

BY-LAWS  
OF  
THE FRIENDS OF HART PARK AND MUSEUM  
A California Nonprofit Corporation  
Revised May 9, 2001

ARTICLE I  
PURPOSES

Section 1. PREAMBLE. This Corporation is a nonprofit Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes, filed under #1060991 on December 2, 1981.

Section 2. PRIMARY PURPOSES. The specific and primary purpose of this Corporation is to assist the Los Angeles County Department of Parks and Recreation, the Los Angeles County Museum of Natural History, and other Los Angeles County and State of California agencies in fund-raising, preservation, educational activities, and such other functions as shall be required for the William S. Hart County Park and Museum, located in Newhall, California.

Section 3. FUNCTION. The Friends of Hart Park and Museum shall serve as a coordinating body for volunteer groups serving the Park, Museum, or the public through Park/Museum activities, and custodian of all funds raised through Memberships or by the volunteer groups.

ARTICLE II  
PRINCIPAL OFFICE

The principal office for the transaction of business of the Corporation shall be located at such place or places within the County of Los Angeles, State of California, as the Board of Directors shall from time to time determine.

ARTICLE III  
DIRECTORS

Section 1. POWERS. Subject to the limitations of the Articles of Incorporation, and the By-Laws, and the laws of the State of California, all corporate powers shall be exercised by or under the authority of a Board of Directors that shall control the business affairs of this Corporation.

Section 2. NUMBER OF DIRECTORS. The authorized number of Directors of the Corporation, as amended July 10, 1991, shall be nineteen (19).

Section 3. ELECTION AND TENURE OF OFFICE. The Directors shall be elected by written ballot mailed prior to the Annual Meeting of the Members, to serve for two years and until their successors are elected. Their term of office shall begin immediately after the Annual Meeting. Nine Directors shall be elected annually.

Beginning with the Annual Meeting of 1991, the nineteenth Director shall be designated by the William S. Hart Volunteers and shall be reelected every two (2) years thereafter.

At least 120 days, or more prior to each Annual Meeting of Members, the Board shall appoint a Nominating Committee to select, solicit, and accept nominations for Directors. Candidates for the Board must be Members in good standing. No Member, over the age of twenty-one, desiring to run for election as a Director shall be refused. Candidates for the Board must not be related to other candidates or to current Board Members. The Nominating Committee shall be composed of at least three (3) Directors and two (2) General Members, as described in Article V, Section 2, of these By-Laws. At least sixty (60) days prior to the Annual Meeting of the Members, the Nominating Committee shall provide the Board of Directors with a list of candidates for Directors and an Election Committee shall be appointed by the President and approved by the Board. At least thirty (30) days prior to the Annual Meeting, the Election Committee shall provide the General Members with a ballot, including a full slate plus write-in spaces, to be returned by the General Member to the Corporation Secretary, postmarked at least five (5) days prior to the date of the Annual Meeting of Members. The list of candidates shall include any personal data concerning each nominee, which the Election Committee or any candidate deems relevant, subject to reasonable restrictions, at the discretion of the Election Committee.

Section 4. PLACE AND MANNER OF MEETING. Regular meetings of the Board of Directors may be held at such time and place within or outside the State of California that has been designated from time to time by the Board.

Section 5. SPECIAL MEETINGS - NOTICES - WAIVERS. Meetings of the board may be called at any time by the President or, if he or she is absent or unable or refuses to act, or by any two Directors.

At least forty-eight (48) hours notice of the time and place of special meetings shall be delivered personally to the Directors or personally communicated to them by a Corporate Officer by telephone or by mail, If the notice is sent by letter, it shall be addressed to said Director's address as it is shown in the records of the Corporation. In case such notice is mailed, it shall be deposited in the U.S. Mail, postage prepaid, in the place in which the principal executive office of the Corporation is located, at least four (4) days prior to the date of the holding of the meeting. Such mailing, telephoning, or delivery as above provided shall be due, legal, and personal notice to such Director.

If any of the following situations exist:

- (i.) When all of the Directors are present at any meeting, however called or noticed, and they sign a written consent thereto on the records of such meeting, or,

(ii.) When a majority of Directors are present and if those not present have signed;

a waiver of notice of such meeting, or

a consent to holding the meeting, or

an approval of such meeting,

which, said waiver, consent, or approval shall be filed with the Secretary of the Corporation, or,

(iii.) When a Director attends a meeting without notice but without protesting, prior thereto or at its commencement, the lack of notice to him or her, then the transactions thereof are valid as if had at a meeting regularly called and noticed.

