



Los Serenos de Point Vicente, Inc.

BYLAWS *Revision 8*

(Amended May 16, 2018)

2018 Bylaw Committee:

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LOS SERENOS DE POINT VICENTE, INC.
BYLAWS
(Revised May 16, 2018)

ARTICLE I
NAME; LOCATION

1.01 Name

The name of the corporation is LOS SERENOS de Point Vicente, Inc (Hereinafter referred to as “Los Serenos.”) Los Serenos is a nonpartisan, nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law.

1.02 Location

The principal office of Los Serenos shall be located in the County of Los Angeles at:

Point Vicente Interpretive Center
31501 Palos Verdes Drive West
Rancho Palos Verdes, CA 90275

ARTICLE II
PURPOSE

2.01 Purpose

The purpose of Los Serenos is to engage in any lawful act or acts for which a corporation may be organized under the California Nonprofit Public Benefit Corporation Law. Los Serenos is established exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

The specific purpose of Los Serenos is to assist and support the City of Rancho Palos Verdes’ (hereinafter known as the “City”) objectives for the Point Vicente Interpretive Center (hereinafter known as “PVIC” or the “Center”), parks, and trails with regard to the natural and cultural history of the Palos Verdes Peninsula. Los Serenos will provide interpretive and educational services to the community and public by means of docent-led tours, special events, workshops, and classes.

ARTICLE III MEMBERSHIP

3.01 Membership

Membership is open to any person who agrees to further the purpose of this organization. The board may, by majority vote, change the qualifications or create new membership categories as it deems necessary. No membership or right arising from membership shall be transferred.

If qualified, a docent can change membership category by submitting a completed copy of the "Docent Change of Status Form" to the Docent Coordinator. After the Docent Coordinator determines eligibility, the request is forwarded to the Membership Committee for approval; the Committee will send the information to the Treasurer and the Keeper of the Database for their records. A docent who has successfully changed their membership category can at any time revert to their old status or select a new status by using the Docent Change of Status form.

Currently there are four categories of membership:

Docent Member

A Docent member is an individual who has completed the training program and whose dues are current. A Docent who has completed his/her two-year commitment to Los Serenos can change their membership status to that of inactive by following the procedures set forth in this document on Page 2, Section 3.01, Paragraph 2.

A Docent can change their membership to another category after they have served two years.

A Docent is required to pay annual dues and must serve a number of hours each year, which shall be set forth in the Standing Rules.

A Docent is required to work at special events.

A Docent is encouraged to attend a minimum of four meetings and/or educational excursions each year.

A Docent receives a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

A Docent will be selected each year as "Docent of the Year" by the Docent Coordinator with input from the Membership Committee.

Inactive Member

A Docent who has completed his/her two-year commitment to Los Serenos can change their membership status to that of Inactive by following the procedure set forth in Section 3.01, Paragraph 2, Page 2.

An Inactive Member is relieved of all duties and responsibilities, but is required to pay annual dues, which shall be set forth in the Standing Rules.

An Inactive Member shall receive a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

An Inactive Member shall have all the rights and privileges of that of a Docent, with the exception of serving on the Los Serenos Board of Directors.

Emeritus Member

An Emeritus Member is a Los Serenos member who has contributed at least five years of active participation in Los Serenos and whose efforts and contributions are so outstanding that special recognition is appropriate.

There are three categories of an Emeritus Member:

Docent Member
Inactive Member
Volunteer Member

An Emeritus Member retains membership for life and has no yearly service requirements, is exempt from paying dues and other assessments, and shall have all the rights and privileges of that of a Docent.

A Volunteer Emeritus Member cannot serve on the Board of Directors or vote.

An Emeritus Member is selected by the Docent Coordinator with input from the Membership Committee: each selection must be approved by the Board of Directors.

An Emeritus Member shall receive a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

Volunteer Member

A Volunteer Member is one who performs a service for Los Serenos in the form of volunteer hours. Any member of the public may apply to the Docent Coordinator to become a Volunteer Member; the Docent Coordinator shall have the primary responsibility of accepting or rejecting an applicant.

A Volunteer Member is not required to take the docent training class but is encouraged to attend continuing education classes, field trips, and meetings;. A Volunteer Member is encouraged to become a Docent when that commitment is possible.

A Volunteer Member upon completion of the docent training class may become a Docent.

Volunteer Member shall not lead tours or hikes of any kind.

