

Pacific Yearly Meeting  
**Holding Corporation**

Report to Representative Committee (RepCom) 2023

Friends are asked to consider the amended bylaws below for approval at the March 4 sessions of RepCom 2023. The following documents include 1) a proposed revision to the by-laws, 2) a comparison of the revision and the current version, and 3) the current version of the by-laws.

**By-Laws of Pacific Yearly Meeting Holding Corporation**

Section 1. Purpose. To receive, hold, steward, and disburse assets for the benefit of Monthly and Quarterly Meetings associated with Pacific Yearly Meeting of the Religious Society of Friends (Quakers), and for Pacific Yearly Meeting.

Section 2. Board of Directors. As a 501(c)(2) non-profit religious entity, Pacific Yearly Meeting Holding Corporation has a Board of Directors who are responsible for its operations and actions. The Directors are approved (*i.e.*, nominated and appointed) by Pacific Yearly Meeting of the Religious Society of Friends (Quakers). Pacific Yearly Meeting **Holding Corporation** makes decisions, conducts business and acts in the matter of Friends as described in the most current edition of its *Faith and Practice*.

Section 3. Number of Directors. Pacific Yearly Meeting Holding Corporation's Board of Directors shall have and consist of *no* fewer than four and *no* more than six Directors. This corporation's Board of Directors shall, except when State or federal law otherwise require, make decisions, conduct business and act in the matter of Friends as described in the most current edition of Pacific Yearly Meeting's *Faith and Practice*. At least one of the members of the Board of Directors shall be a current or past Clerk, Treasurer, co-Clerk, or co-Treasurer, of Pacific Yearly Meeting.

Section 4. Terms of the Directors. The terms of the members of this corporation's Board of Directors shall be fixed, and may be changed, by Pacific Yearly Meeting's Nominating Committee with the approval of Pacific Yearly Meeting. The terms shall be *no* more than three years and may be for part of a year if and when necessary. *No* individual shall serve more than two consecutive terms and, after serving two terms, *no* one shall be approved for further service until at least a year has passed, unless the person is serving *ex officio*.

Section 5. Quorum of the Directors. The number of Board of Directors' members who must be either physically present or in live attendance via Zoom or a like service to conduct business is four. Provided, however, that all Directors must have received thirty days' notice of the meeting. Only when all members of the Board of Directors are in attendance may business which was *not* disclosed in the meeting's notice be acted upon.

Section 6. Corporate Officers. This corporation shall have a **Clerk**, who shall also be its President and Chief Operating Officer, these titles being synonymous; a **Treasurer**, who shall also be its Chief Financial Officer, these titles being synonymous; and a **Recording Clerk**, who shall also be its Secretary, these titles being synonymous. Acting in the matter of Friends, the Board of Directors shall annually approve, name, and appoint the Officers. An Agent for the receipt of government notices and legal papers, shall also be annually approved, named, and appointed by the Directors.

Section 7. Annual Corporate Meeting. Pacific Yearly Meeting Holding Corporation shall hold an annual meeting. This corporation's Clerk shall call, notice, and clerk the annual meeting. In the Clerk's absence or incapacity, another officer shall call, notice, and clerk the annual meeting. The seasoning, approval and appointment of new officers shall be the business of the annual meeting. Other business of any nature may be seasoned and acted upon at the annual meeting so long as thirty days' notice has been given, and any urgent business may be seasoned and acted upon at the annual meeting so long as such notice as may then be possible has been given.

Section 8. Special Meetings. Meetings in addition to the annual meeting may be called, arranged, and appropriately noticed by any Director who concludes that a meeting is warranted. Business of any nature may be seasoned and acted upon at a special meeting so long as thirty days' notice has been given, and any urgent business may be seasoned and acted upon at a special meeting so long as such notice as may then be possible has been given.

Section 9. Amendments. These By-Laws may be amended upon at least thirty days' notice which includes the text of the proposed amendment(s). Any amendment shall be reported to Pacific Yearly Meeting of the Religious Society of Friends (Quakers).

Correction is stated in **bold**. Faithfully, Lj

DRAFT

## Comparison of By-Laws

OLD: Purpose section speaks of “Meetings of Divine Worship”.

NEW: Purpose section speaks of “Monthly and Quarterly Meetings”.

OLD: The Board of Directors members are NOT referred to as such; rather, they are called “trustees” and “members of the corporation”.

NEW: The Board of Directors members are referred to as such.

OLD: Special Meetings are discussed in two sections which authorized different four different callers of Special Meetings.

NEW: Special Meetings may be called by any Director upon due notice.

OLD: 6 to 9 members with *both* PacYM’s presiding Clerk and Treasurer being members.

