

CASSAR

BYLAWS & ARTICLES OF INCORPORATION



2023

APRIL

**CALIFORNIA SOCIETY
SONS OF THE AMERICAN REVOLUTION
BYLAWS**

Bylaw No. 1 MEMBERSHIP

Section 1—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.

Section 2— Only members in good standing of the SAR shall hold elective and non-elective positions within the chapter.

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; 4) The names of the members or officers having signatory authority over the account; and 5) An inventory of the non-cash assets over \$500 held by the chapter.

(b)—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—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 7—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 invested funds. 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 invested funds 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 invested funds 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 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 new member, supplemental and youth applications and certificates, shall process the applications, sign the certificates, and forward the entire new member package to the president for his signature and his forwarding to the new member's chapter secretary. The state secretary shall process all state membership applications to the National headquarters with the appropriate transmittal forms, and notify the appropriate chapter secretary when National headquarters has approved the transactions.

(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 authorized by a check request 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. The Registrar shall share notifications of all pended or other notifications forwarded to him by the National Genealogy Staff or the Genealogist General, with the State Genealogist and the appropriate Chapter Registrar(s).

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 be notified by the Registrar of pended notices received from the NSSAR Genealogy Staff and may assist in the resolution of the issues presented.

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 and advise the membership of common problems found in applications.

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 THE 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, the education fund, the congress fund, the unallocated fund, and/or the life membership fund in the names of the “Permanent Fund of the California Society, Sons of the American Revolution,” the “Education Fund of the California Society, Sons of the American Revolution,” the “Congress Fund of the California Society, Sons of the American Revolution,” the “Unallocated Fund of the California Society, Sons of the American Revolution,” and the “Life Membership Fund of the California Society, Sons of the American Revolution,” respectively, in accordance with the Uniform Prudent Management of Institutional Funds Act. 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,” “Education Fund of the California Society, Sons of the American Revolution,” “Congress Fund of the California Society, Sons of the American Revolution,” “Unallocated 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, unrealized gains, 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) 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— The members of this committee shall be the (7) 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 there are not enough past presidents who are able and 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 the appointment seeks to equalize the representation between the north and south of the state, and no appointee shall come from a chapter already represented on the committee. The chairman of the committee shall be the most recent past president on the committee after the immediate past president.

All members of the National Society SAR are expected to act as gentlemen. All candidates and their supporters will conduct themselves in a gentlemanly manner at all times.

All candidates and their spokesmen will refrain from derogatory remarks about any opposing candidate at all times. In the event of a floor nomination, it is the full responsibility of the involved candidates to require their supporters and spokesmen to refrain from any criticism of the opposing candidate. Candidates and their supporters may be held responsible for their words or actions in accordance with relevant provisions of the CASSAR Bylaws regarding member discipline pursuant to the duties and responsibilities of the Ethics Committee.

(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. It shall be comprised of the executive vice-president (who shall be chairman); the vice president north; the vice president south; the treasurer; and a chapter president from the north, and a chapter president from the south, appointed by the state president. The state president shall appoint a state officer to replace the executive vice president, vice president north, and vice president south, if any of them are unable to serve on the committee. The chairman of the invested funds trustees shall be a non-voting member of the committee. 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 be comprised of the executive vice-president (who shall be chairman); the vice president north; the vice president south; and a chapter president from the north, and a chapter president from the south, appointed by the state president. The state president shall appoint a state officer to replace the executive vice president, vice president north, and vice president south, if any of them are unable to serve on the committee. The treasurer and the chairman of the invested funds trustees shall be non-voting members of the committee. 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, the committee 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. The committee shall maintain the list of eligible voters, contact all chapters to confirm their delegates, chapter presidents

(or official designee), and state officers. The committee shall provide the list of eligible voters to the secretary for the roll call and determination of a quorum. They should object when one person answers present as an officer, and as a member of a chapter. They shall produce the voting cards for the meetings where voting is restricted so we do not count ineligible votes.