A Volunteer member cannot serve on the Board of Director or vote.

A Volunteer Member may serve on committees in any capacity.

A Volunteer Member is required to pay annual dues the amount of which shall be set forth in the Standing Rules

A Volunteer Member shall receive a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

3.02 Voting Rights

Voting rights of a member shall be determined by the class of membership held; for reporting purposes, members with voting privileges shall be known as the “Voting Class.” Unless otherwise changed by the Board of Directors, only individual members who have graduated from the docent training program and are in good standing with the organization shall have the right to vote on the election of directors, amendment of Bylaws, the merger or dissolution of the corporation and any such other issues as the board may choose to bring before the members. Each member has one vote. In addition, all members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. There are three categories of membership in the Voting Class, they are as follows:

Section 1 The Voting Class

Docent	(Voting)
Inactive Docent	(Voting)
Emeritus Docent	(Voting)

3.03 Dues

The amount of dues payable each year is dependent on the class of membership held and shall be in such amount as may be determined from time to time by resolution of the Los Serenos Board of Directors; the specific amount of dues for each class of membership shall be set forth in the Standing Rules. The Emeritus member is exempt from paying annual dues.

Membership dues shall become payable annually on July 1, and shall become delinquent in 60 days. If dues are not paid within 60 days of the due date, the non-paying member will be

dropped from the roster and other actions may be forthcoming (see Section 3.05 Termination, Page 5.)

3.04 Resignation

A member may resign from membership at any time, and such resignation will become effective the board.

3.05 Termination

A member may be expelled, suspended, or terminated on occurrence of any of the following events: (a) resignation of the member; (b) failure to pay annual dues; (c) failure to participate in the organization's activities; (d) engaging in conduct that is materially and seriously prejudicial and/or detrimental to Los Serenos' mission, purposes, and interests; or (e) representation of authority on behalf of the organization without board approval.

According to California Nonprofit Public Benefit Corporation Law §5341(a) no member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except according to procedures satisfying the requirements of this section. An expulsion, termination, or suspension not in accord with this section shall be void and without effect.

Any expulsion, suspension or termination must be done in good faith and in a fair and reasonable manner. Any procedure which conforms to the requirements of subdivision (c) is fair and reasonable, but a court may also find other procedures to be fair and reasonable when the full circumstances of the suspension, termination, or expulsion are considered.

A procedure is fair and reasonable when:

- The provisions of the procedure have been set forth in the articles or bylaws, or copies of such provisions are sent annually to all the members as required by the articles or bylaws.
- It provides the giving of 15 days prior notice of the expulsion, suspension or termination and the reasons therefor; and
- It provides an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or body authorized to decide that the proposed expulsion, termination or suspension not take place.

Any notice required under this section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown on the corporation's records.

Any action challenging an expulsion, suspension, or termination of membership, including any claim alleging defective notice, must be commenced within one year after the date of the

expulsion, suspension or termination. In the event such an action is successful the court may order any relief, including reinstatement, it finds equitable under the circumstances, but no vote of the members or of the board may be set aside solely because a person was at the time of the vote wrongfully excluded by virtue of the challenged expulsion, suspension or termination, unless the court finds further that the wrongful expulsion, suspension or termination was in bad faith and for the purpose, and with the effect, of wrongfully excluding the member from the vote or from the meeting at which the vote took place, so as to affect the outcome of the vote.

This section governs only the procedures for expulsion, suspension or termination and not the substantive grounds therefor. An expulsion, suspension or termination based upon substantive grounds which violate contractual or other rights of the member or are otherwise unlawful, is not made valid by compliance with this section.

A member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

ARTICLE IV MEETINGS OF THE MEMBERS; MANNER OF ACTING

4.01 Meetings of the Members

Section 1 Annual Meeting

The Annual meeting of the Members shall be normally held in the month of May on a day to be determined by the board, which day shall not be a legal holiday.

Notice of Meeting

Notice shall be given to every member whenever members are required or permitted to take action at a meeting. The notice of meeting shall be written: not less than ten (10) nor more than ninety (90) days before the meeting. However, if notice is not mailed by first-class, registered, or certified mail, then notice shall be given not less than twenty (20) days before the meeting. Notification of

Meetings may also be included in the organization's monthly newsletter or emailed to members with their approval. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

Section 2 Special Meetings

Special meetings of members for any lawful purpose may be called by the board, the chairman of the board, the president, or such other persons, if any, as are specified in the bylaws. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members.

