committee are governed by their own documents in addition to these Bylaws.

G) The Board of Directors shall be authorized to hire an Executive Director and authorize such Executive Director to engage such paid personnel as is required to operate The Ebell of Los Angeles in the best interests of the membership and the Mission, as more fully defined in The Ebell Policies.

H) All endowments, annuities, devises, bequests, memorials, gifts and contributions to The Ebell of Los Angeles and its subsidiary funds shall be subject to the approval, control and management of the Board of Directors of The Ebell of Los Angeles.

- 1) In any period in which this Corporation is a private foundation, as defined in Internal Revenue Code §509, this Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under Internal Revenue Code §4942, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Internal Revenue Code §4941(d), (ii) retain any excess business holdings, as defined in Internal Revenue Code §4943(c), (iii) make any investments in such manner as to subject the Corporation to tax under Internal Revenue Code §4944, or (iv) make any taxable expenditures, as defined in Internal Revenue Code §4945(d).

J) Regular meetings of the Board of Directors shall be held monthly unless otherwise ordered by the Board.

- 1) A majority of the Board shall constitute a quorum.
- 2) Individual Board Members may participate in the meeting via electronic means, according to The Ebell Policy on electronic participation in Board meetings.

K) Special Meetings of the Board may be called by any Officer or any three Board members with at least 24 hour notice.

L) The Board of Directors shall be authorized to adopt rules of procedure not in conflict with the Bylaws.

M) The Board of Directors may create Special Committees as may be required to transact the business of The Ebell of Los Angeles.

#### **Section 10. Removal & Vacancies**

A) A vacancy or vacancies on the Board of Directors shall occur in the event of the death, removal or resignation of any Director or Officer (California Corporations Code §5221).

B) Any vacancy occurring on the Board of Directors, including Officers, shall be filled by the Board until the end of the term of that office except as otherwise provided for in Article VI Section 7E below.

C) Any Board Member who has two unexcused absences from Board meetings during the term of office will automatically be removed from the Board without Board resolution. An unexcused absence is defined as one for which the absent Board member has not notified the President or Vice President within 24 hours before or after the start of the meeting.

D) Anyone removed from the Board of Directors will not be eligible to serve on the Board again for three (3) years.

E) Except for a vacancy created by the removal of a Director by the members, vacancies on the Board or among the Officers, may be filled by majority vote of the Board in accordance with the California Corporation Code §5524.

### **ARTICLE VII**

#### **Nomination, Election and Appointment**

##### **Section 1. Offices Election Procedure.**

A) The President, Vice President, Treasurer, Director of Membership, Director of Governance, Director of Programs and the Director of Development shall be elected in even numbered years.

B) The Secretary; Director of Publications; Director of House, Theatre and Grounds; Director of Finance; Director of Public Relations and Marketing; Director of Rest Cottage Association; Director of Scholarship; and Director of Historic Collections shall be elected in odd numbered years.

## **Section 2. Nominating Committee**

A) There shall be a Nominating Committee consisting of nine members, who shall have been active members in good standing of The Ebell of Los Angeles for at least two (2) years by June 30 of the year they are elected or appointed to serve. The makeup and actions of this committee shall be governed by the Nominating Committee Standing Rules and The Ebell Policies.

## **Section 3. Inspectors of Election**

A) At a regular meeting in October, the Board of Directors shall appoint three (3) Inspectors of Election and three (3) alternates.

B) None of these nominees shall be currently serving as a Director of The Ebell of Los Angeles, on the Nominating Committee, as a candidate on the slate, or be a member of any potentially simultaneously serving Board member's "immediate family" as defined in Article VI, Section 8B.

C) The President of The Ebell of Los Angeles shall call a meeting of the Inspectors of Election not more than thirty (30) days prior to the election regarding their duties.

1) At that meeting, after the exit of the President, the Inspectors of Election shall select a Chairman and schedule subsequent meetings.

D) The Inspectors of Election shall carry out the duties as assigned by the Policy on Elections impartially and in good faith.

## **Section 4. Annual Election**

A) At The Ebell of Los Angeles on a Monday in April no later than April 22, unless otherwise designated by the Board of Directors, the Nominating Committee, shall report to the membership the Committee's recommendation of eligible candidates for each Board position to be filled and the candidates for the next Nominating Committee.

B) Nominations from the floor will be accepted by the President at this meeting after the Nominating Committee's presentation.

C) The Ballots for annual election of Officers and Directors must be delivered to The Ebell on or before the third Monday in May, unless otherwise designated by the Board of Directors.

D) In the event that two (2) or more candidates receive the same plurality of votes for the same position, the Inspectors of Election shall arrange a runoff ballot for the position(s) in question.

E) The Ebell of Los Angeles may utilize electronic voting, using internal resources and/or a third-party company, at the discretion of the Board of Directors, provided that the Board will confirm that such procedures are in compliance with the California Corporations Code before authorizing utilization thereof.

