

**BYLAWS  
OF  
GLEN ELLEN FORUM**

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# Glen Ellen Forum

## BYLAWS

### ARTICLE 1: NAME

The name of this corporation is Glen Ellen Forum.

### ARTICLE 2: PURPOSE

#### **Section 1. Primary Purposes.**

The primary charitable and educational purposes for which this Corporation is organized are:

- A. Relief of the poor, the distressed, or the underprivileged;
- B. Advancement of education and science;
- C. To provide resources and assistance to permanent, transient, and occasional members of the community of Glen Ellen, California; and
- D. To engage in any lawful activity in furtherance of the above purposes, but in no event shall the Corporation engage in any activity prohibited to corporations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 2. Incidental Purposes.**

In addition, this corporation is formed for the purposes of performing all things incident to or appropriate in the achievement of the foregoing purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

#### **Section 3. General Corporate Powers.**

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE 3: PRINCIPAL OFFICE

The principal office of the corporation shall be located at such place as the Board of Directors shall determine from time to time. The Board of Directors may at any time change the location of

the principal office. The corporation may establish or maintain additional offices at such other places as the Board of Directors may determine.

#### **ARTICLE 4: NONPARTISAN ACTIVITIES**

This corporation has been formed under the California nonprofit Public Benefit Corporation Law (the "Law") for the educational and charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE 5: MEMBERSHIP**

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

#### **ARTICLE 6: BOARD OF DIRECTORS**

##### **Section 1. Powers.**

All corporate powers shall be exercised, by or under the direction of the Board of Directors, subject to the limitations of all applicable laws. Similarly, the Board of Directors will manage the business and affairs of the corporation subject to the limitations of all applicable laws.

The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person. However, all of the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

##### **Section 2. Number of Directors.**

The number of Directors of the corporation shall be no less than one (1) nor more than eleven (11), with the exact number of Directors to be fixed from time to time, within such limits, by approval of the Board of Directors. The authorized number of directors of the corporation, whether fixed or subject to a minimum and maximum number of Directors, may be changed by an amendment to these bylaws which is approved by the Board.

### **Section 3. Election, Designation, and Term of Office of Directors.**

The corporation's incorporator shall name the initial Directors. The initial Directors shall serve one (1) year terms. All subsequent Directors, following the initial Directors, shall be elected for a term of one (1) year, and shall serve until a successor shall be elected or until the Director's earlier resignation or removal. Any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. The Board of Directors shall elect Directors at the Annual Meeting.

### **Section 4. Vacancies.**

A vacancy on the Board shall exist on the occurrence of the following:

- E. Death of a Director;
- F. Resignation of a Director;
- G. Removal of a Director; or
- H. If the authorized number of Directors is increased.

The Board shall fill vacancies as they arise. The Chairperson shall nominate a replacement, who will be subject to Board confirmation. Any replacement confirmed in this manner will serve until the next annual meeting.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

### **Section 5. Meetings.**

Board Meetings shall include the following:

#### **A. Annual Meeting**

The Board of Directors shall hold an annual meeting at such time and place as it shall deem appropriate for the purpose of electing Directors and Officers of the corporation and for the transaction of other business. Annual meetings of the Board of Directors may be held with or without notice.

#### **B. Regular Meetings**

The Board of Directors shall hold quarterly meetings at such time and place as it shall deem appropriate and as set by resolution of the Board of Directors. Regular meetings of the Board of Directors may be held with or without notice.

#### **C. Special Meetings**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board (if any), the President, any Vice President, the Secretary, or any two (2) Directors.

## **Section 6. Notice of Special Meetings.**

### **A. Form and Time**

Directors shall be notified of special meetings of the Board through four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by telephone, by electronic mail, or telegraph. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

### **B. Provider of Notice**

The Secretary, Chairperson of the Board, the President, or any two (2) Directors who are calling a meeting shall send notice to all Directors, the Secretary, and other individuals necessary for the meeting in question.

### **C. Contents**

Proper notice shall consist of the date, time, and place of the meeting. The notice may, but is not required to, specify the purpose of any special meeting of the Board.

### **D. Waiver and Consent**

Notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

### **Section 7. Presence and Participation by Conference Technology.**

Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently, and (2) each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the corporation. Participation in a meeting pursuant to this Section 7 constitutes presence in person at such meeting.

### **Section 8. Voting, Quorum, and Action at Meetings.**

Each Director shall have one (1) vote. Directors may not vote by proxy. Presence of a majority of the Directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these bylaws. Every decision made by a majority of the Directors at a meeting where a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, so long as any action taken is approved by at least a disinterested majority of the required quorum for such meeting.

### **Section 9. Adjourned Meeting and Notice.**

A majority of the Directors present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 6, Section 6.

### **Section 10. Action Without a Meeting.**

The Board of Directors may take any action without a meeting, if all Board Members consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors, and the consent shall be filed with the minutes of the proceedings of the Board. For purposes of this section only, "all Board Members" does not include any "interested Directors" as defined in Section 5233 of the California Corporations Code.