Section 3 General Meetings

General meetings of the members shall be held on a regular basis throughout the year; meetings may be in a form of field trips, refresher courses, or any other activity designed to assist members in their docent activities and by keeping them abreast of new developments and information. Members are encouraged to attend at least four of the general meetings per year.

Section 4 Notice of Meetings Called by Members

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail, by electronic communication, or email to the President, First Vice President or Secretary of Los Serenos. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) or more than ninety (90) days after the receipt of the request for the meeting. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

4.02 Manner of Acting

Section 1 Order of Business

The Agenda for the Annual and/or Special Meeting of the Members shall be in accordance with the Robert's Rules of Order, Newly Revised, or determined by the board of directors.

Section 2 Parliamentary Procedure

Meetings shall be governed by Robert's Rules of Order, Newly Revised; as such rules may be revised from time to time, insofar as such rules do not conflict with these Bylaws, with the Articles of Incorporation, or with provisions of law.

Section 3 Quorum for Member Meetings

A quorum shall consist of one-fifth (20%) of the voting members of Los Serenos. Members may be represented in person, by proxy, or by written ballot. All matters that require member consideration must be in the Notice of the annual member meeting. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 4 Proxy

At all meetings of members, each member may be present in person, by written ballot, or by proxy. All proxies shall be in writing, dated and signed by the giver of the proxy, and filed with the Secretary; proxy may designate a person to vote on behalf of the proxy giver.

Section 5 Majority of Members

Except as otherwise provided herein, a simple majority (51%) of the total voting power represented, in person, by proxy, or by written ballot shall prevail at all meetings.

ARTICLE V BOARD OF DIRECTORS

5.01 Board of Directors

Section 1 Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this organization, the activities and affairs of Los Serenos shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2 Number

Los Serenos shall have at least five (5) and no more than seven (7) directors and collectively they shall be known as the Board of Directors (individually in these

Bylaws they may be referred to as "board member" or "director"). The number may be changed by amendment, repeal or adoption of a new Bylaw, as provided in these Bylaws.

Section 3 Term of Office

Members of the Board of Directors shall serve a term of one (1) year, commencing on July 1 and ending on June 30.

Section 4 Qualifications

Docents and Docent Emeritus in good standing may serve as a director of this organization.

Section 5 Resignation

Any member of the board may resign effective upon giving written notice to the Secretary or to the President, unless the notice specifies a later time for the effectiveness of such resignation.

Section 6 Vacancies

A vacancy on the board shall exist when any authorized position of director is not then filled by a duly elected or chosen director, whether caused by death, resignation, removal, increase in the authorized number of directors, or otherwise. The board may declare vacant the office of any board member who has missed three meetings without prior notification and reason.

Section 7 Filling Vacancies on the Board

Vacancies on the board shall be filled as soon as practical and may be filled by a majority of directors then in office, whether or not less than a quorum, or by a sole remaining director. A member elected to fill a vacancy as provided by this Section shall hold office for the unexpired term of his predecessor.

Section 8 Compensation

No director shall receive compensation for any services rendered to Los Serenos; provided, however, with the vote or written assent of a majority of the voting power of Los Serenos residing in members, any director of Los Serenos may be reimbursed for actual out-of-pocket expenses incurred in the performance of one's duties.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

6.01 Nomination and Election of Directors

Section 1 The Nominating Committee

The Nominating Committee is responsible for collecting and soliciting prospective candidates for the Board of Directors and arranging the election. Any Los Serenos member can submit the name(s) of a Docent and/or a Docent Emeritus to the Nominating Committee for consideration for the future board, including his/her name; all recommendations must be received by the Committee no later than February 1.

The committee will evaluate the board's composition and identify needs; then compile a list of names who fit the needs of the board and who can assist in the achievement of the organization's strategic plan. The nomination and election procedures will be set forth in the Los Serenos Policies & Procedures Manual.

The committee shall consist of three (3) or more persons who shall be docents. In addition, at the discretion of the Chair, the Docent Coordinator and/or one other City staff may serve on the committee in an advisory capacity. The committee shall serve for a period of one (1) year, commencing in July.

The committee shall normally be chaired by the Immediate Past President, who shall select at least two other persons for the committee, striving for an odd number of members. Vacancies on the committee can be filled by the Chair without board approval.