Section 6, QUORUM. A simple majority of the number of Directors elected shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by a majority of the required quorum for such meeting.

Section 7. BOARD ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Benefit Corporation or any successor statute applicable to this Corporation, may be taken without a meeting, if a simple majority of the Members of the Board shall individually or collectively verbally consent to such action, Such action shall be filed with the minutes of the proceedings of the Board. Such action by verbal consent shall have the same force and effect as a unanimous vote of such Directors.

Section 8. COMPENSATION OF DIRECTORS. Directors, as such shall not receive any stated salary for their service, but by resolution of the Board, expenses incurred on behalf of the Corporation may be reimbursed; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 9. COMMITTEES. Committees of the Board may be appointed by resolution passed by a majority of the entire Board. Committees shall be composed of two or more persons and shall have such power as may be expressly delegated to them by such resolution, except those powers expressly made non-delegable by the California Corporation Code. No self-appointed committee, consisting of one or more Board Member(s) shall conduct any business or make any commitments, verbally or written, in the name of the Board of Directors or that of The Friends Of Hart Park and Museum,

Section 10. RESIGNATIONS. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. Upon the resignation of a Director, the Board of Directors shall elect a successor. If the

**Amendment to Section 11 ATTENDANCES: READS**

**The absence of any Board member from three (3) consecutive regular meetings without good and sufficient reason shall be construed as a voluntary resignation, and by majority vote. The Board may declare such position vacant.**

**The absence of any Board Member from six (6) consecutive regular meetings with out good and sufficient reason shall be construed as a voluntary resignation and by majority vote; the Board may declare such position vacant. Board Members are to give written or telephone notification to the secretary or president.**

**Sufficient reason shall be an ongoing:**

- 1. Hospitalization of the child, parent or spouse**
- 2. Illness requiring home-stay**
- 3. Death in the immediate family**
- 4. Additional work responsibilities above normal work schedule.**
- 5. Vacation**

resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 11. ATTENDANCE. The absence of any Board Member from three (3) consecutive regular meetings without good and sufficient reason shall be construed as a voluntary resignation, and by majority vote, the Board may declare such position vacant.

#### ARTICLE IV OFFICERS

Section 1. OFFICERS. The Officers of the Corporation shall be a President, a First Vice President, a Secretary, and a Chief Financial Officer, The Corporation may also have, at the discretion of the Board of Directors, one or more Vice-Presidents, one or more Assistant Secretaries, and such other Officers as shall be appointed in accordance with the provisions of the By-Laws.

Section 2. ELECTION. The Officers of the Corporation shall be elected at the first regular meeting of the Board of Directors after the Annual Meeting, and shall serve for one year and until their successors are elected. Their term of office shall begin immediately upon their election. A vacancy among the Officers, other than President, shall be filled by the Board of Directors until the next Annual Meeting.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any Officer may be removed for cause, by a two-thirds vote of the Board of Directors, at any meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board. Any Officer may resign at any time by giving written notification to the Corporation.

Section 5. DUTIES OF THE OFFICERS.

a. PRESIDENT; The President shall be the General Manager and Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the Officers of the Corporation; and shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management, usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

b. VICE-PRESIDENT. In the absence or disability of the President, the Vice-Presidents in order of their rank as fixed by the Board of Directors shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to, the restrictions upon the President. The Vice-Presidents shall have such other powers and perform such other duties as may from time to time be prescribed for them by the Board of Directors or the By-Laws.

c. SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and the Membership, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings of Directors, the number of Members present and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the Membership and of the Board of Directors required by the By-Laws or by law to be given, and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

d. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate books and records of accounts of the properties and business transactions of the Corporation, including accounts of the assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Director or by appropriate agents of the Department of Parks and Recreation and of the Natural History Museum and be subject to audit annually and with change of Financial Officer,

The Chief Financial Officer shall deposit all moneys 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 and 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 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 By-Laws.

