



**Camp Pendleton Historical
Society, Inc.**

BYLAWS

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CPHS BYLAWS

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BYLAWS OF CAMP PENDLETON HISTORICAL SOCIETY, INC.

ARTICLE I GENERAL

1.1 Name. The name of this corporation is Camp Pendleton Historical Society, Inc. (Hereafter referred to as CPHS.).

1.2 Offices. CPHS shall maintain its principal office at 1047 Park Hill Lane, Escondido, County of San Diego, California 92025. The board of directors may change the location of the principal office. Any such change of location shall be cause to amend this paragraph of the bylaws to state the new location. CPHS may also have offices at such other places as its business may require.

1.3 Organization. CPHS is organized as a California Nonprofit Public Benefit Corporation under Section 23701d of the California Revenue and Taxation Code, and is classified as a Public Charity under Section 501(c)(3) of the Internal Revenue Code. As such, all CPHS business activities shall comply with applicable California and IRC provisions of law for corporations so organized.

1.4 Purposes. The overall purpose of CPHS is the promotion of public pride and patriotism through an understanding and appreciation of the historical and architectural significance of Marine Corps Base Camp Pendleton (hereafter referred to as Base), as Native American homeland, as Spanish mission land, as a large Southern California working ranch, and as the world's largest amphibious warfare training base. Further, CPHS seeks to increase public awareness of the Marine Corps role in preserving Camp Pendleton as a national treasure.

Based on CPHS's articles of incorporation, its specific purposes are:

- A. The discovery, preservation and sharing of the history of Camp Pendleton and of Rancho Santa Margarita y Las Flores.
- B. Support for Base historical programs, including but not limited to the Rancho Santa Margarita y Las Flores Ranch House, the Las Flores Adobe, the Mechanized Museum, and the World War II/Korea LVT Museum.
- C. To accept and maintain, as an asset of CPHS, any property whether real, personal or mixed, which the corporation receives by way of gift, bequest or purchase from any person, company, trust or charitable organization. Said asset is to be evaluated, accepted, held, administered and disposed of in accordance with the provisions of Articles IV, V and VI of CPHS's Articles of Incorporation, of Article II, Section 2.2 & Article VII, Section 7.4 of these bylaws and the 'Collections' section of the CPHS Policy and Procedures Manual.

1.5 Status Aboard Camp Pendleton. CPHS is a non-profit civilian organization authorized to operate aboard the Base. It shall comply with all Department of Defense (DoD), U. S. Marine Corps, and Marine Corps Base directives pertaining to the operation of an independent private organization.

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The following disclaimer will appear on all official CPHS correspondence: CPHS is a non-federal entity. CPHS is not part of the Department of Defense nor any of its components and has no government status.

1.6 Other Affiliations. CPHS may affiliate with such other governmental or non-federal entity organizations as the board of directors determines may be beneficial to CPHS, its purposes and goals.

1.7 Tax Year. The tax (fiscal) year of CPHS shall end on June 30 of each calendar year.

ARTICLE II ACTIVITIES

2.1 Activities. To achieve the purposes stated above, CPHS may engage in any or all of the activities outlined below. The degree to which CPHS engages in these activities is dependent on both its financial and membership resources.

2.2 Direct Support Activities. CPHS shall conduct activities in direct support of Camp Pendleton historical programs in response to needs that from time to time may be identified by the Base commander and his or her staff representative. Such activities, when undertaken, shall be performed under the guidance of and with the approval of the commander's representative.

Direct support activities may include, but are not limited to, the following:

2.2.1 Fund Raising. CPHS shall raise funds to support command historical programs and projects as identified by the Base commander. Fundraising may include solicitation of public and corporate contributions and the preparation and submission of grant requests to outside governmental and non-governmental organizations. Fundraising activities held aboard Base will be conducted in accordance with Base Order 5340.23_. Funds raised for direct support of Base historical programs may be gifted directly to Camp Pendleton, or used to purchase goods or services that are gifted in kind. Regulations pertaining to gifts given to the government apply.

2.2.2 Collection of Artifacts, Documents, and Oral Histories. CPHS may assist the History and Museum Director in soliciting, accepting, cataloging, renovating, and displaying artifacts and documents pertaining to the broad, diverse history of Camp Pendleton. CPHS may also assist in collecting and cataloging oral histories from individuals having knowledge of significant past events of military and civilian activities at Camp Pendleton.