The Chair shall present the names of all members of the Nominating Committee to the board by the January meeting of the board of directors.

Members of the Nominating Committee shall not be nominees for any office in the election, nor shall the President serve on the Nominating Committee.

The Nominating Committee shall make as many nominations for election to the board that it deem necessary, but not less than the number of vacancies to be filled.

The chairperson shall submit a list of nominees to the Directors at the March board meeting. Each nominee shall have consented to being nominated and must be qualified to hold the office according to the requirements of these Bylaws.

After announcing the list of nominees to the board, members shall be notified of the candidates via U.S. mail, newsletter, or email.

Early in the nominating process the Committee should appoint at least two Tellers to count the ballots. Envelopes containing ballots cast shall not be opened for any reason but shall be date stamped, and may be logged, organized and/or counted for quorum purposes only, prior to the tabulation by the Tellers.

The Committee should ensure that proxies are sent or given to the Secretary or Presiding Officer by a designated due date. Proxy envelopes can be opened and tallied for quorum purposes as they come in. This information should be given to the Chair at the opening of the meeting.

If there is a meeting to elect directors, it must permit nominations from the floor by members present in person or by proxy. If there are nominations from the floor, the teller(s) will distribute a write-in ballot. It is the responsibility of the Tellers or Secretary to determine if the write-in nominee(s) is eligible to hold office before tallying votes.

If nominations or elections cannot be performed by the dates listed in these Bylaws, or must be redone, all nominations or election activities shall be carried out as soon as practicable.

The nomination procedures may include a cut-off date for the closing of nominations before the printing of ballots. The quorum and voting requirements or meetings also apply to ballots. The statute prescribes various requirements concerning the form of written ballot that must be used.

Any action that could be taken at a member meeting may be taken by written ballot without a meeting by unanimous consent. Ballots must be distributed to every member entitled to vote on that matter. The ballot must describe the proposed action, provide an opportunity to specify approval or withhold and provide a reasonable time within which to return the ballot.

6.02 Election of Officers

Board members will serve as officers of Los Serenos and shall be elected at the Annual Meeting of the Members of Los Serenos, which shall be normally held in the month of May on a day to be determined by the board, which day shall not be a legal holiday. If the annual meeting is not held or the directors are not elected, they may be elected at any special member meeting held for that purpose. Each such director, including a director elected to fill a vacancy or elected at a special member meeting, shall hold office until expiration of the term for which elected and until a successor has been elected.

Section 1 Voting

The voting process is secret, thus, ballots shall not have any identifying marks or other distinguishing features. The Los Serenos Policies and Procedures Manual have additional information on the voting procedures. The following are some of the parameters for the voting process:

Those candidates receiving the most votes of the members present in person, by proxy or by written ballot, and are qualified to vote at a duly noticed Meeting of the Members are elected to the board of directors.

If there is more than one candidate for a position, the candidate with the highest number of votes shall be elected; if there is a tie, the votes shall be recast until a candidate is elected.

Only members with current voting privileges as defined in Article III, Section 3.02, Page 4, shall be eligible to cast votes.

If a member cannot attend the meeting and wish to vote, the completed ballot must be received at least one (1) day before the meeting.

Section 2 Announcing the Results

For a period of 60 days following the conclusion of an annual, regular, or special meeting forthwith the Secretary shall inform the members of the result of any particular vote of members taken at the meeting, including the number of memberships voting for, the number of memberships voting against, and the number of memberships abstaining or withheld from voting.

Section 3 Challenge of an Election

An action challenging the validity of any election, appointment or removal of a director or directors must be commenced within nine months after the election, appointment, or removal. If no such action is commenced, in the absence of fraud, any election, appointment or removal of a director is conclusively presumed valid nine months thereafter.

ARTICLE VII OFFICERS AND THEIR DUTIES

7.01 Officers and Their Duties

Section 1 Enumeration of Officers

The officers of Los Serenos are currently a president, first vice president, second vice president, third vice president, secretary, treasurer, and the immediate past president. Each officer serves for a period of one (1) year and must be a member of the board, a docent, or a docent emeritus.