NEW: 4 to 6 members with *either* PacYM’s Clerk, co-Clerk, Treasurer or co-Treasurer serving as a Director.

OLD: A “majority of Trustees” are a quorum.

NEW: Quorum is 4 Directors for noticed business and all Directors for business *not* disclosed in due prior notice.

OLD: Term is three years with *no* stated term limit.

NEW: Term is three years limited to two consecutive terms, then at least a year off.

OLD: “Trustees shall [act] as may be directed by or with the approval of” PacYM.

NEW: Directors “are responsible for [PYMHC’s] operations and actions.”

OLD: Amendments to the By-Laws require a “majority vote” and must be approved by PacYM.

NEW: Amendments to the By-Laws, like other actions, are made in the manner of Friends and are reported to PacYM.

#### DECISION-MAKING:

OLD: Not clearly stated, inferably the same as a quorum and as amendments to the By-Laws, *i.e.*, a majority vote.

NEW: In last sentence of section 2 add to the proposed new By-Laws “Holding Corporation” after “Pacific Yearly Meeting”. Decisions are made “in the manner of Friends” per the then current *Faith and Practice*.

BY-LAWS [re-typed with known amendments]

OF

PACIFIC YEARLY MEETING HOLDING CORPORATION

SECTION I

PURPOSE

The primary purpose for which this corporation is formed is:

To hold, engage in, and support Meetings of Divine Worship according to the principles and practice of the Society of Friends as stated in the currently adopted Discipline of the Pacific Yearly Meeting of the Religious Society of Friends.

SECTION II

MEMBERSHIP

The members of this corporation shall be the appointed Trustees.

SECTION III

MEETINGS

The Annual Meeting of the members of this corporation shall be held at such time, and at such place, within or without the State of California, as designated by the annual session of Pacific Yearly Meeting or officers charged with such responsibility acting for such annual session.

Special Meetings of the members may be called as designated by the annual session of Pacific Yearly Meeting or officers charged with such

responsibility acting for such annual session. Notice of such Special Meetings shall be given in writing to all Trustees at least 30 days in advance of such Special Meetings and shall state the objects for which they are called.

At all corporation Meetings, a majority of Trustees shall have authority to do business.

#### SECTION IV

#### TRUSTEES

~~The number of Trustees of this corporation shall be nine (9) including the presiding Clerk and Treasurer of Pacific Yearly Meeting.~~ **The number of trustees of this corporation shall be no fewer than six (6) and no more than nine (9) including the presiding Clerk and the Treasurer of Pacific Yearly Meeting.** † Trustees shall be appointed from the Yearly Meeting membership at the annual Meeting of the Pacific Yearly Meeting. They shall hold office for three (3) years, or until their successors are appointed.

The Trustees shall take action and carry out corporation transactions on behalf of the Pacific Yearly Meeting of the Religious Society of Friends as may be directed by or with the approval of the Pacific Yearly Meeting.

Said Trustees shall meet at an Annual Meeting concurrent with Pacific Yearly Meeting. Special Meetings of the Trustees may be called by the President or any two Trustees; said Special Meetings shall be held at such place and time as the President or members calling the same may designate. Notice thereof shall be given at least thirty (30) days prior to the Meeting, and such Notice shall set forth the purposes of such Meeting. In the absence of a majority of Trustees, any two Trustees may adjourn to a time stated.

## SECTION V

### OFFICERS

~~The officers of the Trustees shall consist of a President, Vice-President, Secretary-Treasurer and such Vice Presidents, assistant Secretary-Treasurers and Treasurers as the Trustees shall deem appropriate.\*~~ **The officers of this corporation shall consist of a President (Clerk), a Secretary (Recording Clerk) and a Treasurer. The Trustees may also name a Vice President (Assistant Clerk).†** These officers shall be elected by the Trustees, and shall hold office for one (1) year, and until the election and qualification of their respective successors. Said officers shall perform the duties usually incident to their respective offices, and such specific duties as are assigned by them by the Trustees.

## SECTION VI

### AMENDMENTS

These By-Laws may be amended by a majority vote at any regular Annual Meeting or Special Meeting with the approval of Pacific Yearly Meeting, provided that in case of a Special Meeting, amendments shall have been mailed to each Trustee thirty (30) days prior to such Special Meeting.

\* The underlined words were added "by PYM 1967".

† By PYMHC Minute 08-05 and with PYM's 2008 approval the ~~stricken~~ words were replaced with the **bold** language.

‡ By PYMHC Minute 08-06 and with PYM's 2008 approval the ~~stricken~~ words were replaced with the **bold** language.