

BYLAWS OF THE GLEN ELLEN FORUM

ARTICLE 1: NAME

The name of this corporation is the Glen Ellen Forum, hereafter referred to as the Forum.

ARTICLE 2: PURPOSE

Section 1. Primary Purposes.

The primary charitable and educational purposes for which the Forum is organized are:

- A. To provide education, resources, and assistance for the benefit of the Community of Glen Ellen, California; and
- B. To engage in any lawful activity in furtherance of the above purposes, but in no event shall the Forum engage in any activity prohibited to corporations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 2. General Corporate Powers.

The Forum 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 Forum.

ARTICLE 3: PRINCIPAL OFFICE

Section 1. Location.

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

Section 2. Addresses.

The mailing address of the Forum is PO Box 464, Glen Ellen CA 95442. The website for the Forum is www.glenellen.org.

ARTICLE 4: NONPARTISAN ACTIVITIES

The Forum has been formed under the California nonprofit Public Benefit Corporation 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 Forum shall consist of propaganda or otherwise attempt to influence legislation. The Forum shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: MEMBERSHIP

Section 1. Members of the Community.

Members of the community of Glen Ellen (hereafter referred to as the Community) are those who live in, work in, own property in, or own a business within the Community, as defined by the boundaries of the US Postal Zip Code 95442. This includes Eldridge, whose zip code is 95431 yet is entirely contained within those boundaries.

Section 2. Members of the Forum.

Members of the Forum are members of the Community who serve the Community as members of the Board, or as members of a committee authorized or recognized by the Board.

Section 3. Restriction on Membership.

The Forum shall not have any members within the meaning of Section 5056 of the California Corporations Code. The Forum 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, subject to the limitations of all applicable laws. Similarly, the Board will manage the business and affairs of the Forum subject to the limitations of all applicable laws. The Board delegates day-to-day operation of the Forum to the Steering Committee, which facilitates the monthly public meetings by coordinating and scheduling committee reports and speakers, setting the agenda, presiding, and recording. However, all activities and affairs of the Forum shall be exercised under the ultimate direction of the Board.

Section 2. Membership.

A. Any member of the Community who has been an active participant in Forum events in good standing for at least one year may apply to become a member of the Board, subject to acceptance by a majority vote of the sitting membership of the Board, Steering Committee, and Committee Chairs.

B. Membership of the Board is for the term of two years, and is established by consensus of those present during the Annual Meeting of the Board.

C. A resignation or any other change in membership of the Board shall take effect immediately when agreed upon during a Regular Meeting of the Board.

Section 3. Number of Directors.

The number of Directors of the Forum shall be no less than four (4), 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. The authorized number of Directors of the Forum, whether fixed or subject to a minimum and maximum number of Directors, may be changed by an amendment to these Bylaws approved by the Board.

Section 4. Election, Designation, and Term of Office of Directors.

A. All Directors shall be elected by members of the Board for a term of two (2) years, with alternating terms as described in the Manual of Policies and Procedures (hereafter referred to as the Manual), and shall serve until a successor shall be elected or until a Director’s resignation or removal.

B. Eligibility to serve on the Board is limited to members of the Community, as defined in Article 5, Section 1.

C. Any Director elected to fill an unexpired term (whether resulting from the death, resignation, or removal of a Director, 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 Officers and new Directors at the Annual Meeting.

Section 5. Vacancies.

If a vacancy arises, the President shall nominate a replacement 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. A vacancy on the Board shall exist upon the occurrence of the following:

- A. Death of a Director;
- B. Resignation of a Director;
- C. Removal of a Director; or
- D. If the authorized number of Directors is increased.

Section 6. Resignation and Removal.

A. Resignation: Any Director may resign effective upon written notice to the President, 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 Forum would then be left without a duly elected Officer. No resignation shall discharge any Director's accrued obligations.

B. Automatic Removal: A Director is automatically removed in the event of a legal declaration of incompetence by a court; conviction of a felony; determination by any court that the Director breached a duty under Sections 5230-5239 of the California Corporations Code; or absence from three consecutive meetings of the Board.

