

CALIFORNIA SOCIETY
OF THE
SONS OF THE AMERICAN REVOLUTION



Restated Articles of Incorporation
and Bylaws

2010

RESTATED ARTICLES OF INCORPORATION
OF THE
CALIFORNIA SOCIETY
OF THE
SONS OF THE AMERICAN REVOLUTION

The entire text of the articles of incorporation of THE CALIFORNIA SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION, a California Nonprofit Public Benefit Corporation, as amended, are restated in accordance with the California Corporations Code to read as follows:

INTRODUCTION

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Law for public purposes.

ARTICLE I

The name of this corporation shall be “The California Society of the Sons of the American Revolution”.

ARTICLE II

The purposes for which this corporation is formed and the powers which it shall have in addition to those enumerated under the provisions of the laws of the State of California, applicable thereto are as follows:

1. The purposes and objects of this Society are declared to be patriotic, historical and educational, and shall include those intended or designed to perpetuate the memory of the men who, by their services or sacrifices during the war of the American Revolution, achieved the independence of the American people; to unite and promote fellowship among their descendants; to inspire them and the community at large with a more profound reverence for the principles of the government founded by our forefathers; to encourage historical research in relation to the American Revolution; to acquire and preserve the records of the individual services of the patriots of the war, as well as documents, relics and landmarks; to mark the scenes of the American Revolution by appropriate memorials; to celebrate the anniversaries of the prominent events of the war and of the American Revolutionary period; to foster true patriotism; to maintain and extend the institutions of American freedom; and to carry out the purposes expressed in the preamble of the Constitution of our country and the injunctions of Washington in his farewell address to the American people.

2. To own, acquire, hold and dispose of real and personal property to be used in the furtherance of the work of this corporation.

3. To contract, convey and take gifts, bequests and devises of real and personal property.

4. To have such powers to do and perform any and all acts necessary or advisable in conformity with the objects and purposes of this corporation, to the same extent and capacity as possessed by an actual person, whether enumerated in the laws of the State of California or in these articles, or which may be properly implied therefrom.

ARTICLE III

The principal place of business of this corporation shall be in the State of California. The street address shall be as filed annually with the Secretary of State according to the provisions of Corporation Code 6210, operative January 1, 1980. Designation of the agent for the purpose of service of process and

designation of the corporate officer responsible for filing the annual form prescribed by the Secretary of State shall be as provided in the Bylaws.

ARTICLE IV

The governing board of this corporation shall be designated as the "Board of Managers" elected in accordance with the bylaws and shall consist of the elected officers of the society and an elected representative from each chapter of the society, as provided in the bylaws.

ARTICLES V

There shall be no capital stock issued by this corporation. The members of this corporation shall consist of such persons as may be elected as such under provisions of the bylaws of this corporation, and shall be limited to male persons of the age of eighteen (18) years or over who are citizens of good repute in the community, who are the lineal descendants of an ancestor or ancestors who was at all times unfailing in his loyalty to and rendered active service in the cause of the American independence, either as an officer, soldier, seaman, marine, militiaman or minute man in the armed forces of the Continental Congress, or of any of the several Colonies or States or as signer of the Declaration of Independence, or as a member of the Committee of Safety or Correspondence, or as a member of any Continental Provincial, or Colonial Congress or Legislature, or as a recognized patriot who performed actual service by overt acts or resistance to the authority of Great Britain, provided, however, that no person advocating the overthrow of the Government of the United States by use of force or violence shall be eligible for membership in the Society.

Membership in this corporation shall not be transferable.

ARTICLE VI

Actions of the membership of this corporation shall be taken at any regular or special meeting of the membership of this incorporation by voting delegates representing the membership and chosen through and by local chapters or other subdivisions of this corporation. Every member of this corporation shall be entitled to one (1) vote in selecting such voting delegate or delegates from his chapter or other subdivision of this corporation. The bylaws shall provide for such voting delegates according to the requirements of Corporations Code Sections 5132 and 5133, operative January 1, 1980. No voting by proxy by or for any member of this corporation shall be permitted in any matter pertain to elections or other business of this corporation or of any local chapters or other subdivisions of the California Society of the Sons of the American Revolution.

ARTICLE VII

The property rights interests of the members shall at all times equal and are not assignable, either by voluntary act or by operation of law.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

In accordance with the provisions of the California Corporations Code 9913, operative January 1, 1980, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to this corporation under sections 9910-9927 of the Corporations Code.

ARTICLE X

Any member of this Society of whatever class or category who, by conduct disloyal to the ideals or prejudicial to the interests of the Sons of the American Revolution, shall have rendered himself unworthy of the membership therein, may be disciplined up to and including suspension, termination or expulsion, by a three-fifths vote of the Board of Managers provided that such recommendation is made

after Hearing by a three-fifths vote of a Committee of Inquiry consisting of the most senior Past President able and willing to serve, the President, the most senior Vice President able and willing to serve, or, if two are of equal seniority in office, one of them chosen by lot, and two Presidents of Chapters other than those of the aforementioned three members of this Committee. The President shall appoint the committee members within these constraints.

A motion passed by the Board of Managers or by a Special or Annual Meeting of the Membership or an executive decision by a majority of the elected officers of this Society shall be authority to call a Committee of Inquiry. The accused shall be given fifteen days prior notice of the Hearing with the reasons therefore. He shall have an opportunity to be heard, orally or in writing, by the Committee prior to their decision and not less than five days prior to any Board of Managers vote on the Committee's recommendation. Any member thus terminated or expelled shall from the date of such action by the Board of Managers cease to be a member of this Society or of any of its Chapters or to hold any rights or privileges connected with such membership including any interest in activities, properties or funds of the Society or any of its Chapters except that any member terminated or expelled according to the provisions above shall within sixty days of the date of such actions have the right to file with the Secretary of the Society an appeal for reversal of the decision by the next Annual or Special Meeting of the Membership and the decision of such meeting shall be final.