2.2.3 Volunteer Recruitment. CPHS shall recruit and train volunteers to provide needed services that cannot be provided through Command resources. Volunteers will include individuals with skills to accomplish the support activities cited in Article II, Section 2.2 of these bylaws. Recruited volunteers need not be members of CPHS, but may be any person who is willing to serve in response to a CPHS recruitment initiative.

2.3 Other Activities. CPHS shall engage in other activities that contribute toward achieving its corporate purposes, to include fund raising for its own purposes as opposed to funds raised in direct support of Base historical programs. Such other activities may also include, but are not limited to, the following:

2.3.1 Education Programs. CPHS shall promote an understanding of and appreciation for the diverse history of the people and organizations that have lived, worked, and trained aboard Camp

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Pendleton during its Native American, Spanish mission, rancho, and Marine eras through education outreach to Camp Pendleton and the broader Southern California communities.

2.3.2 Public Relations and External Support. CPHS shall conduct marketing, advertising, and public relations functions associated with the activities outlined herein. CPHS will also provide external support to public and private organizations that are committed to objectives similar to its own.

2.3.3 Social Media. CPHS shall publish a quarterly newsletter that is both an information channel to the membership about CPHS activities and a forum for publication of articles of historical interest related to Base. Additionally, CPHS shall also establish and maintain a web site, an e-mail address, a Facebook page or any other social media sites designed to broadcast information about CPHS and its activities to the public at large.

2.3.4 Member Events. CPHS shall plan, organize, and conduct member events that provide opportunities for members and their guests to broaden their knowledge of Camp Pendleton history and other historical and cultural features of the Southern California region.

ARTICLE III MEMBERSHIP

3.1 Charter Members. Members who joined during the first year after incorporation.

3.2 Regular Members. Regular membership is open to any individual or corporation that supports the purpose and ideals of CPHS, regardless of race, color, creed, gender, age, sexual orientation, or national origin. The board of directors may establish qualifying support levels for individual or corporate memberships in the form of annual dues, volunteer services, donations in kind, or combinations thereof.

3.3 Voting Members. Voting is vested in and limited to the CPHS board of directors.

3.4 Honorary Members. The board of directors may bestow honorary, non-voting memberships on individuals or corporations, who, in the opinion of the board, are deserving of such recognition.

3.5 Council of Advisors. Once established by the board of directors, the council of advisors will consist of well-experienced members of the civilian and military communities who will assist in furthering CPHS goals. Qualifications for council membership, specific duties and responsibilities shall be determined by vote of the board of directors.

ARTICLE IV BOARD OF DIRECTORS

4.1 Limitations. Subject to the limitations of the articles of incorporation, these bylaws, and the laws of the State of California, all corporate powers are exercised by or are under the direction of the board of directors.

4.2 Compensation. Members of the board of directors will serve without compensation, except for reimbursement of reasonable and approved expenses, incurred by members on behalf of CPHS. Requests for reimbursement by members of the board must be approved by two officers, neither of whom can be the person requesting reimbursement. Requests for reimbursements greater than \$200 must be approved by the board of directors, not including the person requesting reimbursement.

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4.3 Conflicts of Interest. Board members will identify, prior to election, potential areas of personal conflicts of interest and areas of self-dealings and will refrain from voting on matters in such areas.

4.4 Powers. The board of directors is expressly empowered to establish the mission and policies of CPHS and oversee their implementation; establish other rules and regulations for operation of CPHS; elect the board of directors and officers of CPHS; and act on the removal of any officer or director as set forth in paragraph 4.11 of these bylaws. Further, the board is expressly empowered to borrow money and incur indebtedness for the purpose of CPHS, and cause to be executed and delivered in CPHS' name all promissory notes and other evidences of debt and instruments securing payment for same. The board may delegate to the executive committee any of the powers and authority of the board in the management of business and affairs of CPHS, except as limited in the California Corporations Code and other provisions of law and these bylaws. Finally, the board is empowered to employ and terminate employment of regular and temporary employees and contractors, to establish duties and responsibilities of employees and contractors, and set salaries or salary ranges.

4.5 Composition. Voting members of the board shall include the elected directors and officers. Non-voting members shall include honorary board members and advisory members as authorized by the board or these bylaws and appointed by the president.

4.6 Numbers. The number of voting directors, including officers, shall be at least three and no more than 15. A simple majority of voting directors shall constitute a quorum.

