



**BYLAWS**

**OF**

**CENTRAL COAST WOMEN  
FOR FISHERIES, INC.**

A California Nonprofit Public Benefit Corporation

*As adopted July 11, 2006*



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**ARTICLE XXI. PURPOSE**

Section 62. Purpose. This Corporation is organized and shall operate as a nonprofit public benefit organization for the purposes of fostering and promoting a sense of the living culture of fishing communities by providing education, training, research and support for:

- (a) Educational programs for the public, fishermen and family members, including transitional programs;
- (b) Preservation of maritime heritage;
- (c) Charitable and social services for families in fishing and related industries, especially in times of disaster;
- (d) Conservation of ocean ecosystems; and
- (e) Promotion of local and/or underutilized species.

**ARTICLE XXII. OFFICES**

Section 63. Principal Office. The principal office for the transaction of business for the Corporation shall be 430 Quintana Road, Suite 106, Morro Bay, CA 93442.

Section 64. Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate, or as the business of the Corporation may require.

**ARTICLE XXIII. BOARD OF DIRECTORS**

Section 65. Powers. Subject to any limitations in the Articles of Incorporation or these Bylaws and to any provision of the California Corporations Code, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by, or under the direction of the Board of Directors.

Section 66. Number and Qualification of Directors. The authorized number of Directors of the Board of Directors shall be no less than three (3) and no more than nine (9) until changed by amendment of the Bylaws approved by the Board of Directors. With the exception of the original Board of Directors, no person shall serve as an officer or Director of the Corporation unless that person is a current voting member in good standing and has been such for at least one year immediately prior to commencement of the term of office.

Section 67. Initial Board and Terms of Office. At the first meeting of Directors, the Board shall select three (3) Directors who will serve an initial one-year term and five (5) Directors will serve a two-year initial term. Thereafter, Directors whose term has expired shall be replaced pursuant to the provisions of Section 4 below. Such other Directors as are needed to fill the unexpired term of any vacancy, including any Director who shall have died, resigned, or been removed since the last preceding annual meeting shall also be elected pursuant to such provisions, unless the vacancy shall have been previously filled by the Directors pursuant to Section 5 below. Directors may succeed themselves. Directors shall hold office until their respective successors have been elected and qualified.

Section 68. Nomination, Election and Removal of Directors.

(a) Nominations.

(i) Nominating Committee. Whenever possible, chair of the Nominating Committee shall be a past president of the Corporation. In the event there is not a past president able to serve in such capacity, the President shall appoint a Director to serve as chairperson of the Nominating Committee. The Nominating Committee chairperson shall select two (2) Directors not current officers of the Corporation and up to three (3) voting members of the Corporation to serve as the Nominating Committee.

(ii) Nominations. The Nominating Committee shall, by majority vote, nominate a number of candidates equal to at least two (2) more than the number of vacancies. Nominations at large may be made by no less than five percent (5%) of the voting members.

(iii) Approval of Nominations. The list of proposed nominations shall be final unless modified by the affirmative vote of two-thirds of the directors present and voting at a duly held meeting of the Board.

(b) Elections. The nominations for Directors shall be listed on a secret ballot. A blank space for a "write-in" candidate shall also be provided on this ballot, as well as notification of the date on which ballots will be tallied (the "tally date"). Ballot packages, including specially-marked pre-addressed return envelopes, shall be mailed to all members entitled to vote at least thirty (30) days prior to the tally date. Returned ballots shall be collected, unopened, by the Secretary of the Corporation until the tally date, at which time all ballots shall be turned over to the Nominating Committee. Ballots shall be opened and officially tallied by at least three (3) members of the Nominating Committee at a meeting called for the specific purpose of tallying ballots. The candidates shall be ranked by the number of votes received, and all vacancies then existing on the Board shall be filled by the candidates receiving the highest number of votes. Nominees may be present at such meeting, but may not participate in the tallying of ballots. If not present at such meeting, Nominees shall be notified by the Nominating Committee by telephone or mail within forty-eight hours thereof. The results of



elections of Directors shall be announced by the Board to the membership at the next Annual Meeting.