(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. Following any approved amendments to the Articles of Incorporation, or the Bylaws, it shall send the updated articles of incorporation, or bylaws to the President

to be posted on the society website. 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. If the CASSAR Chaplain abstains from voting on ethics matters brought before the committee, he shall appoint a Compatriot in good standing to the Ethics Committee at his discretion as a replacement voting member, ensuring an odd number of voting committee members.

A compatriot may be charged for: (1) violating the (a) Code of Business Ethics and Conduct; (b) Conflict of Interest/Code of Organizational Conduct; (c) Whistleblower Policy; (d) applicable Federal or California record retention requirements; or (2) for rendering himself unworthy of membership by engaging in felonious conduct, misdemeanor conduct involving moral turpitude, or conduct disloyal to the ideals or prejudicial to the interests of the Sons of the American Revolution.

Compatriots shall not bring a complaint, or assert allegations against or by another compatriot, unless such complaint, and/or allegations are well grounded in fact and warranted by CASSAR's governing instruments. The filing of a frivolous and groundless complaint may constitute a violation and make the filing party subject to an ethics complaint.

A compatriot also may be charged for making derogatory remarks about an opposing candidate during an election cycle. Candidates may be responsible for the words or actions of a supporter in accordance with any relevant provisions of the CASSAR Bylaws.

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.

(a) The State President may appoint an Inspector General to perform any investigations related to ethics complaints, allegations of fraud, improprieties in the administration of CASSAR programs and operations; allegations of member misconduct; and other issues concerning alleged violations of those policies and codes enumerated under Bylaw 5, Section 2(j) of the CASSAR Bylaws.

(b) The State President may appoint a Compliance Officer to oversee the CASSAR's efforts to comply with the Sarbanes-Oxley Act as it

applies to Tax Exempt Organizations. The Compliance Officers' duties shall include but not be limited to documenting formal certification of the CASSAR's internal controls, processes and procedures, ensuring and tracking Federal and State tax compliance, Registry of Charitable Trusts, Secretary of State filings, and to investigate reported violations at the request of the State President. The Chief Compliance Officer reports to the State President.

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. 22, Section 1. The fee for each supplemental claim to establish additional ancestral lines of eligibility shall be that currently declared by NSSAR Bylaw No. 22, Section 3, 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. 22, Section 3. 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 31 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 by January 5 of each year. A member is delinquent in payment of annual dues after December 15th and shall automatically be suspended and shall be dropped from membership after December 31. Each chapter shall prepare an annual reconciliation report and submit to the society secretary on or before January 5th of the following 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. 22 and the dues for this society are similarly waived.

Section 4— A member whose membership has been terminated, whether for nonpayment of dues or otherwise, may be reinstated by payment of the current chapter, state and national dues to the treasurer, provided that his request for reinstatement first be approved by the appropriate chapter and the Executive Committee. Upon application for reinstatement, the Secretary shall forward the request via email to the Executive Committee, which shall be deemed to have approved the request unless any member of the Executive Committee objects within five days of notice. Upon timely objection, the President shall schedule a meeting of the Executive Committee, which may be held electronically, permitting the concerns to be discussed and a vote taken. If the request is denied, the applicant may appeal to the Board of Managers. Upon approval, 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 Regular Member in good standing after April 12, 2014, who is also a NSSAR Life Member, and who shall make payment in accordance with a fee schedule established by the Executive Board with input from the Trustees of the Investment Funds shall become a CASSAR Life Member and shall thereafter be exempt from payment of all required annual dues to the California Society and

his chapter within the California Society. The one-time payment shall be added to the CASSAR LIFE MEMBERSHIP FUND and the income therefrom shall be utilized to pay the annual dues components to this society and to the chapter (pursuant to Bylaw No. 9, Section 5, Paragraph (a)) to which he belongs. Members of CASSAR who have paid for a CASSAR Life Membership prior to April 12, 2014, will continue to have their dues payments cover NSSAR, CASSAR, and their chapter dues payments. Non-CASSAR members who purchased a CASSAR Life Membership plan shall thereafter be exempt from payment of all required annual dues to the California Society and his chapter within the California Society.