4.7 Election. Nominations to the board may be made by any current member of the board. Election of persons nominated may occur at any regular meeting of the board.

4.8 Honorary Board Members. Honorary board members have the right to attend and participate at all meetings of the board, but shall have no voting powers. Honorary board members shall include the Base Commander (or his/her representative), the CPHS Immediate Past President, Base History and Museum Director and Base Assistant Chief of Staff, Environmental Security (or his/her representative). Voting board members may also elect other honorary board members.

4.8.1 Immediate Past President. The immediate past president is an experienced and respected former member of the CPHS board of directors. He/She can be an invaluable asset and may be asked to provide advice and direction regarding operational insight and past practices to assist the board members in their deliberations. His/her continued involvement in CPHS offers continuity and a smooth transition to new leadership.

The immediate past president is a, non-voting, honorary board member of the CPHS board of directors. General duties shall include preparing for and attending regular board meetings, attending and participating in CPHS events and activities. The immediate past president may be asked to represent CPHS at appropriate events if the current president or vice-president is unavailable.

This office is strictly voluntary. At the discretion of the CPHS board of directors, the outgoing president shall be asked if he/she would assume the non-voting office of Immediate Past President.

If the outgoing president declines or is elected to another position on the board; the voting board members may ask the next past president in line if he/she would accept the office. The board members may also leave the position vacant. In no event shall the immediate past president simultaneously hold two positions on the CPHS board of directors.

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4.9 Terms of Office.

4.9.1 Voting Members. Voting board members shall be elected to terms of up to three years such that approximately one-third of the terms shall end each year. Voting members may serve for successive terms subject to re-election at the end of each three year term.

4.9.2 Non-voting Members. Honorary board members shall be invited by the board to serve and may continue to serve at the board's pleasure.

4.10 Board Vacancies. A vacant position may be filled by vote of the remaining board members, based on the recommendation of any current voting member. New members filling an unexpired term are, at the end of that term, eligible to serve for successive terms as in Article IV, Section 4.9.1 of these bylaws.

4.11 Removal of a Director. A director may be removed from office when a simple majority of the directors then in office vote that such action is in the best interests of CPHS. Directors who miss three consecutive, regularly called board meetings may be subject to removal from the board.

4.13 Meetings.

4.13.1 Regular Meetings. The board of directors will meet at least once each quarter. One of those meetings may serve as the annual meeting. Additional regular meetings may be established by a majority vote of board members. The board will establish times, dates, and locations of meetings for each fiscal year.

4.13.2 Special Meetings. Special meetings of the board of directors may be called by the president, or if the president is absent, unable, or unwilling to act, by the vice president or any two board members.

4.13.3 Participation by Telephone. Members of the board may participate in meetings by phone as long as all directors participating can hear each other. Directors participating by telephone conference call may vote by roll call voice vote or by mail or email. The president shall specify the voting procedure to be used on each matter before the board.

4.13.4 Action Without a Meeting. Any action, or vote, required or permitted to be taken by the board may be taken without a meeting if a quorum of the members of the board give written consent to such action (email consent is permitted). Any action, or vote, taken as a result of such consent shall have the same force and effect as a unanimous vote of the board. Such consent shall be filed with the minutes of the next board meeting.

4.13.5 Adjournment and Notice. A simple majority of directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the new meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case the secretary will provide personal notice to the directors not present at the time of adjournment.

4.13.6 Quorum. A simple majority of directors then in office shall constitute a quorum. A meeting at which a quorum is initially present may continue to conduct business even if directors withdraw from the meeting. If any action, or vote, is taken by the board of directors, it must be approved by at least a simple majority of the required quorum for the meeting.

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ARTICLE V OFFICERS

5.1 Officer Positions. The officers of Camp Pendleton Historical Society, Inc. shall be the President, Vice-President, Secretary and Treasurer.

5.2 Election and Terms of Office. Officer elections shall take place at a regular meeting of the board of directors. Officers shall be elected to a two-year term, and may be reelected at the end of each two-year term. No one may serve as both the president and secretary at the same time.

5.3 Officer Vacancies and Removal. A vacant officer position may be filled by vote of the board of directors, based on a recommendation of the remaining members of the executive committee. An officer may be removed from office by a simple majority vote of the board of directors when such action is deemed to be in the best interest of CPHS. Officers who miss three consecutive, regularly called board meetings may be subject to removal.