C. Discretionary Removal: The Board may remove any Director with or without cause at any regular or special meeting by supermajority vote, or by 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 irremediable incompetency.

ARTICLE 7: OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Introduction.

A. The Executive Officers of the Board shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Forum may also have such other officers as may be elected or appointed in accordance with the provisions of Section 2 of this Article. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as President of the Board.

B. In addition to the duties specified in this Article, 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. Officers shall also perform such additional duties as the Board 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 any contract. Any Officer may resign at any time by giving written notice to the Board, 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. Resignation of the role as an Officer shall not impact membership of the Board 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.

There will be no compensation for Officers or Directors, although they may be reimbursed for reasonable expenses as described in the Manual.

Section 4. President.

The President is the general manager and chief executive officer of the Forum and, subject to the control of the Board, shall be responsible for the general supervision, direction, and control of the business of the Forum. 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 5. Vice President.

In the event that the President cannot or will not act, the Vice President shall perform all 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. The Vice President shall also oversee any special projects that support the work and mission of the Forum.

Section 6. Secretary.

The Secretary shall keep or cause to be kept, at the principal office of the Forum or such other place as the Board 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 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 Forum's Bylaws and other significant documents as amended to date.

Section 7. 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 Forum. 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 Forum with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Forum as may be ordered by the Board, shall render to the President and the Directors, whenever requested, an account of all transactions and the financial condition of the Forum, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE 8: MEETINGS

Section 1. Board Meetings.

Board Meetings shall include the following:

A. Annual Meeting: The Board shall hold an Annual Meeting in the month of April, at such time and place as it shall deem appropriate, for the purpose of electing Directors and Officers of the Forum, and for the transaction of other business.

B. Regular Meetings: The Board shall hold Regular Meetings in the months of January, July, and October, at such time and place as it shall deem appropriate, and as set by resolution of the Board.

C. Special Meetings: Special meetings of the Board of Directors may be called at any time by the Executive Officers (President, Vice President, Secretary, and Treasurer).

Section 2. Presence and Participation by Conference Technology.

Members of the Board 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:

- A. Each member participating in the meeting can communicate with all of the other members concurrently, and
- B. Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, or vote on a specific action to be taken by the Forum. Participation in a meeting pursuant to this Section 2 constitutes presence in person at such meeting.

Section 3. 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 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 of simple majority 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 a majority of the required quorum for such meeting.

Section 4. 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.

Section 5. Action Without a Meeting.

The Board of Directors may take any action without a meeting if a majority of 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.

ARTICLE 9: 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 the Forum 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 Forum 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 that 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. Fiduciary Responsibility.

Members of the Board have a fiduciary responsibility to the Forum, which is an ethical one of trust commonly understood in terms of these three traditional duties:

A. The Duty of Care ensures prudent use of all assets, including financial, facility, people, and good will.

B. The Duty of Loyalty is to ensure that the activities and transactions of the Forum advance its mission, to recognize and disclose conflicts of interest, and to make decisions that are in the best interest of the Forum.

C. The Duty of Obedience is to ensure that the Forum obeys applicable laws and regulations, follows its own bylaws, and adheres to its stated mission.

Section 3. Conflict of Interest.

The purpose of this conflict of interest policy is to protect the Forum's interest when entering into a transaction that might benefit the private interest of one of its Officers or Directors. 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. An "Interested Person" is any Director, Officer, or Committee Member who has a direct or indirect personal financial interest, as defined below.

2. "Financial Interest" is interest in any entity with which the Forum is negotiating or has a transaction or arrangement.

3. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

B. Procedures

1. 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. After disclosure of the financial interest and 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.

3. In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the President shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board shall then determine whether the Forum can obtain a more advantageous transaction or arrangement. If a more advantageous transaction or arrangement is not reasonably possible, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Forum's best interest and whether it is fair and reasonable.

C. Records and Procedures

The minutes of the Board will include the names of the persons who have 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. Also recorded will be the names of those present for discussions and votes taken in connection with the proceedings.

D. 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 4. Mutual Directors.

No contract or transaction between the Forum and any California nonprofit public benefit corporation, of which one or more of its Directors are Directors of the Forum, is void or voidable because such Director(s) are present at a meeting of the Board that 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 Forum at the time it is authorized.