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 NSSAR for fifty years (does not have to be continuous). Upon reaching emeritus member status, the member shall be exempt from paying all additional CASSAR dues. It is recommended that chapters waive dues as well.

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 of the chapter as determined by the January 1 membership count of the current year listed on the Annual Reconciliation Report filed and approved by the state secretary 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 thirty (30) 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.

(i) The Executive Committee, Board of Managers, Membership, and all Committees of the State Society may participate in special meetings, or conduct a meeting, including the Annual Meeting of the Membership, through use of any means of communication by which all individuals participating may simultaneously hear each other during the meeting. This provision shall allow for the use of the Internet, a conference telephone, video conference or other communications method so long as all individuals participating in the meeting can communicate with each other at the same time. A participant in a meeting by this means is deemed to be present at the meeting. Voting on all matters shall be permitted, with votes cast by individualized voice vote of the participants or by an electronic vote tabulation means by which the Chairman of the meeting shall be able to confirm the submission of a vote by an individual member. Proxy voting shall not be permitted. This provision shall be interpreted to permit any electronic means that combines voice and/or video communication with capability of document sharing either in advance of or during the meeting.

(j) In an emergency, the time and location of an Annual Meeting, Fall BOM meeting or any Special Meeting may be changed by the affirmative vote of two-thirds of the Executive Committee voting upon the question by electronic means; provided that votes by electronic means shall be returned to the President and Secretary within five days after the solicitation of said votes.

Section 2—MEETINGS OF THE BOARD

(a) Two (2) 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.

(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 the most recent edition of Robert's Rules of Order, Newly Revised.

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 state president, the immediate former state president, the elected officers of the state society, and the chapter presidents (or their designees).

(iii) Annual or Special Meetings of Members. At all meetings of

the membership of the society, voting is restricted to the state president, the immediate former state president, each elected state officer, and the elected delegates from each chapter as calculated per Bylaw 8, Section 1(b).

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

(v) Amendments of Articles of Incorporation. At annual or board of managers meetings properly noticed, proposed amendments to the Articles of Incorporation may be voted upon with such voting restricted to one vote for each chapter president (or his designee). Passage of the proposed amendment requires at least a two-thirds vote of the chapters present and voting at the meeting.

(c) Voting by Ballot—Voting by ballot shall be conducted in accordance with the most recent edition of Robert’s Rules of Order, Newly Revised. All ballots will be distributed only to eligible voters by three tellers appointed for that purpose by the presiding officer.

(i) 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.

(ii) 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 INVESTED FUNDS

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.

(a) 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.

(b) The annual earnings (defined as income, dividends, realized and unrealized gains) from the permanent fund shall be accumulated and one-half shall be transferred to the Unallocated Fund and one-half shall be reinvested in the permanent fund at the beginning of each fiscal year.

Section 2 This society shall maintain an education fund in furtherance of its educational purposes and youth programs. Administration and management of the education fund shall be the responsibility of the trustees of the invested funds, as provided in bylaw No. 4, section 12.

(a) The education fund shall comprise all moneys or property, real or personal, which may accrue to this society by donation, gift, devise, bequest or otherwise that is designated for the education fund or solely for educational purposes.

(b) The principal and income from this fund shall be distributed by the board exclusively for educational purposes.

Section 3 This society shall maintain a congress fund to meet the obligations of a host society whenever the Society hosts the Annual Congress of the Sons of the American Revolution. Administration and management of the congress fund shall be the responsibility of the trustees of the invested funds, as provided in bylaw No. 4, section 12.

(a) The congress fund shall comprise all moneys or property, real or personal, which may accrue to this society by donation, gift, devise, bequest or otherwise that is designated for the congress fund or allocated to the fund in the annual society budget.