ARTICLE XI

An appointed Bylaws Committee shall prepare the language for any proposed amendment to the Bylaws. The chapters of this society shall be given notice of such proposed amendment at least 90 days prior to a meeting of the membership at which the amendment shall be put to vote. An affirmative vote of two-thirds of the chapters of this society present and eligible to vote, represented by the chapter president or his designated alternate, shall be required for approval.

* * * * *

The foregoing is a true and accurate restatement of the Articles of Incorporation endorsed for filing by the California Secretary of State on November 30, 1984, with assigned California Corporations Number C-0137972, and of the amendments thereto as follows: Amendment One dated July 19, 1986,; and Amendment Two dated April 2, 1988. These articles and amendments thereto were duly approved by the board of managers and received the required vote of the members.

CALIFORNIA SOCIETY
SONS OF THE AMERICAN REVOLUTION
BYLAWS

Bylaw No. 1. MEMBERSHIP. Membership application forms and procedures, evidence of membership and designation of a member shall be as set forth in the National Society of the Sons of the American Revolution (“NSSAR”) Bylaw No. 1.

Bylaw No. 2. STATE SOCIETY AND CHAPTERS.

Section 1—The California Society (CASSAR or society) shall regulate all matters pertaining to its own affairs, subject to the provisions of the constitution and bylaws of the NSSAR, particularly NSSAR Bylaw No. 2."State Societies and Chapters," sections 1 through 10.

Section 2—New chapters may be formed by petition of ten or more members of the society. After investigation, the Executive Committee may authorize the formation of a chapter. The Executive Committee shall verify that the new chapter’s bylaws are consistent with those of this Society and NSSAR. If approved by the Executive Committee, a copy of the bylaws of the new chapter will be filed with the Secretary.

Section 3—Each chapter should hold not less than four (4) meetings each year including an annual meeting for the election of officers. Each chapter shall submit to the society a report of its programs during the administration year ending with its annual meeting, including a financial statement, and the additions, transfers and deaths and any other changes in membership, and such other matters as shall be required by the board, which shall be filed with the state secretary on or before March 31, and at such other times as the board may designate.

(a)—The financial statement included in the annual report for each chapter shall contain the following information for all accounts deposited with financial institutions: 1) The name and address of the financial institution; 2) The name, type and number of the financial account; 3) The date of the last statement and the account balance at that time; and 4) The names of the members or officers having signatory authority over the account.

(b)—In the case of any withdrawal from all accounts containing five hundred dollars (\$500 .00) or more, all funds expended by a chapter shall be by check signed by two (2) authorized members in good standing of the chapter who do not reside in the same household, or who are not employed at the same place of business.

(c)—Any officer of a chapter who fails to surrender records or funds to the state society on demand pursuant to section 5 below shall be immediately suspended from membership in the state society pending disposition by a committee of inquiry convened under the provision of Article X of the Restated Articles of Incorporation of the California Society of the Sons of the American Revolution (the Articles of Incorporation). (It is a criminal offense under section 504 (Embezzlement) of the California Penal Code for an officer or an agent of a public or private corporation or association to fraudulently appropriate to any use not in the due and lawful execution of his trust, any property which he has in his possession, or under his control by virtue of his trust, or who secretes it with a fraudulent intent to appropriate it to such use or purpose).

Section 4—A chapter may be adjudged by the board to have forfeited its charter from the society should it fail to fulfill its duties to the society and particularly should it: (1) fail without good reason to hold at least four (4) meetings in any year; (2) fail to hold an annual meeting and to elect officers; (3) fail to report to the board on the meetings as prescribed; or (4) fail to make return of and pay the monies due the society.

Section 5—Upon the cessation or closing out of a chapter of the CASSAR all money, files, archives, properties, books, book cases, furniture, color guard uniforms, office machines (including fax machines, computers, typewriters and word processors), and other equipment shall become the property of the state society, and shall be turned over to the board. If the chapter is reinstated within two years, the money and equipment as described in a certified inventory shall be returned to the said chapter. If not reinstated, the items shall be converted or disposed of by the board for the good of the society.

(a)—**Conditional Gifts** — Should there be any gifts, bequests or donations that had been received by such a chapter under a written agreement that such property would be used only for a specific purpose, it shall be the responsibility of the society to continue to honor the terms of such an agreement, or obtain the consent of the donor to other uses, or return the property to the donor or the donor's legal representative. Any such conditional gifts so received by the society will be deposited by the treasurer in a restricted account, or maintained by any other officer receiving custody of such property in a segregated manner, to be used only for the purpose specified in the agreement with the donor. In no case will conditional gifts be commingled with other property of the society, or deposited in the general fund without the expressed consent of the donor.

Section 6—To further the work of this society, women who are related to SAR members shall be encouraged and assisted by the society in the establishment and

operation of an independent organization to be named the Ladies' Auxiliary of the California Society of the Sons of the American Revolution.

Section 7—Without a prior written agreement to the contrary, any work done by a member for, or on behalf of the society, is the legal property of the society.

Section 8—Any member or chapter that maintains funds or property belonging to the society shall submit a status report on those assets to the chairman of the Budget and Planning Committee prior to each state meeting. At all times such state funds will be separately accounted for by the member or chapter having custody of them.