Section 5. Restriction on Interested Directors.

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 any person currently being compensated by the Forum for services rendered to it within the previous twelve (12) months, and any relative of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Forum.

ARTICLE 10: COMMITTEES

Section 1. Committees of the Board.

The Board 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 by resolution of the Board.

Section 2. Committees of the Forum.

The Board may also recognize one or more Standing and/or Ad Hoc Committees of the Forum, composed of any members of the Community, which will not have the authority of the Board. Standing and Ad Hoc Committees are independent and autonomous groups committed to a particular purpose, as outlined in the Manual of Policies and Procedures. Committees of the Forum report on their activities at meetings of the Board, the Steering Committee, and at General Public Meetings. Standing Committees address recurring and ongoing concerns of the community. Ad Hoc Committees are established on an as-needed basis to address specific projects that resolve a particular need of the Community, and have a term of limits relevant to completion of the project.

Section 3. The Steering Committee.

The Steering Committee is a specific Standing Committee that manages the monthly General Public Meetings under the authority of the Board. As stated in Article 6 Section 1, the Steering Committee

facilitates the monthly public meetings by coordinating and scheduling committee reports and speakers, setting the agenda, presiding, and recording. The members of the Steering Committee shall be composed of four (4) officers and representatives of the various Standing and Ad Hoc Committees, as designated in Article 10 Section 2. The officers of the Steering Committee serve for one year, and are elected to their position annually. Their responsibilities and duties are:

A. The Chair facilitates preparation of the agenda, and presides at all Steering Committee and General Public Meetings.

B. The Vice Chair facilitates preparation of the agenda and, in the absence of the Chair, presides at all Steering Committee and Public Town Hall meetings.

C. The Secretary maintains minutes of all Steering Committee and General Public Meetings as a record of the discussions and decisions that take place.

D. The Communications Chair maintains the database of those who participate in Forum activities, and coordinates publication of announcements and activities of the Forum in print and on electronic public media, with the assistance of a subcommittee.

Section 4. Standing and Ad Hoc 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 participants can hear and communicate with one another. All participants shall be considered present in person at such meetings.

ARTICLE 11: RECORDS

Section 1. Maintenance and Inspection of Articles and Bylaws.

The Forum 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 Forum 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.

A. The Forum shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. 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.

B. Upon leaving office, each Officer, employee, or agent of the Forum shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts, or other property of the Forum as have been in the custody of such Officer, employee, or agent during his or her term of office.

C. 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 Forum 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 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 Forum's fiscal year as defined in Article 12. The annual report and any accompanying material may be sent by electronic transmission by the Forum. The annual report shall contain in appropriate detail the following:

- A. The assets and liabilities, including trust funds, of the Forum 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 Forum, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the Forum, 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 Forum 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 12: FISCAL YEAR

The fiscal year for the Forum shall be the calendar year.

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 the Forum, on dissolution or otherwise, shall inure to the benefit of any private individual, or any Director or Officer of the Forum. Upon liquidation or dissolution, all remaining properties and assets of the Forum shall be distributed and paid over to an organization dedicated to educational or charitable purposes that has established 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. 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

A. The Forum may indemnify its agents to the fullest extent permitted by law. The Forum 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, volunteers, persons formerly occupying any such position, and their heirs, executors, and administrators.

B. 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 Forum, 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.

C. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled. The Forum may advance expenses to the person seeking indemnification before final disposition of the proceeding. The advance shall be conditioned upon receipt by the Forum 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 Forum. The expenses to be indemnified shall be determined by the Board and applicable law.

D. The Forum 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.

CERTIFICATE OF SECRETARY

I, Jim Shere, certify that I am the currently elected and acting Secretary of the Glen Ellen Forum, a California nonprofit public benefit corporation, and that the above Bylaws are the Bylaws of the Forum as adopted by the Board of Directors of the Forum on the date specified below, and that they have not been amended or modified since that date.

Executed on 4/13/19 at Glen Ellen CA

by Jim Shere

Jim Shere, Secretary