#### ARTICLE V MEMBERSHIPS

Section 1, ASSOCIATE, HONORARY, SUSTAINING, OR OTHER MEMBERS. The Board of Directors shall have power to admit by invitation as Associate, Honorary, Sustaining or other Members of this Corporation, and for such period as they may elect, such persons of prominence or note, as it may think proper, or such persons that may render this Corporation any single benefit or service

which it may wish to recognize in this manner and to renew such invitations at its discretion. Such Members shall enjoy such privileges and benefits as may be determined by the Board of Directors, except that they shall not vote or hold office.

Section 2. VOTING MEMBERSHIPS. General Members shall be defined as dues-paying Members, (Individual, Family, Sponsor, Patron, and Benefactor), Life Members and such other Membership classifications designated by the Board of Directors, except Honorary.

Membership fees and privileges afforded to various Memberships shall be determined by the Board of Directors. Each Membership, whether individually or jointly held, shall be considered one (1) General Member and entitled to one (1) vote.

Section 3. MEETINGS. The Members shall meet annually in September of each year, for the purpose of transacting such proper business as may come before the meeting.

Special meetings of Members shall be called at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Ten (10) percent or more of the General Members may call special meetings for any lawful purpose. The purpose of such special meeting shall be stated in the notice. No business shall be transacted except that for which the meeting has been called.

Written notice of every meeting of Members shall be either personally delivered or mailed fifteen (15) days before the date of the meeting to each Member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the Member at the address of such Member appearing on the books of the Corporation or at the address given by the Member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of the Members. In the case of a specially called meeting of Members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after the receipt of the written request from such person or persons by the President of the Corporation, shall be sent to the Members forthwith and in any event within twenty (20) days after the request was received.

No meeting of Members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though at a meeting duly held after the regular call and notice if a quorum is present and if, either perforce or after the meeting, each of the persons entitled to vote but not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the Corporate records.

The record date for the purpose of determining the Members entitled to notice of any meeting of Members is sixty (60) days before the date of the meeting of Members.

Any action that may be taken at any regular or special meeting of Members, including the election of a Director, may be taken without a meeting. If any action is taken without a meeting, the Corporation shall distribute a written ballot to every Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot, within the time period specified, equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

The form of written ballots distributed to ten (10) or more Members shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a Member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

**Section 4. QUORUM.** A Quorum at any meeting of Members shall consist of twenty (20.) percent of the voting power, represented in person or by written ballot.

The Members present at a duly called or held meeting, at which a quorum is present, may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of Members required to constitute a quorum.



In the absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority of ten votes represented either in person or by written ballot, but no other business may be transacted.

ARTICLE VI  
FINANCE

Section 1, FISCAL YEAR. The fiscal year of the Corporation shall be November 1st to October 31st.

Section 2. CONTRIBUTIONS. Any contributions, bequests, and gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 3. DEPOSITORIES. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 4. APPROVED SIGNATURES. All contracts, checks and orders for payment, receipt, or deposit of money, and access to securities of the Corporation shall be as provided by resolution of the Board of Directors.

Section 5. BUDGET. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriations, without prior approval of the Board of Directors.

Section 6. PROPERTY. Titles to all property shall be held in the name of the Corporation, with the exception of certain items specified as gifts to, and those items permanently installed in, William S. Hart Park. The President shall provide a written notice of the transfer of such property and gifts to the recipient organization. The Secretary shall record into the appropriate minutes and maintain a copy of the transfer of the property and gifts by the Friends of Hart Park and Museum.

Section 7. FINANCIAL REPORTS. A summary report of the financial operation of the Corporation shall be made at least annually to the Membership and to the public in such form as the Board of Directors shall prescribe. An annual financial report shall also be submitted to the Los Angeles County Department of Parks and Recreation.

Section 8. AUDIT. A certified public accountant or licensed independent public accountant may be retained by the Board of Directors to make an annual examination of the financial accounts of the Corporation. A report of all such examinations shall be submitted to the Board.

Section 9. DEDICATION OF ASSETS AND DISSOLUTION. The Properties and assets of this non-profit Corporation are irrevocably

dedicated to charitable purposes. In the event of dissolution of the Corporation, assets of the Corporation remaining after the discharge of all liabilities shall be put in trust to the County of Los Angeles for the benefit of Hart Park, which includes the Hart Park Museum and its contents, as designated by the Board.