Bylaw No. 3. BOARD OF MANAGERS

Section 1—The board shall have management and control of the property and affairs of this society and be responsible for the promotion of its objects.

Section 2—The board shall comprise the elected officers of this society and the elected president of each chapter in good standing or his designee as alternate.

Bylaw No. 4 OFFICERS, POWERS AND DUTIES

Section 1—OFFICERS—The officers of this society shall be president, immediate former president, executive vice president, two vice presidents designated vice president north and vice president south, vice president for membership, secretary, treasurer, registrar, historian, genealogist, chancellor, chaplain, surgeon and three trustees of the permanent fund . Prior designation shall not change until incumbent has been replaced. They shall all serve without compensation. The officers, except the immediate former president and the vice president for membership, shall be elected at each annual meeting of the society by the delegates, and except for the trustees of the permanent fund and the vice president for membership, shall hold office for one year or until their successors have been elected and qualified. The vice president for membership shall be elected, for a two year term, and each of the trustees of the permanent fund, shall be elected for a three year term, staggered such that one expires each year, except when there is more than one vacancy, in which case different terms will be required so that only one trustee term will expire each year. The term "most senior past president" shall mean the most recent former president.

Section 2—PRESIDENT—The president shall preside at all meetings of this society and of the board and have a casting vote. He shall exercise the usual functions of a presiding officer, and shall enforce strict observance of the articles of incorporation and the bylaws. He shall make the designations required by Article III, Articles of Incorporation, and shall appoint all committees not otherwise provided for. In the absence of the president at any meeting or his

incapacity to continue in service for any reason, his duties shall be assumed by other officers in the following order: executive vice president, the vice president from the opposite part of the state to the executive vice president, the remaining vice president north or south, the vice president for membership, and other elected officers in order of precedence listed in section 1 above.

Section 3—VICE PRESIDENTS—Each vice president shall assist the president in such duties as he shall be assigned.

(a) The executive vice president shall function statewide and be resident of the opposite part of the state from that of the president. As president-elect, he shall be listed on the ballot but not be required to stand for election to the office of president.

(b) The vice president north shall be resident in the northern part of the state and the vice president south shall be resident in the southern part of the state. The vice president resident in the opposite part of the state from the executive vice president shall be senior to the other vice president north or south in the line of succession. The vice presidents north and south, in their respective parts of the state, shall be assigned oversight responsibility for the operation and management of the chapters to include membership retention programs.

(c) The vice president for membership shall function statewide and shall provide guidance and assistance to the chapters in membership recruiting. The incumbent of this office is not in the line of progression.

Section 4—SECRETARY.

(a) The secretary shall conduct the general correspondence of the society and such other matters as may be directed by the board or president. He shall have charge of the seal, articles of incorporation, bylaws and records of the society and, together with the presiding officers, shall certify all acts of the society. He shall keep fair and accurate records of all memberships, proceedings and orders of the society, and shall give notice to the several officers of all votes, orders, resolves and proceedings of the society affecting them or appertaining to their respective duties. He shall notify all members of their election, and shall, under direction of the president, give due notice of the time, place and agenda of all meetings of the society or board and shall attend the same. He shall send or mail a copy of the minutes of the board to each of its members when directed to do so by the board.

(b) The secretary, on receipt of the approved applications and certificate, shall himself sign the certificate of membership, supplemental and youth certificates, and forward it to the president for his signature and include

the proper information to forward it to the new member's chapter secretary with postage affixed. The state secretary shall include the transmittal form and complete it within 20 days from date posted from the national society.

(c) The secretary shall maintain a photocopy of each approved application, which may be a digitally imaged copy, of the recorded copy received from the national society.

Section 5—TREASURER—The treasurer shall collect and keep the general operating funds of the society. They shall be deposited in a banking institution approved by the board and shall be placed to the credit of the CALIFORNIA SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION. The treasurer shall expend funds of the society only as directed by the board through adoption of a budget or by specific direction for a particular item. Contracts for unbudgeted expenditures in excess of \$1,000 shall be pre-approved by the Executive Committee. Funds shall be expended by checks signed by any two (2) officers so authorized. He shall keep a true account of his receipts and disbursements and at each annual meeting render the same to the society. He shall also make such other reports as may be requested by the board.

Section 6—REGISTRAR—The registrar shall examine all applications for membership in the society for substantive completeness. The registrar shall report those found by him to be substantively complete to the board or agent it may designate. If the application is found by the registrar to be substantively incomplete, he shall bring the deficiency to the attention of the relevant chapter registrar with a concise explanation as to wherein the application is incomplete. All communication with an applicant for membership shall be made by the appropriate chapter. The registrar will examine and process supplemental applications in the same manner as regular applications. The registrar shall receive and forward to NSSAR, all applications for membership found to be a substantively complete, together with admission fees as required, and shall maintain the file of duplicate applications. In the event of disagreement on substantive completeness, the matter shall be referred to the state genealogist who will make a final CASSAR determination of the matter.

Section 7—HISTORIAN—The historian shall obtain and preserve material relating to the history of this society, its chapters and its membership, including but not limited to medals and awards presented, news clippings, records of historical and commemorative meetings, minutes of meetings, names of officers, biographical and genealogical materials and obituaries. He shall from time to time forward appropriate materials to the editor of the California Compatriot, the NSSAR magazine or the NSSAR historian general. He shall supervise the preparation and printing of any society historical publications, other than those of membership rolls, which may be authorized by the board.