Section 69. Vacancies. Vacancies on the Board of Directors caused by resignation, death or otherwise, including an increase in the authorized number of Directors, if any, or failure to elect the full authorized number of Directors, occurring between annual meetings may be filled by a vote of the majority of the remaining Directors, even if less than a quorum, or by the sole remaining Director. In filling vacancies, the Board may choose from unsuccessful candidates listed on the last ballot mailed to the voting membership. Each Director so elected shall hold office for the unexpired term of the vacating Director.

Section 70. Resignation and Removal. Any Director may resign upon receipt in writing by the President (Chairperson) of this Corporation, unless a later effective date is specified in the resignation. The Board of Directors may but is not required to declare vacant the office of a Director who has been declared of unsound mind by an order of a court or who has been convicted of a felony or who has been absent without reasonable cause acceptable to the Board, from three (3) or more consecutive regular meetings.

Section 71. Place of Meeting. Meetings of the Board of Directors shall be held at the principal office of the Corporation or at any other place within the State of California designated by the President of the Corporation.

Section 72. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held on February 15 of each year, with the location designated by the President in proper notice for the purpose of organization, election of officers and the transaction of other business. The Board of Directors may provide for other regular meetings as scheduled from time to time by resolution. The Board of Directors is hereby granted full power and authority to change the date and time of regular and/or annual meetings. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws. Written notice of the annual meeting and such other regular meetings shall be delivered personally or by telephone or telefax to each Director at least forty-eight (48) hours before the meeting, or sent to each Director by first-class mail, postage prepaid, at least four (4) days before the meeting.

Section 73. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if the President is absent or unable or refuses to act, by any Vice-President, or by any two (2) Directors. Written notice of the time and place of all special meetings of the Board of Directors shall be delivered personally or by telephone or telefax to each Director at least forty-eight (48) hours before the meeting, or sent to each Director by first-class mail, postage prepaid, at least four (4) days before the meeting.

Section 74. Waiver of Notice. Notice of the meeting need not be given to any Director who signs a waiver of notice, 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 meetings.

Section 75. Participation by Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

Section 76. Continued Meeting and Notice of Adjournment. A majority of the Directors present, whether or not a quorum is 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 shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 77. Quorum. A quorum at all meetings of the Board of Directors shall be five (5). In the unlikely event there are less than five (5) members of the Board, a quorum shall be one-half of the then-serving members of the Board, plus one. In absence of a quorum, a majority of the Directors present may adjourn any meeting to another time and place.

Section 78. Action at Meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. Any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 79. Fees and Compensation. Directors shall not receive any compensation for their services as Directors, nor shall they serve the Corporation in any other capacity, except as an agent, employee or otherwise, and receive compensation therefor. The Corporation may reimburse the Directors for actual expenses incurred on behalf of the Corporation at the request of or with the authorization of the Board of Directors.

Section 80. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of applicable California law may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Any certificate or other document filed under any provision of the California Corporations Code which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws authorize the Directors to so act.

Section 81. Liability of Directors. In accordance with the California Corporations Code, no Director shall be personally liable as such for the debts, liabilities or obligations of the Corporation.

## **ARTICLE XXIV. OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer who shall hold the title of Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. One (1) person may hold two (2) or more offices, except that neither the Secretary nor Treasurer may serve concurrently as the President or Chairman of the Board. (Corp. Code § 5213)

Section 2. Qualification, Election, and Term of Office. Any person may serve as an officer of this Corporation. The officers of this Corporation shall be elected annually by the Board of Directors, except as may be appointed in accordance with Section 3 of this Articles IV. Each officer shall hold office until such person resigns or is removed or is otherwise disqualified to serve, or until a successor is elected and qualified, whichever occurs first.

Section 3. Subordinate Officers. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy by election. Vacancies occurring in offices of subordinate officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Board of Directors, at any regular or special meeting. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 6. Duties of President. The President shall be the Chief Executive Officer of the Corporation and the Chairman of the Board. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Vice-President. In the absence of the President, or in the event of such person's inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

Section 8. Duties of Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation, or at such other place as the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation, or at such other place as the Board may determine, a book of minutes of all meetings of the Board of Directors and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

(e) When requested, exhibit at all reasonable times to any Director, or such Director's agent or attorney, the Bylaws and minutes of proceedings of the Board of Directors.