- 1) Any system utilized for electronic voting shall maintain anonymity and security of the vote.
- 2) The Inspectors of Elections will validate the vote, including coordination with a third-party company if relevant.
- 3) By request, any eligible voting member of The Ebell of Los Angeles may receive instead a paper ballot, to be marked and returned as described in the Policy of Elections.

### **Section 5. Installation and Transition**

- A) The installation of the Board of Directors shall take place at the last regular meeting in June,
- B) Between the election and June 30, the incoming and outgoing Presidents shall call a meeting of the incoming and outgoing Boards of Directors to plan the transition and to begin planning for the appointments of Standing Committees and Chairs.

## **ARTICLE VIII**

### **Executive Director**

**Section 1.** The Executive Director shall operate under the direction of the Board and shall have the authority and duties as assigned by the Board including to:

- A) Hire, assign duties, review and terminate staff.
- B) Arrange for and sign contracts for the administrative and functional needs of the Corporation and building. The Executive Director shall obtain Board approval for any contract prior to its signing, except in situations and amounts provided for in The Ebell Policies where the Executive Director is granted authority.
- C) Authorize payment for services as approved by the Board, unless The Ebell Policies provide for blanket authorization up to and including a specified amount. Board approval must be obtained for payment of any amount required by a contract that has not been approved by the Board.
- D) Arrange and sign contracts for all outside rentals and filming rentals.
- E) Arrange for such emergency repairs as may be needed without Board authorization.

**Section 2.** The Executive Director shall make such reports to the Board as s/he deems necessary or as requested by the Board.

**Section 3.** The Executive Director shall have functional reporting to the President on a day-to-day basis with the advice and counsel of the Human Resources Department.

## **ARTICLE IX**

### **Standing Committees**

**Section 1.** Standing Committees shall carry out such tasks and duties as assigned by The Ebell Policies on Committees and the Board of Directors. Committee members must abide by the rules of that Committee, including receiving any required training. Directors and Committee Chairs should make every effort to include all Ebell members who wish to serve on their committees.

**Section 2.** A description of each of the Standing Committees is found in The Ebell Policies. The Standing Committees are:

- 1) Publications
- 2) House, Theatre and Grounds
- 3) Membership
- 4) Historic Collections
- 5) Programs
- 6) Development
- 7) Governance
- 8) Rest Cottage Association
- 9) Scholarship
- 10) Public Relations and Marketing
- 11) Finance
- 12) Audit
- 13) Such other committees as the Board of Directors deem necessary

### **Section 3. Past President Circle**

A) Past Presidents are encouraged to serve in an auxiliary role and to remain active and vibrant members of The Ebell family.

B) They shall each be invited to be a guest at the Charter Day Luncheon.

C) The current President or members of the Board of Directors may call upon Past Presidents for guidance at her/their discretion.

**ARTICLE X**  
**Indemnification & Insurance**

**Section 1)** Directors and Officers shall be indemnified to the maximum amount allowed by current California Corporation Law.

**Section 2)** The Corporation shall hold such Directors and Officers Insurance, General Liability Insurance and any other insurance deemed necessary and prudent in the amounts it deems necessary.

**ARTICLE XI**  
**Parliamentary Authority**

All meetings of The Ebell of Los Angeles and of the Board of Directors shall be governed by the current edition of *Robert's Rules of Order Newly Revised* in all cases in which they are applicable and in which they are not inconsistent with the Bylaws of The Ebell of Los Angeles or with the California Corporations Code.

**ARTICLE XII**  
**Amendments**

**Section 1.** The Articles of Incorporation of The Ebell may be amended by two-thirds (2/3) vote of the entire Board of Directors at any regular or special meeting thereof provided that notice of proposed amendment has been given at a previous meeting of the Board not less than fifteen (15) days prior to the meeting at which the amendment is to be presented.

**Section 2.** These Bylaws may be amended at any duly noticed regular meeting of the members of The Ebell of Los Angeles by two-thirds (2/3) vote of the members present and voting so long as a quorum of fifty (50) members are present.

**Section 3.** The notice of such meeting for amending the Bylaws shall have included a copy of the proposed amendments and must have been mailed to each member at least fifteen (15) days prior to the date of the meeting for voting on the amendments.

**Section 4.** Only members eligible to vote may attend the business meeting at which voting on amendments to the Bylaws will take place.

**Section 5.** Alternately, the Bylaws may be amended by ballot with two-thirds (2/3) of the vote ballots returned to prevail provided however that ballots must have been returned by at least 50 voting members.

**Section 6.** Amendment of the Bylaws through voting by ballots shall comply with the procedures for voting by ballot set forth in The Policy on Elections and be in conformity with the California Corporations Code §5513.

### **ARTICLE XIII**

#### **Inurement**

No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise shall benefit any private person or individual or any Director or Officer of this Corporation.

### **ARTICLE XIV**

#### **Dissolution**

On liquidation or dissolution of The Ebell of Los Angeles, all properties and assets remaining after payment or provision of payment, of all debts and liabilities of this Corporation shall distribute 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 Internal Revenue Code §501(C) (3).

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