Section 8—GENEALOGIST—The genealogist shall assist the registrar and the board and any member of the society who may appeal to him for help in preparing application papers for membership. If the research is extensive, the genealogist shall be allowed to negotiate appropriate fees, without cost to the society. He shall examine all appeals from decisions or lack of action by the registrar. He shall report to the board on all matters that come before him.

Section 9—CHANCELLOR—The chancellor shall be an attorney-at-law and it shall be his duty to give opinions on all legal matters affecting the society when such questions are referred to him by the proper officers or by the board . He shall act as parliamentarian at meetings of the society and the board. Should he not so serve the president may appoint a substitute to act as parliamentarian.

Section 10—CHAPLAIN—The chaplain shall open and close meetings of the society and of the board with religious services usual and proper on such occasions, when so directed by the president or by the chairman of the meeting.

Section 11—SURGEON—The surgeon shall be a person licensed by the state to be a physician. He shall inform and advise the board on matters relating to public health which may be of concern to this society and to render first aid in cases of emergency at such meetings as he may attend.

Section 12—TRUSTEES OF INVESTED FUNDS—They shall select one of their members as chairman, and he shall have charge of all records and have the power to call a meeting of the trustees whenever he deems it necessary.

(a) They shall manage and invest moneys, securities and property which may accrue to the permanent fund and/or life membership fund in the names of the "Permanent Fund of the California Society, Sons of the American Revolution," and "Life Membership Fund of the California Society, Sons of the American Revolution," respectively, in accordance with the "Prudent Man Rule." The funds shall be invested in a financial institution or investment account approved by the board in accounts named "Permanent Fund of the California Society, Sons of the American Revolution," and "Life Membership Fund of the California Society, Sons of the American Revolution," respectively, in which all funds received by the trustees shall be deposited, including dividends, interest, net rents and the proceeds of property sold. Any such funds deposited therein may be withdrawn or transferred only on the signature of at least two trustees, which signature shall not be unreasonably withheld

(b) Withdrawal of income from investments or accounts may be made only as provided in bylaw No. 9. Only interest, dividends and net rents may be included in calculating such income. Where an investment, such as a money market account, has checking privileges, the trustees may use it for the banking institution account.

(c) Status reports shall be presented to the board at the fall meeting and at the meeting closest preceding the annual meeting of membership and to the treasurer at least ten days before the annual meeting. Such report for the spring meetings shall include the amount available at the end of the fiscal year just concluded, and for the fall meeting, an estimate of the amount to be available at the end of the fiscal year, for use as provided in bylaw No. 9, together with a recommendation for a specific use that meets the patriotic, historical and educational purposes of the society.

(d) The chairman of the invested fund shall provide to the Treasurer a copy of each statement as it is received from any institution in which Invested Fund assets are invested. If on-line access is available, the Chairman shall ensure the Treasurer is authorized to access the account information on-line.

(e) They also shall manage and invest the life membership fund in accordance with bylaw No. 10.

(f) Trustees shall select a Chairman not later than the close of the Spring Annual Meeting.

Section 13—VACANCIES IN OFFICE—A vacancy in any elected office (other than that of president) may be filled by the president on an interim basis until such time when it shall be filled by the vote of a majority of the board. Any vacancy not filled by the board shall be filled by the members at the annual meeting or special meeting of the membership.

Section 14—INCAPACITY

(a) **President** – an incapacity of the President that does not constitute a vacancy of office shall be determined by the Executive Committee by majority vote upon motion by any member of the Executive Committee, and a minimum of 15 (fifteen) days notice to the President. The motion and vote may be conducted electronically. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary. During such incapacity of the President, the Executive Vice-President shall assume the duties of the President. If the Executive Vice-President is unavailable or incapacitated, such person as designated by the Executive Committee shall assume the Presidential duties.

(b) **Other Officers** – The Executive Committee, upon motion made by any member of that committee and majority vote, may declare any other officer to be incapacitated if that officer is unable, because of mental or

physical disability, to fulfill the duties of his office. The officer shall have at least fifteen (15) days notice of the motion. Upon passage of the motion, the President shall appoint another member to fill the incapacitated officer's unexpired term, which appointment shall be ratified by the Executive Committee. Upon such appointment, the incapacitated officer or representative or family member acting on his behalf, shall immediately transfer all books, records, materials and CASSAR assets in his possession to the newly-appointed officer.

Bylaw No. 5 COMMITTEES

Section 1—NOMINATING COMMITTEE—With the most recent former president who is able and willing to serve as chairman, the other members of this committee shall be the next six (6) most recent former presidents who are able, active at the state level, having been present at the immediately preceding annual meeting or fall board meeting, and willing to serve. If any of those six (6) are not able or willing to serve, then the president may fill such vacancy on the committee by appointment of other members currently active at the state level, providing that equal representation is maintained between the north and south of the state, and no two members on the committee, including the chairman, come from the same chapter.

(a) At least forty-five (45) days prior to each annual meeting, the chairman of the Nominating Committee shall provide the secretary with a list of proposed nominations for each elected office together with nominees for national trustee and alternate national trustee. All candidates for elective state office must be endorsed in writing by their chapter in a letter that includes: (i) a statement from the candidate that the candidate consents to serve; (ii) a statement from the chapter president or his designee endorsing the candidacy; and (iii) a brief biographical statement. Incumbents of elective state offices who are seeking reelection to the office they presently hold are excused from this requirement.

(b) At least thirty (30) days prior to each annual meeting, the secretary shall provide a copy of the list of proposed nominees to each member of the board.