### **Section 11. Compensation and Reimbursement of Expenses.**

To the extent permitted by law, the Board of Directors may fix the compensation and reimburse the expenses of Directors for their services to the corporation in such capacity as the Board may determine is just and reasonable as to the corporation at the time such compensation is authorized, ratified or approved. Directors may not be compensated for rendering services to this corporation in any capacity other than Director, unless such compensation is reasonable and approved in compliance with Article 7, Section 2.



## **Section 12. Resignation and Removal.**

### **A. Resignation**

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the entire Board of Directors. The notice may specify that the resignation is effective at a later specific time. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the corporation would then be left without a duly elected Director in charge of its affairs. No resignation shall discharge any Director's accrued obligations.

### **B. Automatic Removal**

The following occurrences will trigger a Director's automatic removal:

1. Legal declaration of incompetence by a court;
2. Conviction of a felony;
3. A determination by any court that the Director breached a duty under Sections 5230-5239 of the California Corporations Code, which governs standards of conduct for a Director;
4. The Director's absence from three (3) consecutive meetings of the Board of Directors; or
5. The Director's absence from a total of four (4) meetings of the Board of Directors within a calendar year.

### **C. Discretionary Removal**

The Board of Directors, by supermajority vote of the Directors then in office (excluding the Director in question), may remove any Director with or without cause at any regular or special meeting, or by unanimous written consent.

### **D. Waiver of Removal; Conditional or Temporary Removal**

The Board of Directors, excluding the Director in question, may prevent a Director's automatic removal through Board resolution. In similar fashion, the Board may temporarily or conditionally remove a Director, particularly in the case of remediable incompetency.

## **ARTICLE 7: STANDARD OF CARE**

### **Section 1. General.**

A Director shall at all times perform the duties of a Director in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances\_

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, so long as:

- A. It is provided by one or more Officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- B. It is provided by Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence;
- C. It is provided by a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; or
- D. In any event, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

### **Section 2. Conflict of Interest.**

The purpose of this conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

#### A. Definitions

Unless otherwise defined, the terms used in this section have the following meanings:

##### 1. "Interested Persons"

Any Director, Officer, or Committee Member with Board-delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

## 2. "Financial Interest"

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
  - ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- b. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board decides that a conflict of interest exists.
- c. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

## B. Procedures

### 1. Duty To Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors, who are considering the proposed transaction or arrangement.

### 2. Determining Whether A Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall determine if a conflict of interest exists in accordance with Article 6, Section 8.

### 3. Procedure For Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

#### 4. Records and Procedures

The minutes of the Board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### 5. Violations of the Conflict Of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further

investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 3. Mutual Directors.**

No contract or transaction between the corporation and any California nonprofit public benefit corporation, of which one or more of its Directors are Directors of this corporation, is void or voidable because such Director(s) are present at a meeting of the Board which authorizes the transaction so long as:

- A. the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board, and the Board authorizes the transaction in good faith by a vote sufficient without counting the vote of the common Director(s), or
- B. the transaction is otherwise just and reasonable as to the corporation at the time it is authorized.

### **Section 4. Restriction on Interested Directors.**

- A. No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:
  1. any person currently being compensated by the corporation for services rendered to it within the previous twelve (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
  2. 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 any such person.
- B. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

## **ARTICLE 8: COMMITTEES**

### **Section 1. Committees of Directors.**

The Board of Directors may designate one or more committees to exercise all or a portion of the Board's authority, to the extent of the powers specifically delegated to the committee in the resolution of the Board or in these bylaws. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. A committee exercising the authority of the Board of Directors shall not include as members persons who are not Directors. However, the Board of Directors may create other committees that do not exercise the

authority of the Board of Directors and these other committees may include persons regardless of whether they are Directors. No committee, regardless of Board resolution, may:

- A. Approve any action for which the California Corporations Code requires approval of the Board or of a majority of the Board;
- B. Fix the compensation of the Directors for serving on the Board or on any committee;
- C. Fill vacancies on the Board or in any committee which has the authority of the Board;
- D. Amend or repeal these bylaws or adopt new bylaws;
- E. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- F. Appoint committees of the Board or the members thereof;
- G. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- H. Approve any self-dealing transaction, as defined in § 5233(a) of the California Corporations Code or any successor provision thereto.

## **Section 2. Committee Meetings.**

Committee meetings can be held without notice unless the Board resolution establishing the committee states otherwise. Committee meetings may be held by conference telephone or other communications equipment as long as all Directors participating in the meeting can hear and communicate with one another. All participating Directors shall be deemed to be present in person at such meeting.

## **ARTICLE 9: OFFICERS**

### **Section 1. Officers.**

The Officers of the corporation shall consist of a President, a Secretary, and a Treasurer (Chief Financial Officer). The corporation also may have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 2 of this Article 9. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as President or Chairperson of the Board. In addition to the duties specified in this Article 9, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the

Board of Directors. Officers shall also perform such additional duties as the Board of Directors shall from time to time assign.