(b) The principal and income from this fund shall be distributed by the congress planning committee exclusively for host society expenses in connection with the society hosting the Annual Congress of the Sons

of the American Revolution.

Section 4 This society shall maintain an unallocated fund to invest the funds of the Society that are not allocated to one of the other invested fund accounts and are not needed for the current expenses of the society. Administration and management of the unallocated fund shall be the responsibility of the trustees of the invested funds, as provided in bylaw No. 4, section 12.

(a) The unallocated fund shall comprise all the general funds of the society not allocated to a restricted fund nor needed for the current expenses of the society.

(b) The principal and income from this fund shall be distributed to the treasurer upon his request and deposited into the general funds of the society to meet the current expenses of the society.

Section 5 This society shall maintain a life membership fund to maintain the life memberships purchased by regular members of this society. Administration and management of the life membership fund shall be the responsibility of the trustees of the invested funds, as provided in bylaw No. 4, section 12.

(a) There are three classes of CASSAR Life membership.

(1) For CASSAR members purchasing a CASSAR Life Membership, they must have already obtained a NSSAR Life Membership. The CASSAR plan will only pay their CASSAR and California chapter dues (not to exceed (\$10.00) ten dollars), as provided in bylaw No, 7, section 6.

(2) For CASSAR members who obtained a CASSAR Life Membership prior to April 12, 2014, the plan will pay their NSSAR, CASSAR and chapter dues (not to exceed (\$10.00) ten dollars), as provided in bylaw No, 7, section 6.

(3) For non-CASSAR members who obtain a CASSAR Life Membership, the plan will only pay their CASSAR and California chapter dues (not to exceed (\$10.00) ten dollars), as provided in bylaw No, 7, section 6.

(b) The life membership fund shall comprise all moneys that have been paid or will be paid to purchase life memberships.

(c) The principal and income from this fund shall be distributed to the treasurer annually and deposited into the general funds of the society to cover the annual dues of the life members.

Bylaw No. 10 THE LADIES AUXILIARY

To further the work of this society, women of good repute in the community who are related to SAR members in good standing 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.

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.
18. **Change 18 dated April 12, 2014** amending Bylaw 4, §1 renaming the trustees of the invested funds; amending Bylaw 4, §12, §§ (a) & (b) defining the various invested funds, deleting (c) and renaming (f) to (e); amending Bylaw 7, §6 to require new life members to purchase NSSAR LM prior to joining the CASSAR LM program; amending Bylaw 9, §1, 2, 3, 4, 5 to define the various invested funds; and deleting Bylaw 10 and Bylaw 11 in their entirety.
19. **Change 19 dated November 8, 2014** amending Bylaw 5, §2(j) to permit the CASSAR Chaplain to vote on the Ethics Committee, or name a replacement if he chooses not to vote; and amending Bylaw 7, §4 modify the rules for reinstatement from requiring BOM approval to ExCom approval.
20. **Change 20 dated November 5, 2016** amending Bylaw 5, §1 adjusting nominating committee composition and chairman; amending Bylaw 5, §2(c) to expand duties of meetings & credentials committee; amending Bylaw 8, §3 & §3(a) to correct version of Robert's Rules of Order, and eliminating the provision for standing rules; amending Bylaw 8, §4(c) & §4(c)(ii) to correct version of Robert's Rules of Order, and removing balloting procedures we do not use; amending Bylaw 7, §1, §2 & §3 to correct NSSAR Bylaw number change from 19 to 22, and allow chapters extra time to submit annual reports; and amending Bylaw 7, §9 to allow non-continuous 50 years of dues, and exempt member from chapter dues.
21. **Change 21 dated November 4, 2017** amending Bylaw 9, §1(b) defining annual earnings; eliminating Bylaw 2, §3(b) regarding chapter dual check signatures, and re-numbering 3(c) to 3(b); amending Bylaw 4, §5 requiring check request; amending Bylaw 2, §6 to require good repute and SAR members in good standing; amending Bylaw 5, §2(a) regarding composition of Budget and Planning Committee; amending Bylaw 5, §2(b) regarding composition of the Audit Committee; and amending Bylaw 8, §2(a) requiring two Board of Managers Meetings rather than three.
22. **Change 22 dated April 21, 2018** amending Bylaw 8, §4(b)(iv) eliminating the need to call a special meeting