(c) A member of the committee may be a candidate for an elective state office. However, that member may not participate in any discussions for that elective office, may not be present when that office is discussed and must recuse himself from any vote or decision concerning the compatriot whom shall be nominated for that state office.

Section 2—STANDING COMMITTEES—The following are required committees for which the president shall appoint a chairman when one is not

otherwise indicated, and may appoint directly or with the chairman's recommendation, other members to the committee:

(a) BUDGET AND PLANNING COMMITTEE. The executive vice president shall be chairman, and the other members of this committee shall be the other vice presidents, the treasurer, the secretary and three other members appointed by the committee chairman. They shall estimate income and expenditures, and recommend such fiscal actions as they consider in the best interests of the society. One of their main duties is to prepare a recommended annual budget for the following year.

(b) AUDIT COMMITTEE. It shall comprise at least three (3) members, two (2) of whom shall be other than elected officers. The executive vice-president shall be chairman. At least one member of the Audit Committee shall be 'financially literate' meaning substantial prior experience and knowledge of financial matters. It shall audit the books and records of the treasurer and of the trustees of the permanent fund, and shall report to the president at the annual meeting.

(c) MEETINGS AND CREDENTIALS COMMITTEE. With the executive vice president as chairman, it shall supervise arrangements for meetings and determine voting eligibility. The presidents of the respective host chapters for the various meetings of the board and of the society, together with such chapter members as each of these chapter presidents shall deem necessary, shall be the other members of this committee.

(d) MEMBERSHIP COMMITTEE. The vice president for membership shall be chairman. The chairmen of the chapter membership committees shall serve as members of this committee. It shall solicit and encourage candidates for membership to file applications and join the society.

(e) AMERICANISM AND PATRIOTIC EDUCATION COMMITTEE. It shall encourage the patriotic activities of this society and assist and advise the chapters in these matters. It shall recommend to the board specific utilization of income from the president's education fund and the CASSAR education fund.

(f) CHAPTER ACTIVITIES AND AWARDS COMMITTEE. It shall encourage chapters and members to engage in activities to stimulate interest in the patriotic, historical and educational objects of the society and to arrange for appropriate rewards to the most active chapters and members.

(g) SCOUT PROGRAM COMMITTEE. It shall conduct society

participation in the annual Eagle Scout contest sponsored by NSSAR, interfacing with NSSAR, and shall encourage chapter participation in appropriate scout activities.

(h) PUBLICATIONS COMMITTEE. It shall be responsible for all California society publications except the CALI FORNIA COMPATRIOT and the president's newsletter, the PATRIOT VOLUNTEER. They will assist and encourage the chapters where possible and will recommend the winner of the California Society Publication Award to the president.

(i) BYLAWS AND RESOLUTIONS COMMITTEE. It shall prepare the language for any proposed amendments to the Articles of Incorporation, and the bylaws and proposed resolutions of this society. It shall cause the required notice to be given to the chapters of proposed amendments, and shall bring for dispositive action all properly noticed proposed amendments before the annual meeting of the membership and all prepared resolutions before the meetings of the society. The chancellor shall be a member of this committee.

(j) ETHICS COMMITTEE. The Ethics Committee shall consist of the CASSAR Chaplain, CASSAR Chancellor, and a Past President, as chosen by the current President. The CASSAR Chaplain shall be the Committee Chairman and have the authority to appoint any Compatriot in Good Standing to the Ethics Committee at his discretion. The CASSAR Chaplain will not vote on ethics matters brought before the committee.

Section 3—Special Committees—Special committees, as deemed appropriate by the president, may be appointed by him for his term of office. The president shall be an ex-officio member of all standing and special committees.

Section 4—Program Managers—To facilitate management control and staff supervision over the operation of the standing and special committees of the society the president shall appoint for his term of office program managers to guide and advise the president and committee chairmen on functional performance within the society.

Bylaw No. 5(a)—THE EXECUTIVE COMMITTEE

Section 1— There shall be a CASSAR executive committee with a total membership of nine. The executive committee shall be composed of the president, the immediate past president, the four vice presidents (executive, north, south and membership), the secretary, the treasurer, and the chancellor.

Section 2—The executive committee shall meet at the call of the president at such

time as he determines that business of the society is of such urgency that it may not be postponed until an appropriate regular or specially noticed meeting.

Section 3—All decisions of the executive committee which are within the purview of the membership's or the board's powers of approval are on an interim basis and must be ratified or rejected at the next regular meeting of the appropriate forum. The executive committee may take no action in contravention of the Articles of Incorporation.

Section 4—The secretary will record the business of all meetings of the executive committee and disseminate it to members of the committee. The chancellor shall act to assure ratification or rejection of decisions of the committee so required at the next regularly scheduled meeting of the appropriate forum.

Section 5—The Executive Committee is the “governing body” for purposes of review and approval of required Internal Revenue Service forms and reports and for purposes of compliance with Federal and State law.

Bylaw No. 6—MAGAZINE—The president shall appoint a member to be the editor of the CALIFORNIA COMPATRIOT, the publication of the society.

Bylaw No. 7—FEES AND DUES.

Section 1—The admission fee for membership shall be that currently declared by NSSAR Bylaw No. 19, section 1—The fee for each supplemental claim to establish additional ancestral lines of eligibility shall be that currently declared by NSSAR Bylaw No. 19, section 2, plus that fee currently declared by the board. The fee for Memorial Memberships shall be that currently declared by the NSSAR, plus a fee declared by the board.