5.4 Duties and Responsibilities.

5.4.1 President. The president shall preside at all meetings of the board of directors and the executive committee, and any general membership meetings when such meetings are called. He shall appoint all committee chairs and committee members; will be an honorary board member of all committees; and represent the board and the executive committee in providing direction and supervision to employees and contractors hired by the board. The president shall from time to time provide the Base commanding officer with recommendations and advice regarding issues or projects of importance to CPHS and Base.

5.4.2 Vice President. The vice president shall perform the duties of the president during the absence or disability of the president; indoctrinate all new board members on the goals and programs of CPHS and on the responsibilities of board members; and perform other duties and responsibilities assigned by the president.

5.4.3 Secretary. The secretary shall attend all meetings of the board of directors and the executive committee. He/she shall keep minutes of the proceedings of such meetings. He/she shall ensure that all notices are submitted in accordance with these bylaws, the articles of incorporation and the laws of the State of California. He/she shall notify members of the board of the date, time, and place of regular and special board meetings, and perform other duties as the president may direct.

5.4.4 Treasurer. The treasurer shall have cognizance over CPHS's financial affairs. He/she shall perform all duties relating to the collection, custody, disbursement, and accounting of funds; maintain appropriate financial records. He/she shall report the financial condition of CPHS at each regular meeting of the board of directors and at each executive committee meeting. He/she shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The treasurer shall establish controls and procedures to ensure that financial gifts are properly received and used as the donor intended and as prescribed by laws and regulations. The treasurer is also responsible for submitting annual tax returns and arranging for liability insurance.

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ARTICLE VI COMMITTEES

6.1 Standing Committees. There will be four standing committees: the Executive Committee, the Financial Review Committee, the Bylaw Committee and the Events Committee.

6.1.1 Executive Committee. The purpose of the executive committee is to manage the routine operations of CPHS. The president will chair the committee. Other members will be the vice president, treasurer. Three members shall constitute a quorum. The board of directors will specify the powers of the executive committee; however, such powers may not include: 1) filling vacancies on the board of directors; 2) filling vacant officer positions; 3) amending or repealing the bylaws or adopting new bylaws; 4) amending or repealing any resolution of the board of directors. Refer to Article IV, Section 4.3 of these bylaws for additional restrictions.

Executive committee meetings will be called by the president or held as determined by the executive committee. The executive committee shall keep complete and accurate minutes of each meeting. Any recommended actions will be reported to the board of directors at its next meeting. Executive committee meetings by telephone or email are permitted.

6.1.2 Financial Review Committee. An annual review of all CPHS financial records will be conducted by a financial review committee. This committee will consist of no less than two members of the board of directors, not to include the treasurer. The committee may include one or more additional, active member(s) as determined by the board of directors. Committee members shall be appointed by the president, with approval of the board of directors.

The committee shall conduct its review in the first quarter following the close of each fiscal year and submit its report to the board of directors at the next scheduled board meeting following completion of the review.

6.1.3 Bylaw Committee. The bylaw committee is responsible for ensuring the CPHS bylaws are relevant and up-to-date for the effective and efficient operation of the organization. The bylaw committee will be comprised of three CPHS board members appointed by the president and approved by the board of directors. One member will serve as the committee chairperson.

The bylaw committee will meet on a quarterly basis to review the current edition of the bylaws and make recommendations as to any suggested changes that should be made. Approval of any proposed changes to the bylaws will be by a simple majority vote of the board of directors.

6.1.4 Event Committee. The primary purpose of the event committee is to provide leadership for the entire event planning and presentation process. The event committee is responsible for originating, planning, preparing and conducting activities which will further the goals and objectives of CPHS. The committee shall be composed of five members, which can be augmented with additional volunteers as needed. The chairperson shall be a member of the CPHS board of directors. The committee will meet bi-monthly with additional meetings as required to support planned events.

6.2 Other Committees. The president may, from time to time, appoint such standing and/or special committees as are authorized by the board of directors to assist with the efficient operation of CPHS. Special committees, when formed, shall be understood to be temporary in nature and shall be dissolved when their purpose has been fulfilled.

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ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

7.1 Execution of Instruments. The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of CPHS to enter into any contract or execute and deliver any instrument in the name of and on behalf of CPHS, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind CPHS by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

7.2 Checks and Notes. Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of CPHS shall be signed by the treasurer and countersigned by the president, or the vice president, or the secretary with the prior approval of the president.