Section 10. INVESTMENTS. The Chief Financial Officer of the Corporation shall invest funds of the Corporation in accordance with the direction of the Board of Directors, or any committee of the Board appointed for such purpose.

Section 11. INDEMNIFICATION. The Friends of Hart Park and Museum shall provide indemnification protection insurance at a minimum of \$1,000,000 to all Directors and Officers of the Board. This indemnification protection shall be provided at no cost to the Directors and Officers of the Board. The Board of Directors, in its sole discretion, may determine the extent of indemnification beyond that provided by the insurance policy, or not to further indemnify any Officers, employee, Director, or Member of the Corporation against all or any part of expenses, judgments, decrees, fines, penalties, or all or any part of amounts paid in settlement in connection with defense of any pending or threatened action suit or proceeding, criminal or civil, to which any of the above named individuals is, or may be made party of, by reason of being or having been such Officer, employee, or Director.

Section 12. LEGAL COUNSEL. Independent legal counsel may be retained by the Corporation to:

- a. ensure compliance with federal and state requirements
- b. review and advise on legal instruments that the Corporation has or may execute, such as leases, contracts, property purchases, or sales.

#### ARTICLE VII AMENDMENTS TO BY-LAWS

Section 1. BY DIRECTORS. These By-Laws may be amended by a two-thirds vote of the Directors at any regular meeting of the Board, provided that the amendment has been submitted in writing at the previous regular meeting; or by a two-thirds vote of the Directors at a regularly scheduled Board meeting, provided that the proposed amendment(s) has been mailed to the Directors at least fifteen (15) days prior to the meeting or read at two (2) previous meetings.

Section 2. RECORD OF AMENDMENTS. Whenever an amendment or new By-Law as adopted, it shall be copied in the book of By-Laws, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE VIII  
PARLIAMENTARY AUTHORITY

Section 1. RULES OF ORDER. "Robert's Rules of Order" (Newly Revised) shall be used as authority in the conduct of all meetings of the organization, except when in conflict with the specific provisions in these By-Laws.

RECORD OF AMENDMENTS

The By-Laws of the Friends of Hart Park and Museum (formerly known as Friends of Hart Park) were originally approved on December 2, 1981,

and amended on September 6, 1984  
and amended on September 6, 1989  
and amended on October 4, 1989  
and amended on July 10, 1991  
and amended on May 13, 1998  
and amended on May 9, 2001

Copy Printed September 6, 2002





# COUNTY OF LOS ANGELES

## DEPARTMENT OF PARKS AND RECREATION

453 South Vermont Avenue - Los Angeles, California 90020-1975 • (213) 738-2961

Rodney E. Cooper . . . . Director

### COUNTY OF LOS ANGELES BOARD OF SUPERVISORS

Pete Schabarum  
First District

Kenneth Hahn  
Second District

Edmund Edelman  
Third District

Deane Dana  
Fourth District

Mike Antonovich  
Fifth District

### PARK AND RECREATION COMMISSION

James Bishop

Arturo Chayra

Gloria Heer

George Ray

Douglas Washington

### FISH AND GAME COMMISSION

J. Bradford Crow

Bradley Nuremberg

Richard Knerr

George Kobayashi

David Lippey

May 1, 1989

### VOLUNTEER AGREEMENT

Attached is the Volunteer Organization Agreement approved by the Board of Supervisors together with the Addendum to Agreement approved by the Executive Staff.

I hope you will find that it affords us a strongly supportive working relationship, defining our roles, responsibilities and cooperative ventures.

As the newly appointed Director of Parks & Recreation, I look forward to the blending of staff and volunteer efforts as we develop programs to improve facilities that will be able to offer much needed recreational and educational programs to the greater Los Angeles County populace.

I also look forward to meeting our fine staff of volunteers as time and functions permit - many fine accomplishments have been credited to the earnest and willing volunteers of our county parks and facilities.

Sincerely,

*Rodney E. Cooper*  
Rodney E. Cooper  
Director

MG:kp  
Attachment

Post-It® Fax Note	7671	Date	8/2	# of pages	17
To	Peggy Taylor	From	Norma		
Co./Dept.	Call me	Co.			
Phone #	please	Phone #	(626) 369-5646		
Fax #	(661) 253-2170	Fax #			