Section 2—The annual dues for all members shall include the per-capita due to NSSAR, plus that due to this society, plus that due to the chapter . NSSAR dues currently declared are NSSAR Bylaw No. 19. The board shall recommend to membership at the annual meeting the per-capita amount for this society. Each chapter shall determine the per-capita amount due to the chapter and shall collect the total dues from its members.

Section 3—The business year and fiscal year for this society is from January 1 through December of the same year. The per-capita annual dues for those amounts payable to NSSAR and to this society shall be paid by each chapter to the state secretary prior to January 1 of each year. New members approved and registered by NSSAR on or after the date approved and registered by NSSAR do not pay NSSAR dues for the balance of the calendar year per NSSAR Bylaw No. 19 and the dues for this society are similarly waived. A member delinquent in payment of annual dues after December 31 is automatically suspended and

shall be dropped from membership.

Section 4—Any member whose membership has been terminated for nonpayment of annual dues may be reinstated by payment of the current dues to the treasurer, provided that his request for reinstatement be approved by the appropriate chapter and the board. The state secretary will advise the NSSAR thereby entering him as a member in good standing.

Section 5—Where there is evidence that hardship or misfortune may cause the lapse of payment of dues, a chapter or the board may grant to any member an exemption for that year's dues. The NSSAR no longer excuses such dues. The chapter or the board making such exemption must make provision to pay NSSAR dues for such members.

Section 6—Any member in good standing who shall make payment in accordance with a fee schedule established by the board shall become a Life Member and shall thereafter be exempt from payment of all required annual dues. Such payment shall be added to the LIFE MEMBERSHIP FUND and the income therefrom shall be utilized to pay the annual dues components to NSSAR, to this society and to the chapter to which he subsequently belongs.

Section 7—Upon transfer of membership from one chapter to another, the dues for the year in which the transfer is made shall be paid to and belong to the remitting chapter and must be paid before the transfer is approved, said transfer to be accomplished by letter from the transferring member to the state secretary and the secretaries of the two chapters involved. Transfers from one state society to another shall be in accordance with NSSAR Bylaw No. 2, section 9.

Section 8—A member in good standing may become a dual member of another chapter (secondary) upon approval by a majority of its elected officers and the payment of dues of that chapter. This form of membership provides for the opportunity to attend meetings, activities and events of the secondary chapter. However, such membership does not provide for the privilege of voting or holding office in the secondary chapter.

Section 9—An emeritus member is defined as a member of the CASSAR who has paid dues to the CASSAR for fifty years. Upon reaching emeritus member status, the member shall be exempt from paying all additional CASSAR dues.

Bylaw No. 8—MEETINGS AND DELEGATES

Section 1—MEETINGS OF THE SOCIETY

(a) A meeting of the membership shall comprise all members of this society in attendance who are in good standing but the right to vote shall be limited to one vote for each such member who is either an elected chapter delegate or an elected society officer.

(b) Each chapter shall be entitled to two elected delegates plus one additional elected delegate for each fifty (50) members or remaining fraction of twentyfive or more, according to the records of the state secretary as of December 31 preceding the date of the meeting.

(c) A quorum at any meeting of the membership or of the Board shall be a majority of total of (a) the elected state officers plus (b) one delegate from each chapter. A quorum for purposes of a vote on a proposed bylaw amendment shall be the majority of chapters. Except as otherwise specified in these bylaws, the affirmative vote of a majority of the voting power present shall be necessary to approve any action of the meeting.

(d) The annual meeting of the membership shall be held the third Saturday in April, unless the executive committee fixes another date and so notifies all members of record as soon as practicable but not less than ninety (90) days prior to the date of such annual meeting. The meeting shall be held at a location selected in advance by the executive committee. Such location to be alternated on an annual basis between the northern and southern areas of the state.

(e) The following order of business is suggested for the annual meeting of the membership:

1. Call to order by the president
2. Invocation
3. Pledge of allegiance and opening ritual
4. Credentials Committee report & roll call of delegates
5. Presentation of minutes of previous annual meeting
6. Address of president
7. Reports of officers
8. Chapter reports
9. Report of auditing committees
10. Reports of standing committees
11. Reports of special committees
12. Old and unfinished business
13. New business
14. Election of officers
15. Appointment of committee chairmen
16. Closing ritual and adjournment

(f) Special meetings of the membership may be called by the president or by the board from time-to-time. The general nature of the business to be transacted shall be stated in the notice of meeting and no other business shall be transacted at the meeting.

(g) Not less than twenty (20) days prior to the date of any annual or special meeting of the membership, the secretary shall transmit notice of

the time, place and agenda thereof to each chapter secretary and to each member who, on the record date for notice of meeting is entitled to vote thereat. (Corp. Code §5511.) Notice shall be transmitted either electronically and by posting on the CASSAR website.

(h) Only members who are registered to attend the meetings of the members or Board of Managers shall be permitted to vote at those meetings.

Section 2—MEETINGS OF THE BOARD

(a) Three (3) regular meetings of the board shall be held annually, one as soon as is practicable following adjournment of the annual meeting of the membership for the purposes of organization and for the transaction of other business properly presented. A second shall be held the first Saturday in November, alternately in the northern and southern areas of the state, unless otherwise scheduled by the board as soon as practicable, but not less than ninety (90) days prior to the date of such second meeting. A third shall be held as close to the opening of the next annual meeting of the membership as is practicable for the purpose of transacting necessary business properly presented.

(b) Special meetings of the board may be called from time-to-time by the president upon written request of five (5) members of the board; provided, however, that should the president fail or neglect to do so, such five (5) members may call such special meeting, and, in either case, the secretary shall give notice thereof. No business shall be conducted in any special meeting except that specified in the notice.