7.3 Deposits. All CPHS funds shall be deposited from time to time to the credit of CPHS in such banks, trust companies, or other depositories as the board of directors may select.

7.4 Gifts. CPHS does not, as a general rule, actively seek non-monetary gifts or donations. The organization does not have the appropriate storage facilities to house and properly protect such gifts. Still, such gifts or donations, if offered, are reviewed on their own merits as CPHS does have a loan agreement with the Camp Pendleton History and Museum Office.

If a CPHS member, volunteer or board of directors' member receives an offer of a non-monetary gift or donation, the offer is to be forwarded to the organization's archivist with a description of the gift and donor contact information for further evaluation.

If a member unilaterally accepts a non-monetary gift or donation in the name of CPHS, ownership immediately transfers to CPHS. The person accepting the gift, under these conditions, also accepts responsibility for the proper documentation, care, protection, storage and disposition of the gift. For more detail refer to the Collection Policy section of the CPHS Policy & Procedure Manual.

7.5 Speakers Fees. Any CPHS member, volunteer or board of director member who is officially detailed or assigned to speak or give a presentation on behalf of CPHS to any gathering, meeting or conference and, who receives a speaker's fee or gift for said speech or presentation will forward the entire amount to the CPHS Treasurer for deposit. The speaker may then request reimbursement for reasonable expenses.

ARTICLE VIII EMPLOYEES

8.1 General. CPHS may have such agents and employees as shall be determined by the board of directors to be necessary. Such agents or employees shall be under the supervision of the vice president to include training, guidance and direction. The board of directors shall determine the duties, responsibilities, and compensation of such agents or employees.

8.2 Non-discrimination. Discrimination based on race, color, creed, sex, age, sexual orientation, disability or national origin will not be permitted in employment practices. Applicable laws with respect to labor standards for employment shall be observed.

8.3 Income. Income shall not accrue to individual members of CPHS except through wages and salaries as employees of CPHS, or as non-cash award recognition for services rendered to CPHS or the military community.

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ARTICLE IX INDEMNIFICATION

9.1 Right to Indemnity. To the fullest extent covered by CPHS errors and omissions insurance carrier, CPHS shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any “proceeding” as defined in such Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in such Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

9.2 Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of such Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

9.3 Advancement of Expenses. To the fullest extent covered by CPHS errors and omissions insurance carrier, and except as the board otherwise determines in a specific instance, expenses incurred by a person seeking indemnification under this Article IX in defending any proceeding covered by the article shall be advanced by CPHS, before final disposition of the proceeding, on receipt of an undertaking by that person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified for those expenses.

9.4 Insurance. CPHS shall purchase and maintain insurance to the extent approved by the board on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of such officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE X DISSOLUTION

10.1 Property, Cash, and Other Monetary Assets. Upon dissolution of CPHS the remaining property, cash and other monetary assets after payment, or the provision of payment, of all debts and liabilities of CPHS, shall be distributed to a non-profit fund, foundation, or corporation. This non-profit entity must be organized and operated exclusively for charitable purposes and must have established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Selection of such entity shall be the responsibility of the executive committee.

10.2 Terms. Terms of dissolution of CPHS will follow State of California non-profit law.

10.3 Notification. Upon dissolution, the CPHS president shall notify the Base commander of impending action with certification that all indebtedness has been liquidated and remaining assets legally disposed of.

10.4 Residual Assets. Should there be residual non-cash assets remaining aboard Camp Pendleton following dissolution, such assets may be acquired by the Base under the terms of applicable agreements, statutes, and DoD policy.

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**ARTICLE XI
AMENDMENTS**

11.1 Bylaws. These bylaws may be amended or repealed and new bylaws adopted by a vote of a simple majority of the board of directors.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

12.1 General. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern CPHS in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order CPHS may adopt.

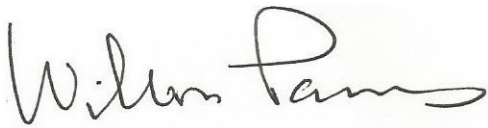
**ARTICLE XIII
EFFECT**

13.1 General. These bylaws supersede, in their entirety, all other bylaws heretofore adopted by CPHS.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of Camp Pendleton Historical Society, Inc., named in the title thereto and such bylaws were duly adopted by the board of directors on the date set forth below.

Dated: January 19, 2017

A handwritten signature in black ink that reads "William Parsons". The signature is written in a cursive style with a large, looped initial "W".

William Parsons
CPHS Secretary