

BYLAWS OF THE FORT TEJON HISTORICAL ASSOCIATION

Issued August 2002
containing
Revisions of August 1995
Revisions of January 2002
Revisions of March 2002

ARTICLE I NAME

The name of this corporation shall be the Fort Tejon Historical Association.

ARTICLE II OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is located at Fort Tejon, Kern County.

SECTION 2. OTHER OFFICES

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

- (1.) To promote the educational and interpretive activities of the State Park System,

principally at Fort Tejon State Historical Park,

(2.) To produce and make available to park visitors, by sale or free distribution, suitable interpretive and educational literature and material, including books, maps, pamphlets, visuals, and recordings,

(3.) To acquire display materials or objects pertaining to the history or natural history of the area for the purpose of adding them to the interpretive collections of the State Park System,

(4.) To develop and maintain a suitable park library for Fort Tejon State Historical Park,

(5.) To assist in the development and improvement of interpretive facilities,

(6.) To assist financially and otherwise in the establishment and operation of similar cooperating associations in other areas of the State Park System,

(7.) To give all possible aid to the State of California in conserving, developing, and interpreting the areas of the State Park System for the benefit of the public.

ARTICLE IV MEMBERSHIP

SECTION 1. QUALIFICATIONS

(a.) There shall be four classes of membership in this corporation:
Regular, Family, Honorary, and Associate.

(b.) Any person eighteen years of age or older, of good character, and dedicated to the purposes of this corporation shall be eligible for regular membership upon acceptance of his or her application by the board of directors and payment of such dues and initiation fees as may from time to time be fixed by the board of directors.

(c.) Any person eligible to be a regular member, together with the spouse and dependent minors of such qualifying member, shall be eligible for family membership upon payment of

such dues and initiation fees as may from time to time be fixed by the board of directors for that class.

(d.) Any person eligible to be a regular member shall be eligible to be an honorary or associate member by designation, by resolution of the board of directors.

SECTION 2. FEES, DUES AND ASSESSMENTS

Each regular member in good standing must pay, within the time and on the conditions set by the board of directors, the initiation fee and annual dues in amounts to be fixed from time to time by the board of directors. The dues and fees shall be equal for all regular members, but the board of directors may, at its discretion, adjust the fees and dues for family memberships, associate memberships, and honorary memberships.

SECTION 3. EXPULSION OF MEMBERS

Grounds upon which a member may be expelled from the Association are:

- (a) Continuing violation of the safety rules of the association.
- (b) Conviction of a felony in a court of law.
- (c) Committing acts which bring the association into public dispute, or
- (d) Willfully and knowingly submitting false information on a membership application form.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within the State of California designated by the board of directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held on the third Sunday of October each year, unless the board of directors fixes another date and notice is given to the members.

SECTION 3. SPECIAL MEETING

Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: the board of directors, the chairman, or five (5) percent or more of the members.

SECTION 4. QUORUM

(a) Percentage required. 51 percent of the eligible voting members present constitutes a quorum for the transaction of business at a meeting of the members.

SECTION 5. VOTING

(a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 7 of this Article V, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.

(c) Only majority of members represented at meeting required, unless otherwise specified.

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the members, unless the vote of a greater number or voting by classes is required by California Nonprofit Public Benefit Corporation Law.

SECTION 6. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

SECTION 7. VOTING

(a) Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members.

(b) Each family membership shall be entitled to cast two votes on all matters submitted to a vote of the members. For purposes of exercising voting power, including determination of quorum or majority, for balloting, calling of special meetings, right of inspection, requesting reports, demand for vote by ballot, nomination of candidates, holding of office, and action by written consent, the person in the family membership qualified to be a regular member and the spouse shall each be counted as a separate member, and each may separately cast one of the two votes of the family membership; the dependent members of the family membership shall have no voting rights.

(c) Honorary or associate members shall have no voting rights.

(d) To be eligible to vote, regular and family memberships must have had their membership application accepted 10 days prior to any vote. If a vote is being conducted by distributing ballots, the 10 days will apply to the ballot distribution date.

ARTICLE VI ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Nominating committee. The president shall appoint a committee to select qualified candidates for election to the board of directors at least ninety days before the date of any election of directors. The nominating committee shall make its report at least sixty days before the date of the election, and the secretary shall forward to each member, with the notice of meeting a list of candidates nominated, by office.