## **Section 2. Appointment, Removal, and Resignation of Officers**

The Board shall choose the Officers at its annual meeting. The Board may remove any Officer without cause unless removal would violate the Officer's employment contract. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. If the resigning Officer is also a Director, the resignation of the Officer shall not impact their position as a Director. 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 regular appointments to that office.

## **Section 3. Compensation of Officers**

To the extent permitted by law, the Board of Directors may fix the compensation and reimburse the expenses of Officers for their services to the corporation in such capacity as the Board may determine is just and reasonable as to the corporation at the time such compensation is authorized, ratified or approved. Officers who are also Directors may not be compensated for rendering services to this corporation in any capacity other than Director, unless such compensation is reasonable and approved in compliance with Article 7, Section 2.

## **Section 4. Chairperson of the Board**

The Chairperson of the Board, if any, shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned from time to time by the Board.

## **Section 5. President**

Subject to such powers as may be given by the Board to the Chairperson of the Board, if any, the President is the general manager and chief executive officer of the corporation and, subject to the control of the Board of Directors, shall be responsible for the general supervision, direction, and control of the business and Officers of the corporation. In the absence of the Chairperson of the Board, or if there is none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

## **Section 6. Vice President.**

In the event that the President cannot or will not act, the Vice President, if any, shall perform all the duties of the President. In this event, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President.

### **Section 7. Secretary.**

The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board of Directors may order, a book (or other record) of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the corporation's Articles and bylaws, as amended to date.

### **Section 8. Treasurer.**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation. The books of account shall be open at all reasonable times to inspection by any Director.

The Treasurer shall 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 may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the Directors, whenever requested an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## **ARTICLE 10: RECORDS**

### **Section 1. Maintenance and Inspection of Articles and Bylaws.**

The corporation shall keep the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors and Officers at all reasonable times.

### **Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.**

The corporation shall keep a copy of its federal tax exemption application and its annual tax returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Section 3. Maintenance and Inspection of Other Corporate Records.**

The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any



other form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of the corporation shall turn over to his or her successor or the Chairperson or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such Officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

#### **Section 4. Annual Report.**

The Board of Directors shall cause an annual report to be sent to all of the Directors not later than one hundred twenty (120) days after the close of the corporation's fiscal year. The annual report and any accompanying material may be sent by electronic transmission by the corporation. The annual report shall contain in appropriate detail the following:

- A. The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- E. A statement of any transaction or indemnification as described in and required by Section 6322 of the California Corporations Code.

#### **Section 5. Annual Financial Statements.**

The corporation shall prepare and file such annual financial statements as may be required by state and federal law using generally accepted accounting principles. If required by law, or at the discretion of the Board of Directors, such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting principles.

### **ARTICLE 11: FISCAL YEAR**

The fiscal year for this corporation shall be the calendar year.

### **ARTICLE 12: GRANT OF FUNDS TO FOREIGN ORGANIZATIONS**

In the event that this nonprofit corporation desires to grant any funds to a foreign non-governmental organization, this corporation shall, in good-faith, undertake such processes as

may be required in compliance with best practices and applicable guidance from the Internal Revenue Service and/or other authorities to ensure that such grant will not threaten the tax-exempt status of this corporation under Section 501(c)(3) of the Internal Revenue Code, and that the contributions of donors to this corporation will be tax-deductible. Such process may include, but not be limited to, putting in place safeguards to ensure that: (1) funds received by this corporation are not considered "earmarked", (2) the ultimate decision of whether funds will be granted to a foreign non-governmental organization is made by this corporation and not by the donor of the funds, (3) there is no representations made to prospective donors that the funds will be provided to the foreign non-governmental organization, (4) the grant will be in furtherance of this corporation's tax-exempt purposes, and (5) control and discretion as to the use of contributions from donors is held by this corporation.

### **ARTICLE 13: DEDICATION OF ASSETS**

The property and assets of this nonprofit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private individual, or any Director or Officer of this corporation. Upon liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to educational or charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 14: AMENDMENTS AND REVISIONS**

A vote of a majority of the Directors in office is needed to adopt, amend or repeal the bylaws or the Articles of Incorporation. This action must be taken at a duly called and held meeting of the Board of Directors. If any provision of these bylaws or the Articles of Incorporation require the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that voting threshold.

### **ARTICLE 15: INDEMNIFICATION**

The corporation may indemnify its agents to the fullest extent permitted by law. The corporation shall not indemnify its agents for gross negligence, recklessness, intentional acts of harm, or knowing violations of law. The term "agent" is defined by Section 5238(a) of the California Corporations Code, and includes its Directors, Officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators. This indemnification shall be against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in California Corporations Code Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said

Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled.

The corporation may advance expenses to the person seeking indemnification before final disposition of the proceeding. The advance shall be conditioned upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation. The expenses to be indemnified shall be determined by the Board and applicable law.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

#### **ARTICLE 16: INTERPRETATION AND SEVERABILITY**

If any provision in these bylaws is invalidated by a court, the remainder of the bylaw provisions shall remain in full force and effect.

*[End of Bylaws]*