

**BYLAWS OF THE IRISH LITERARY AND HISTORICAL SOCIETY OF  
THE SAN FRANCISCO BAY AREA, A California Nonprofit Public  
Benefit Corporation**

The name of this corporation is The Irish Literary and Historical Society of the San Francisco Bay Area.

The principal office for the transaction of the activities and affairs of this corporation is located at 162 Idora Avenue, San Francisco, in San Francisco County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the corporate secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

**Section 1. Purposes**

The purposes of this corporation are to provide an open, nonsectarian, and nonpolitical forum for the presentation and discussion of Irish and Irish-American literature, art, history and culture and to carry on other charitable and educational activities associated with this goal as allowed by law. Also in the context of these purposes, the corporation shall act exclusively for charitable, literary, and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

**Section 2. Governing Law**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

### **Section 3. Public Benefit Corporation**

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

### **Section 4. Governance**

- A. Executive Council. The corporation shall have an Executive Council (hereinafter "board" or "board of directors") which shall be charged with conducting the activities and affairs of the corporation. Each member of the board shall serve as a fiduciary and act in the best interests of the corporation.
- B. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under direction of the board.

The corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. However, the corporation's board of directors shall admit to general membership persons who accept the purposes of the Corporation and tender the annual dues. The general membership shall have such rights and obligations as the board finds appropriate.

- C. Specific Powers. The board shall have the power to do the following:
  - (1.) Elect persons to or remove persons from the board by a vote of a majority of directors present at the annual or special meetings of the board at which a quorum is present and in accordance of these bylaws.
  - (2.) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; and require from them security for faithful service.
  - (3.) Change the principal office or the principal business office in California from one location to another.
  - (4.) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## **Section 5. Board of Directors**

- A. The board of directors shall consist of at least eight (8) but no more than twelve (12) directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors. The qualifications for directors are persons of good character who are devoted to the purposes of the corporation and who are current in their annual dues as recorded on the general membership list. Directors shall hold office for a term of three years and may be reelected to any number of consecutive terms. The board, in its discretion, may establish a non-voting category of "director emeritus" in recognition of past service on the board. Persons so designated shall be authorized to attend meetings of the board in an advisory capacity.
- B. No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.
- C. Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the corporate secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.
- D. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.
- E. Any director may be removed, with or without cause, by the vote of the majority of the members of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 5, paragraphs K & L.
- F. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.
- G. An annual meeting of the board shall be held in the month of November at any place within California that has been designated by resolution of the board, or in the notice of the meeting or, if not so designated, at the principal office of the

corporation. At such meeting, a nominating committee of the board shall recommend qualified persons to serve on the board and the board shall conduct an election to select a chairman of the board and to fill any vacancies on the board. Similarly, the nominating committee shall recommend candidates to serve as corporate officers and the board shall conduct an election to select persons to serve as officers of the corporation.

- H. A board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:
  - (a) Each member participating in the meeting can communicate concurrently with all other members.
  - (b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- I. General meetings of the board may be held without notice at such time and place as the board may fix from time to time.
- J. Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the corporate secretary, or any two directors.
- K. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records and specify the purpose of the meeting.
- L. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office.
- M. Forty percent (40%) of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the

more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- N. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- O. Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.
- P. Directors, officers and members of committees of the board shall receive no compensation for their services as directors or officers, or committee members. However, reimbursement of expenses, as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted may be made.
- Q. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. Any such committee shall have no authority of the board other than to recommend action to the board.
- R. The board may appoint the officers of the corporation to serve as the executive committee of the corporation. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not

have the authority of the board in reference to those matters enumerated in Section 4, paragraph C. All actions of the executive committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

## **Section 6. Officers**

- A. The officers of this corporation shall be a president, a vice-president, a corporate secretary, a treasurer, and a membership secretary. The corporation shall also have a chairman of the board of directors.
- B. Any number of offices may be held by the same person, except that neither the corporate secretary nor the treasurer may serve concurrently as either the president or the chairman of the board.
- C. The officers of this corporation shall be chosen annually at the November meeting of the board. Officers shall serve for a term of one calendar year beginning on January 1 or at the pleasure of the board. The qualifications for officers are persons of good character, who are devoted to the purposes of the corporation and who are current in their annual dues as recorded on the general membership list.
- D. The board may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.
- E. The board may remove any officer with or without cause.
- F. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.
- G. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not await the annual meeting to be filled.
- H. If a chairman of the board of directors is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is a vacancy of the office of president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these bylaws.

- I. Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at the regular monthly and other general membership and public programs. The president shall have such other powers and duties as the board or the bylaws may require.
- J. If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the board or the bylaws may require.
- K. The corporate secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board. The minutes of meetings of the board shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board.
- L. The corporate secretary shall keep or cause to be kept, at the principal California office or such other place as the board may direct, a copy of the articles of incorporation and bylaws, as amended to date, notice of all meetings of the board, and of committees of the board that these bylaws require to be given.
- M. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.
- N. The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.
- O. If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the

possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

- P. The membership secretary shall maintain a list of all the general membership, including mailing address, e-mail address, if any, status of payment of annual dues, and amount of contribution, if any. Membership secretary shall be responsible for communications with general membership of amount and due date of annual dues, time and place of monthly program meetings, and any other notices as directed by the president or the board.
- Q. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

### **Section 7. Insurance**

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

### **Section 8. Maintenance of Corporate Records**

This corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its board, and committees of the board; and
- (c) A record of the name, address, and date of most recent dues payment and or contribution of each person participating in the programs of the corporation.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's

agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

In the event that the corporation receives \$25,000 or more in gross receipts during the fiscal year, the board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

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

(b) The principal changes in assets and liabilities, including trust funds;

(c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

(d) The corporation's expenses or disbursements for both general and restricted purposes;

(e) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

## **Section 9. Amendment of Bylaws**

The board may adopt, amend, or repeal bylaws at any special meeting of the board of directors called in accordance with Section 5 and adopted by a vote of two thirds of the directors then in office.