(c) A majority of the number of board members authorized by article IV of the Articles of Incorporation constitutes a quorum of the board for the transaction of business. Every act or decision done or made by a majority of the board members present at a meeting duly held at which a quorum is present is the act of the board. (Corp. Code § 5211) Each board member shall have only one vote notwithstanding he may hold two positions each of which qualifies him for board membership.

Section 3—CONDUCT OF MEETINGS—All meetings of this society, of the board and of committees shall be conducted in accordance with these bylaws, or where they are silent, by the provisions of Robert's Rules of Order, Revised.

(a) Standing Rules—To expedite and standardize the business of the society without amending the Restated Articles of Incorporation of the California Society of the Sons of the American Revolution, or CASSAR bylaws, the members present and voting at any meeting of the society shall enact such standing rules as may be necessary to conduct the

business of the society providing such rules are not in conflict with the Restated Articles of Incorporation of the California Society of the Sons of the American Revolution,, the bylaws or Robert's Rules of Order, Revised. No advance notice is required for a motion to adopt such a rule. Standing rules shall be adopted, suspended, amended or rescinded by a two-thirds vote of the chapters present and voting. It shall be the responsibility of the Bylaws Committee to catalog and maintain the standing rules of this society

Section 4—ELECTIONS

(a) Elections of officers shall be by ballot provided that by unanimous consent of the electing body, election by ballot may be waived as to any office, if, after nominations for that office are declared closed, only one has been nominated for that office. There shall be no cumulative or proxy voting.

(b) VOTING RIGHTS—The voting rights of delegates to state meetings as expressed in the articles and bylaws are restated as follows:

(i) General Provisions—At all meetings of the state society: (a) there shall be no voting by proxy; (b) a chapter president may designate another member in good standing from his chapter to vote as an acting chapter president at any meeting of the society if the chapter president is absent from the meeting or is an elected society officer; however, any such designation must be made in writing presented to the secretary prior to the chapter roll call and must remain in effect for the duration of that meeting; (c) each delegate is entitled to only one vote regardless of the number of state offices he may hold or the number of chapters he may hold membership in; (d) a chapter cannot be represented by a member holding only a dual membership in that chapter; and (e) the presiding officer of the meeting may only cast his vote to break a tie.

(ii) Regular or Special Meetings of the Board of Managers. At all meetings of the board, voting is restricted to the president, the immediate former president and the elected officers of the state society and the chapter presidents.

(iii) Annual or Special Meetings of Members. At all meetings of the membership of the society, voting is restricted to the president, the immediate former president and each elected state officer, and two elected delegates from each chapter plus one additional elected delegate from each chapter for each fifty (50) members of the chapter or remaining fraction of twenty-five (25) members or

more.

(iv) Amendments of Bylaws. At annual or special meetings of members properly noticed proposed amendments to the bylaws may be voted upon with such voting restricted to one vote for each chapter president. Passage of the proposed bylaw requires at least a two-thirds vote of the chapters present and voting at the meeting.

(v) Amendments of Articles of Incorporation. In accordance with the California Corporations Code, nonprofit corporation law, public benefit corporations, section 5812, proposed amendments to the Articles of Incorporation, may be approved by a majority vote of the board followed by a majority vote of a meeting of members.

(c) Voting by Ballot—The following procedures are established by Roberts Rules of Order Revised for the voting by ballot as required under bylaw No. 8, section 4, unless such is unanimously waived by the electing body:

(i) All ballots will be distributed by three tellers appointed for that purpose by the presiding officer. The teller first named will be the chief teller.

(ii) As each ballot is returned, the name of the voter will be announced and checked off from the list of eligible voters by the secretary. The list of eligible voters will have been previously certified by the chairman of the Meeting and Credentials Committee established to determine voting eligibility.

(iii) After all qualified voters have cast their ballot, the tellers will retire to count the ballots. The chief teller will certify the results in a written report including the total number of ballots cast, the number of votes received by each candidate, and the number of ballots disqualified and the reasons therefore.

(iv) Upon returning to the room, the chief teller will be recognized by the presiding officer. After reading his report, the chief teller will give his report and the ballots to the presiding officer. The presiding officer will again read the report of the chief teller and then announce the winner of the election. In the event of a tie the process is repeated. In the event a motion for a recount is passed by the majority of the delegates, the presiding officer may turn the ballots over to another group of tellers to recount the ballots and again report the results to the presiding officer.

Section 5—NATIONAL CONGRESS—The California delegate at large and the

membership delegates and alternates to the annual congress, or delegates to any special congress, of NSSAR shall be appointed by the president to the full extent allowed in NSSAR Bylaw No. 20.

Bylaw No. 9—THE PERMANENT FUND

Section 1 This society shall maintain a permanent fund, to insure the stability and perpetuity of this society. Administration and management of the permanent fund shall be the responsibility of the trustees of the invested funds, as provided in bylaw No. 4, section 12.

Section 2 The corpus of the permanent fund shall comprise all moneys or property, real or personal, which may accrue to this society by donation, gift, devise, bequest or otherwise unless use thereof is otherwise designated as a condition to receipt or is otherwise directed by a majority vote of the board with at least three-quarters of the members of the board present and voting. The corpus shall not be impaired or diminished but may be increased as provided herein.

Section 3 The income from the permanent fund shall be accumulated and added to corpus at the end of each fiscal year of this society, provided that any part not to exceed one-half of the income for any fiscal year may, by vote of a majority of all of the board, be used for a specific project that meets one or more of the patriotic, historical or educational purposes of this society.