Section 2 Duties

Each officer may delegate his/hers duties, however, this does not relieve the officer of responsibility for that function. The duties of the officers are as follows:

President. The President shall be the chief executive officer of Los Serenos and shall, subject to the control of the Board of Directors, supervise and guide the affairs of the organization and the activities of the officers in conjunction with the goals and mission of Los Serenos. The President shall see that the orders and resolutions of the board are carried out, shall preside at all meetings of the Board of Directors and all annual meetings of the members; may appoint, with board approval, committee chairs; shall serve as a nonvoting ex officio member of all committees except the Nominating Committee. Unless otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the Board of Directors and perform all duties as may be required by law and the Los Serenos governing documents, or which may be prescribed from time to time by the Board of Directors. In an emergency, the President has the authority to take any action between meetings he deems necessary in the event a board meeting cannot be arranged and he obtains the approval of at least three other directors. The action can be ratified through the mail, by conference calls, or by email, and must be recorded in the Minutes of the next board meeting.

First Vice President. The First Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall act in the place and stead of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. In addition, the First Vice-President serves as Chair of the WOAD Committee, is responsible for docent scheduling for PVIC, and shall exercise and discharge such other duties as may be required by the board.

Second Vice President. The Second Vice-President, in the absence of the President and First Vice President, shall act in the place and stead of the President. In addition, the Second Vice-President shall be responsible for scheduling docents for docent-led hikes in City parks, and shall be responsible for organizing the annual Coastal Clean-up Day, normally held in September, and exercise and discharge such other duties as may be required by the board.

Third Vice President. The Third Vice-President shall be responsible for the Grants Oversight Committee. In addition, at the discretion of the board, shall pursue and/or oversee fundraising activities that focus on the identified needs of the Center and RPV parks as referenced in the Los Serenos Mission Statement, and shall exercise and discharge such other duties as may be required by the board.

Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members, shall keep the corporate seal of Los Serenos and affix it on all papers requiring said seal, shall serve notices of meetings of the board and of the members, shall keep appropriate current records of Los Serenos members and their addresses, shall keep a copy of the Articles of Incorporation and Bylaws as amended to date, and shall perform such other duties as required by the board.

Treasurer. The Treasurer shall receive and deposit in the appropriate bank accounts all monies of Los Serenos and shall disburse such funds as directed by resolution of the board, shall co-sign all checks and promissory notes, shall keep proper books of account. The treasurer shall issue a receipt to those who pay cash, and shall file said copy of receipt with the financial records of the organization. The Treasurer shall cause the balance sheet, operating (income) statement, and any other financial statements to be prepared; shall provide members and directors such financial statements and other reports as are required by law. The Treasurer shall be responsible for filing all income tax or information returns required by federal or state law to be filed by an organization that is tax-exempt under the provisions of section 501 of the Internal Revenue Code of 1986 (or any successor law). In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned by the Board of Directors.

The Immediate Past President. The Immediate Past President is not an elected position. In the event that the Immediate Past President is unable to perform his/her duties, then the most recent Past President will assume these duties if willing. The Immediate Past President shall act as Parliamentarian, shall chair the Nominating Committee, and shall exercise and discharge such other duties as may be required by the board.

ARTICLE VIII MEETINGS OF DIRECTORS

8.01 Meetings of Directors

Section 1 Regular Meetings

Regular meetings of the board shall be open to all members of Los Serenos and may be held without notice if the time and place of the meetings are fixed by the bylaws or the board; otherwise a four-day notice to all members is required. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month, at 9:00 AM.

Section 2 Place of Meetings

Unless noticed to the contrary, meetings shall be held at the principal office of Los Serenos: Point Vicente Interpretive Center, 31501 Palos Verdes Drive West, Rancho Palos Verdes, CA 90275.

Section 3 Special Meetings

Special meetings of the board may be held when called by written notice signed by the President, or two (2) other directors other than the President. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic (email) transmission by the corporation. The articles or bylaws may not dispense with notice of a special meeting.

Section 4 Means of Holding Meetings

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications so long as all board members participating in the meeting are able to hear one another, can communicate simultaneously, interpose an objection to a specific action to be taken.

Section 5 Quorum for Board Meetings

A quorum shall consist of the majority of the board members. If a quorum is not present, the only motion which the President shall entertain at such meeting is a motion to adjourn.