(b) Nominations by members. Members representing ten percent of the membership may nominate candidates for directorships at any time before the 10th day preceding such election. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

(c) Nominations from the floor. If there is a meeting to elect directors, any member present at the meeting may place names in nomination.

SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR

Candidates receiving the highest number of votes shall be elected as directors.

SECTION 3. METHOD OF ELECTION

An annual election for the board of directors will occur. The membership will be entitled to vote for the board of directors as outlined in Article V, Section 7. All elections for board of directors will be by written ballot. The current board of directors will determine the method of election from the following options at least 45 days prior to the scheduled annual meeting of the members.

Option 1: The eligible members present at the annual membership meeting, or any meeting called for the purpose of electing directors, will cast their vote at that time. There will be no absentee ballots. Note that a quorum of members at the meeting is not required to conduct the election.

Option 2: Ballots will be distributed to all eligible members. To vote, members must return their ballots before the specified date set by the board of directors. Ballots received by the specified date will be counted to determine those elected to the board of directors. Ballots must be sent to the members at least 30 days prior to the return deadline.

ARTICLE VII DIRECTORS

SECTION 1. 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 or these bylaws relating to action required to be approved by the members, the board of directors will formulate the policies of the corporation and will direct activities through the chairman, provided that all the activities 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. Each director, whether elected or appointed, has an equal vote in all matters brought before the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation and prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(iii) 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's and other evidences of debt and securities.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall be ten (10) consisting of seven (7) elected, two (2) associate or honorary members appointed by the board of directors, and the executive secretary. An appointed Board member will serve for a two year term. Upon expiration of term the current Board may vote to renew the appointment. Directors need not be residents for the State of California, but must be members of the corporation.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall hold office until the end of the term for which elected and thereafter until successors have been elected. The directors shall hold office for terms of two years. Each year an election for three or four of the board of directors openings will be conducted. Any member elected or appointed to fill any current vacancy will only hold office for the remainder of that vacancy's term, unless re-elected.

SECTION 4. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following

- (i) the death, resignation, or removal of any director,
- (ii) 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 an 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 Section 5130 and following of the California Nonprofit Public Benefit Corporation Law,
- (iii) the vote of the members to remove a director,
- (iv) the increase of the authorized number of directors, or
- (v) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor, to take office when the resignation becomes effective. The board of directors may declare a vacancy exists due to resignation when a board member verbally resigns and/or makes it clear that they will not be serving on the board. This declaration must be in writing and signed by a majority of the remaining board. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies filled by board. The board of directors may fill vacancies by a majority vote of the remaining board.

(d) Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the voting power.

(e) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's terms of office expires.

SECTION 5. ANNUAL MEETING

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

SECTION 6. OTHER REGULAR MEETINGS

Other regular meetings of the board of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice.

SECTION 7. SPECIAL MEETINGS

(a) Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the secretary, or any two directors.

SECTION 8. WAIVER OF NOTICE

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 9. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 10. FEES AND COMPENSATION OF DIRECTOR

Directors and members of committees shall serve without compensation but may receive such reimbursement of expenses as maybe be determined by resolution of the board of directors to be just and reasonable.

ARTICLE VIII
OFFICERS

SECTION 1. OFFICERS

The officers of the corporation shall be a chairman of the board, president, a secretary with the title: “Executive Secretary”, and a chief financial officer with the title “Treasurer”. The corporation may also have, at the discretion of the board of directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as maybe appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices maybe held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president. These officers shall serve without compensation except that the treasurer may be salaried if and when so established by a board of directors.

SECTION 2. ELECTION OF OFFICERS

(a) The officers of the corporation and those appointed in accordance with the provisions of Section 3 of this Article VIII shall be chosen by the board of directors.

(b) All officers, with the exception of the Executive secretary, shall serve for a term of one year. The Executive secretary will serve for a term of two years.

(c) All officers shall be chosen by the board of directors from the general voting membership of the corporation. The treasurer shall not be an employee of the California Department of Parks and Recreation.

(d) The Executive secretary becomes a board of directors member upon his/her election by the board. If the newly appointed Executive secretary was already a board of directors member, then he/she will automatically resign from their current board seat to fill the Executive secretary's seat. The board of directors shall then act to fill the newly created board vacancy.