Bylaw No. 10—LIFE MEMBERSHIP FUND

Section 1

Section 1- This Society shall maintain a life membership fund, the income from which shall only be used to maintain the life membership purchased by regular members of this society, paying their NSSAR , CASSAR and chapter dues, to not exceed \$10.00 (ten dollars), as provided in bylaw No, 7, section 6. The trustees may, in their discretion, also pay these dues from the corpus of the life membership fund if the income is insufficient to meet these obligations. Honorary life memberships or those otherwise unfunded shall not be supported from the life membership fund. Should the income in any fiscal year be in excess of that required to maintain the purchased life memberships only, the balance shall be added to corpus of the life membership fund.

Section 2 The corpus of the life membership fund shall comprise all moneys that have been paid or will be paid to purchase life memberships. The corpus shall not be impaired or diminished, except as set forth in section 1, above.

Section 3 As a “Prudent Investor,” the trustees of the invested funds shall invest the life membership fund in a reasonably safe account in the name of "The California Society of the Sons of the American Revolution,” requiring the signatures of two (2) officers so authorized to make any withdrawal therefrom.

The trustees of invested funds shall report additions to and withdrawals from said account at the annual meeting of membership and at the fall meeting of the board.

Bylaw No. 11—EDUCATIONAL ENDOWMENT FUNDS—In furtherance of its educational purpose, CASSAR shall establish, maintain and support two educational endowment funds . The income from such funds shall be distributed by the board exclusively for educational purposes on the recommendation of the Americanism and Patriotic Education Committee.

Section 1—The President's Education Fund—The society shall actively encourage grants and donations to this educational endowment fund under the management and control of the society. All contributions to this fund shall be deposited in a restricted account by the treasurer. The treasurer will prudently invest such funds to promote their growth and safety. The corpus of the fund will be maintained in perpetuity in the restricted account, and the income from the account will be reported before the fall and spring meetings by the treasurer to the Americanism and Patriotic Education Committee. At the close of each fiscal year, any income not used by the board will roll over into the corpus of the restricted account and no longer be available for distribution as income for educational purposes as stated in the written agreement. Unused income is carried forward as income to be used in later distributions by the society.

HISTORY OF BYLAW AMENDMENTS

1. **Change 1 dated April 8, 1989**, amended Bylaw 3, § 1; Bylaw 7, § 5 & § 8.
2. **Change 2 dated April 28, 1990**, amended Bylaw 2, § 6; Bylaw 4, § 13; Bylaw 4, §§ 1a & 1b; & Bylaw 8, § 1d.
3. **Change 3 dated May 11, 1991**, amended Bylaw 4, §§ 1, 2 & 3; Bylaw 5, §§ 1, 2a, 2d & 2i; Bylaw 7, § 3.
4. **Change 4 dated April 11, 1992**, amended Bylaw 2, § 5 & added § 5a; Bylaw 4, §§ 12, 12a, 12b & 12c; added Bylaw 11 with §§ 1 & 2.
5. **Change 5 dated April 17, 1993**, amended Bylaw 2, § 5; Bylaw 4, §§ 3a & 3c; Bylaw 5, §§ 2c, 2e & 2i.
6. **Change 6 dated April 16, 1994**, amended Bylaw 8, §§ 1a & 1b; Bylaw 10, § 3.
7. **Change 7 dated April 15, 1995**, amended Bylaw 5, adding § 4.
8. **Change 8 dated April 20, 1996**, amended Bylaw 2 by adding §§ 3a, 3b & 3c; Bylaw 7, § 3.
9. **Change 9 dated April 24, 1999**, amended Bylaw 5, § 1.
10. **Change 10 dated April 8, 2000**, amended Bylaw 2, adding §§ 7 & 8; Bylaw 4, § 1; amended Bylaw 4 by adding § 12d, & amended Bylaw 7, § 3.
11. **Change 11 dated April 5, 2003**, amended Bylaw 5, § 1.
12. **Change 12 dated April 3, 2004**, amended Bylaw 7, § 6.
13. **Change 13 dated November 6, 2004**, amended Bylaw 4, §§, 4, 5, 6 & 12; Bylaw 5, § 1a; Bylaw 7; Bylaw 8, §§ 4a, b, & c; & Bylaw 10, §§ 1, 2 & 3.
14. **Change 14 dated November 8, 2008**, amended Bylaw 5 by adding Bylaw 5a which provides for an Executive Committee; amended § 6 of Bylaw 4 providing final CASSAR review of membership applications in case of disagreement on substantive completeness; amended Bylaw 8 §2(a) shortening time of meeting notification.
15. **Change 15 dated November 14, 2009**, amended Bylaw 1, Bylaw 2, Sec. 2, Bylaw 4, Sec 12(d), Bylaw 5, Sec. 2(b), Bylaw 5a, Sec. 5, Bylaw 6, Bylaw 7, Sec. 1 & 3, Bylaw 8, Sec.1, 1(c), 1(d), 1(e), & 1(g), Bylaw 10, Sec. 1, Bylaw 11, Sec. 2 eliminated, Bylaw 14 by adding Sec. 14.
16. **Change 16 dated April 10 2010**, amended Bylaw 5, Sec. 5(a), Bylaw 7 by adding Sec. 9.
17. **Change 17 dated November 6, 2010** amending Bylaw 4 by adding Sec. 12(f), Bylaw 5 by adding Sec. 2(j), and Bylaw 10, Sec. 1.

JWF