Section 6 Executive Session (Closed Meeting)

The majority of the board where a quorum is present may adjourn a meeting and reconvene in executive session. The nature of the business to be discussed and decided is narrowly defined as personnel matters, litigation, contracts, litigation, and other business of a similar nature. The following are other requirements:

- The nature of all business to be considered must be noted on the Agenda of the regular meeting of the board.
- All business discussed in an executive session is CONFIDENTIAL
- Minutes should be taken, and are subject to discovery.
- A brief summary of the executive meeting should be inserted in the Minutes of the next meeting of the board.

Section 7 Action by Unanimous Consent Without a Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

ARTICLE IX COMMITTEES

9.01 Committees

Section 1 Creation of Committees

The board may create one or more committees, whose members may, but need not be directors, to serve at the pleasure of the board. When creating a committee, the board must give clear directives to the committee such as scope of duties, timetable for reporting to the board, end date for the committee, etc. With the exception of the Nominating Committee, the President with board approval can appoint a chair and/or members to the committee or give the chair or committee the authority to select its chair and members. When the committee is organized, the chair or a delegate shall present a list of committee members to the board and give a copy of the list to the Secretary for the records. No chair or committee, regardless of board resolution, may appoint any other committee, but may create sub-committees within the scope of a committee's responsibilities.

Note: See the Los Serenos Policies & Procedures Manual, Section Committees, additional information.

Section 2 Standing Committee

A standing committee is appointed by the board and is typically charged with a continuing function. Unless otherwise authorized by the board, members of all standing committees will serve a term of one (1) year, ending with the last day of the fiscal year. The Board of Directors may adopt rules for the governance of any committee providing rules are consistent with the provisions of these Bylaws; such rules, responsibilities, and enumeration of all committees (standing and ad hoc) will be set forth in the Los Serenos Policies & Procedures Manual. Minutes of meetings of the standing committees shall be given to the Secretary and kept at the principal office in the State of California, unless otherwise directed by the board. The following are the current Standing Committees:

Finance Committee
Grants Oversight Committee

Membership Committee
Nominating Committee

Section 3 Ad Hoc Committee

An ad hoc committee is formed to handle a specific situation or issue that falls outside of the assigned function of an existing standing committee. It is dissolved when the job is completed. Depending on the situation/issue, an ad hoc committee may have extensive authority and responsibility. The board usually takes all advice and recommendations coming from an ad hoc committee.

ARTICLE X INDEMNIFICATION

10.01 Indemnification

Section 1 Non-liability of Directors

The officers and board members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 2 Indemnification

To the fullest extent permitted by law, this corporation may indemnify its directors, officers, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any administrative or judicial proceeding arising from the performance of their duties and responsibilities as authorized by the Bylaws, Rules, and as assigned by the Board.

Section 3 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of Los Serenos (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such and within the scope of properly authorized duties, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE XI GENERAL PROVISIONS

11.01 General Provisions

Section 1 Conflicting Provisions

In the event of any conflict between any provision in these Bylaws and the Nonprofit Public Corporation Law, the Law shall prevail. Moreover, in the event these Bylaws fail to cover any matter that concerns this corporation, its directors, officers, or members, the provisions of the Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law shall govern. In addition, Los Serenos Bylaws, Standing Rules, and the Policies & Procedures Manual shall comply with the rules and regulations of the City of Rancho Palos Verdes.

Section 2 Terms

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of Los Serenos de Point Vicente, Inc., filed with the State of California and used to establish the legal existence of this corporation. All references in these Bylaws to a section(s) of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Section 3 Fiscal Year

The fiscal year of the organization shall be July 1 to June 30 unless and until a different fiscal year is adopted by the members at a duly constituted meeting thereof.

Section 4 Capital Improvements

The City shall approve all projects involving the expenditure of funds for capital improvement on City property.

Section 5 Signatures on Accounts

The signatories for all accounts will be the President, Treasurer, and another designated member of the board; one signature on checks of \$500 and under; and two signatures on checks \$501 and above. Restricted funds shall not be commingled with non-restricted funds and/or general funds. In addition, with board approval, the Treasurer may open secure investment accounts as needed, at an institution approved by the board.

Section 6 Reimbursement of Expenses

Members may be reimbursed for actual out-of-pocket expenses incurred in the performance of their duties. However, if the expenditure is not in Los Serenos operating budget or is not in a committee's scope of authority, board approval is required before acquisition. For reimbursement, submit a completed Los Serenos Expense Reimbursement/Check Request Form to the Treasurer. If reimbursement is to be paid by the City, members must comply with the procedures used by the City.