SECTION 3. SUBORDINATE OFFICER

The board of directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed with or without cause, by the board of directors, at any regular or special meeting of the board of directors.

SECTION 5. 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. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 7. RESPONSIBILITIES OF THE OFFICERS

(a) Chairman of the Board. The chairman of the board shall preside at meetings of the members and of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws.

(b) President. The President shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. He shall have the authority to execute all contracts binding the corporation, except as otherwise provided for in sections (c) and (d) of this Section 7 of this Article VIII.

(c) Vice presidents. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the president.

(d) Secretary. The secretary shall have the title “Executive Secretary”. He shall carry out the business of the association in accordance with the policies established by the board of directors and under the general guidance of the Chairman. It shall be his duty to supervise the activities of the association and to submit an annual report of its activities to the board of directors.

(i) Expenditures. He may authorize the expenditures and co-sign with the chairman or the treasurer checks of the association for funds to be used for printing, stationary, secretarial or other employment, and for incidental expenses necessary to advance the purpose of the association, subject to the following restrictions:

1. The executive secretary shall not authorize an expenditure of more than one hundred dollars without the prior approval of the board of directors, unless such expenditure is in payment of obligations incurred as a result of action previously approved by the board.

2. All new ventures in the activities of the association, such as a major publication, handling of a possibly controversial sales item, the purchase of costly objects for museums, the development of interpretive facilities in any State Park System area, or the purchase of land, shall be approved by the board of directors, and expenditures specifically authorized for such purposes by the board before the executive secretary or the chairman or treasurer may make disbursements in these matters.

(ii) Other duties. The executive secretary shall also attend to the following:

1. Book of minutes. The executive 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, committees of directors, and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members’ meetings, and the proceedings of such meetings.

2. Membership records. The executive secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the board of directors, record of the corporate members, showing the names of all members, their addresses, and the class of membership held by each.

3. Notices, seal, and other duties. The executive secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. He shall keep the seal of the corporation in the safe custody. He shall have such other powers and perform such other duties as may be prescribed by the board of directors of the bylaws.

(e) Chief financial officer. The chief financial officer shall have the title "Treasurer." He shall attend to the following:

(i) Books of account. The chief financial officer 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 director at all reasonable times.

(ii) Deposit and disbursements of money and valuables. The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render 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. The treasurer shall make no disbursements of the Association's funds, other than routine commercial resale purchases and payrolls, without authorization from the executive secretary and the chairman. All checks drawn on the corporation shall

be signed by any two of the following: the chairman, the treasurer or the executive secretary. There shall be no cash imprest disbursements except those made by the executive secretary from and petty cash funds which are authorized for this use. These petty cash funds shall be established not to exceed twenty-five dollars (\$25.00). Reimbursements to the petty cash fund shall be made by check at any time by the request of the executive secretary. Such reimbursements must be supported by valid receipts to cover all expenditures made from the fund.

(iii) Bond. If required by the board of directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession, or under his control on his death, resignation, retirement, or removal from office. Cost of such bond may be furnished from association funds.

ARTICLE IX RECORDS AND REPORTS

SECTION 1. INSPECTION OF CORPORATE RECORDS

The State Park System shall be duly authorized to audit the records and review the internal controls of the business operations and to evaluate the benefits occurring to the State Park System from its cooperation with Association.

SECTION 2. ANNUAL REPORT TO MEMBERS

The Annual report to shareholders referred to in and to the extent permitted by the California Nonprofit Public Benefit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the board of directors from issuing annual or other periodic reports to the shareholders of the corporation as they consider appropriate. However, the corporation shall provide to the directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to the particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by California Corporations Code Section 6322.

ARTICLE X
RELATIONS WITH STATE DEPARTMENT OF PARKS AND RECREATION

The association's operations at Fort Tejon State Historical Park are dependent upon execution of a formal contract with the Director of the California Department of Parks and Recreation for that purpose.

ARTICLE XI
AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by a majority of the voting power of the regular and family members, or by written consent of a majority of such voting power.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the right of members under Section 1 of this Article XI, bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended, or repealed by the board of directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting secretary of the Fort Tejon Historical Association, a California nonprofit public benefit corporation, and the above bylaws, consisting of 21* pages, are the bylaws of this corporation as adopted at a meeting of the board of directors held on November 6, 1983.

Secretary

Date

*altered to 15 pages when typed August 1, 2002