- by adding board of managers meeting; amending Bylaw 8, §4(b)(v) re-writing to bring articles of incorporation amendment procedures into conformity with bylaws amendment procedures; and amending Bylaw 8, §4(b)(ii-iii) to clarify the bylaw and bring it into conformity with subsection (i) regarding president's designees.
23. **Change 23 dated April 27, 2019** amending Bylaw 8, §1(b) eliminating the “remaining fraction of twenty-five or more” in calculating the number of elected delegates, and setting the chapter membership total as the number of members on January 1 of the current year per the filed and approved Annual Reconciliation Report.
 24. **Change 24 dated April 27, 2019** amending Bylaw 8, §4(b)(iii) reconciling it with the calculation of elected delegates per the new Bylaw 8, §1(b).
 25. **Change 25 dated April 18, 2020** moving Bylaw 2, §6 to Bylaw 10, and renumbering Bylaw 2 §§7-8 to §§6-7. The Ladies Auxiliary is not a chapter of CASSAR, and needs to have its own section.
 26. **Change 26 dated April 18, 2020** amending Bylaw 8, §1 to add subsection (i) to allow for electronic meetings of CASSAR.
 27. **Change 27 dated April 18, 2020** amending Bylaw 8, §1 to add subsection (j) to allow the Executive Committee by a 2/3 vote to change the time and date of any meeting in an emergency.
 28. **Change 28 dated April 17, 2021** amending Bylaw 7, §6 to clarify LM payments to chapters, remove superfluous language, and change “obtain” to “purchased;” amending Bylaw 2, §3(a) to require chapters to report non-cash assets over \$500; and amending Bylaw 8, §1(g) to change meeting notice to 30 days.
 29. **Change 29 dated November 6, 2021** amending Bylaw 4, §4(a) to remove requirement for Secretary to have charge of the seal, articles of incorporation, and bylaws; amending Bylaw 5, §2(i) to require the Bylaws Committee to send all approved updates to the articles of incorporation, and/or the bylaws to the President to be posted on the CASSAR Website; and to amend Bylaw 4, §4(b) to simplify the wording, and remove the deadline.
 30. **Change 30 dated April 15, 2023** amending Bylaw 4, §6 to add requirement for registrar to notify genealogist and chapter registrars of pended applications; amending Bylaw 4, §8 to add that genealogist is to be notified by registrar of pended applications, and work to resolve them; amending Bylaw 1 to add section requiring chapter elective and non-elective positions to be filled by only SAR members; amending Bylaw 5, §2(j) to add section regarding charges that might be brought against a compatriot, banning frivolous complaints, and banning derogatory statements about opposing candidates in elections; amending Bylaw 5, §4 to add sections regarding appointment and duties of Inspector General and Compliance Officer; amending Bylaw 7, §9 to specify emeritus member being compatriot who paid 50 years to NSSAR, and recommending chapters also waive dues; and amending Bylaw 5, §1 to add section banning derogatory statements regarding opposing candidates.

**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.

ARTICLE 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 who are citizens of good repute in the community, who are the lineal descendants of an ancestor who, at the time of the last known service, demonstrated 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, as a foreign national of, but not limited to, France, Germany, Poland, Spain, Sweden, or Switzerland who rendered service in the cause of American Independence, 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 30 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; Amendment Two dated April 2, 1988; and Amendment Three dated April 21, 2018. These articles and amendments thereto were duly approved by the board of managers and received the required vote of the chapters represented by the presidents (or their designees).