Section 7 Annual Reports to the Members

No later than 120 days after the close of the fiscal year, an annual report shall be prepared and sent to members upon request. The report must include appropriate detail of the corporation's assets and liabilities as of the end of the fiscal year, the principal changes in assets and liabilities during the fiscal year, the unrestricted and restricted revenues for the fiscal year, the general and restricted expenses during the fiscal year, and a statement of any self-dealing or other interested director transaction or any indemnification of directors during the fiscal year. Reports may be published in a newsletter regularly sent to members. See Los Serenos Policies & Procedures Manual for additional information.

Section 8 Preparation of Pro Forma Budget

A pro forma operating statement (estimated budget) for each fiscal year shall be prepared by the Treasurer, presented to the Finance commit, approved by the board, and distributed to members at least 30 days before the beginning of the fiscal year.

Section 9 Financial Review

The Finance Committee shall review the financial books and records of Los Serenos annually and report its findings to the board within 120 days after the close of the fiscal year. The committee, with board approval, may use the services of an independent accountant.

Section 10 Required Statements

Any financial reports required by law shall be accompanied by any report prepared by an independent accountant or, if there is no such report, by the certificate of an authorized officer of the corporation that such "statement was prepared without audit from the books and records of the corporation."

Section 11 Record Keeping

- ✓ Each corporation shall keep adequate and correct books and records of account.
- ✓ Minutes of the proceedings of its members, board and committees of the board
- ✓ A record of its members giving their names and addresses and the class of membership held by each.

Those minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing. When minutes and other books and records are kept in a form capable of being converted into clearly legible paper form, the clearly legible paper form into which those minutes and other books and records are converted shall be admissible in evidence, and accepted for all other purposes, to the same extent as an original paper record of the same information would have been, provided that the paper form accurately portrays the record.

If any record subject to inspection pursuant to this chapter is not maintained in written form, a request for inspection is not complied with unless and until the corporation at its expense makes such record available in written form. For purposes of this section, “written” or “in writing” includes CD discs and other similar electronic communications methods. Any inspection under this section may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 12 Inspection of Books and Records

The accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person’s interests as a member.

Section 13 Inspection of Roster

Members can inspect and copy the record of all the members’ names, addresses, and voting rights, at reasonable times, upon five business days’ prior written demand upon Los Serenos, which demand shall state the purpose for which the inspection rights are requested.

Every director shall have the absolute right at any reasonable time to inspect and make copies of all books, records, and documents of Los Serenos, and inspect any physical properties owned or controlled by the organization. All minutes and

governing documents will be kept at the principal office in the State of California, unless otherwise directed by the board.

Any member, for a purpose reasonably related to the person's interest as a member, can obtain from the secretary of the Los Serenos, upon written demand and tender of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before 10 business days after the demand is received.

Where Los Serenos reasonably believes that the information will be used for another reason unrelated to the member's stated purpose, it may deny the member access to the list. For additional information on this subject see the California Corporation Code, starting with Section 6330.

ARTICLE XII

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

12:01 IRC 501(C)(3) Tax Exemption Provisions

Section 1 Limitation on Activities

Notwithstanding any other provisions of these Bylaws, this organization shall not engage in activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 2 Prohibition Against Unlawful Discrimination

Los Serenos de Point Vicente, Inc., does not discriminate against any individual with regard to race, color, creed, gender, age, disability, sexual orientation, national or ethnic origin. All are welcome to participate in our programs.

Section 3 Nonpartisan Activities

Los Serenos de Point Vicente, Inc., has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described herein and it shall be nonprofit and nonpartisan. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Section 4 Dedication of Assets

The properties and assets of Los Serenos are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of Los Serenos. On liquidation or dissolution of the organization, after paying or adequately providing for the payment of the debts, obligations and liabilities of the organization, the remaining assets of the organization shall be distributed to the parks of the City as provided in the City's Gifts for Parks program and as designated by the Board.

**ARTICLE XIII
AMENDMENT**

13.01 Amendment

These Bylaws may be amended or revised upon proposal and approval of the board and upon the approval of a simple majority (51%) of the members present in person, proxy, or by written ballot at a duly noticed meeting at which a quorum is present.

Appendix A:

CERTIFICATION BY SECRETARY

These amendments to Bylaws were adopted at the Annual Meeting of the Members by a majority vote on May 16, 2018.

Secretary

Date