(f) In general, perform or cause to be performed all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned from time to time by the Board of Directors. The Secretary shall execute such deeds, mortgages, bonds, contracts, checks or other instruments which from time to time may be authorized by the Board of Directors.

Section 9. Duties of Treasurer/Chief Financial Officer. The Treasurer, who shall also be the Chief Financial Officer, shall:

(a) Have charge and custody of, and be responsible for all funds of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) When requested, exhibit at all reasonable times the books of account and financial records to any Director, or to such Director's agent or attorney.

(f) Render to the President and the Directors, whenever requested, an account of any or all transactions made as Treasurer and of the financial condition of the Corporation.

(g) Prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports.

(h) In general, perform or cause to be performed all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation or these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Executive Director. The Board may, in its discretion, hire an Executive Director to serve at the pleasure of the Board. The Executive Director, if hired, shall be responsible for conducting the routine business of the Corporation, including:

(a) Supervising all administrative, financial and technical aspects related to conferences, banquets and publications;

(b) Entering into contracts that are consistent with the policies established by the Board on behalf of the Corporation; signing contracts for the purchase, sale, lease, or pledge of real estate, securities, or monies on behalf of the Corporation, at the direction of the Board; and

(c) Such other duties as may be specified by the Board or the Executive Committee.

## **ARTICLE XXV. COMMITTEES**

Section 11. Delegation of Powers and Board Committees. To provide for management of the Corporation, the Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, appoint two (2) or more Directors to a committee to serve a one (1) year term at the pleasure of the Board and may appoint one (1) or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent

provided in any resolution of the Board or in these Bylaws, shall have all the authority of the Board, except with respect to:

- (a) The filling of vacancies of the Board or any committee which has the authority of the Board;
- (b) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) The appointment of other committees of the Board;
- (e) The approval of any self-dealing transaction except as provided in California Nonprofit Public Benefit Corporation Law section 5233(d)(3);
- (f) The expenditure of corporate funds to support a nominee for Director after more people are nominated for Director than can be elected;
- (g) The amendment of the Articles of Incorporation; or
- (h) The approval of any action that would change the Corporation's tax-exempt status.

Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure. Minutes of each committee meeting shall be kept and filed with the corporate records.

Members of committees shall not receive any compensation for their services as committee members. The Corporation may reimburse committee members for actual expenses incurred on behalf of the Corporation, including without limitation expenses of attendance for any committee meetings.

Section 12. Standing Committees. Standing committees shall report and make recommendations to the Board. Standing committee duties, responsibilities and term of office shall be defined and specified by the Board. The initial standing committees of the Corporation shall consist of, but not be limited to:

Education Committee  
Nominating Committee

Additional standing committees may be established by the Board as needed to carry on the business of the Corporation. The President shall serve as an ex-officio member of all standing committees.

Section 13. Executive Committee. The voting members of the Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. The

Executive Director shall serve as a non-voting member of the Executive Committee. The President shall serve as Chairperson of the Executive Committee. The duties of the Executive Committee shall include but not be limited to reviewing and evaluating matters which affect the Corporation; making recommendations to the Board of Directors; and addressing matters which may arise from time to time which need to be addressed before a full Board meeting can be properly called. The authority of the Executive Committee to act without approval by the Board is limited to approval of matters which do not exceed \$1,000.00 in any three (3) consecutive months.

Section 14. Advisory Committees. Advisory committees of three (3) or more members may be appointed by the President for investigation, study and recommendation within particular areas of concern. The President shall also appoint the chairman of any such advisory committee. Advisory committees shall make recommendations to the President and the Board of Directors, but shall have no authority to act on behalf of the Board. The Board shall not delegate any of its authority to advisory committees. An advisory committee shall be dissolved upon completion of its duties or the expiration of the term of the President who appointed it, whichever comes first.

Section 15. Ad Hoc Committees. Ad hoc committees of three (3) or more members may be established by the Board of Directors for the purpose of carrying out a specific task that the Board wishes to undertake, but shall have no authority to act on behalf of the Board. An ad hoc committee will exist for a period of time determined by the Board. At the end of this period, the Board will review the efforts of the committee and may approve the continuance of the committee for an additional period of time. The Chair of any ad hoc committee will be appointed by the President. The Board shall not delegate any of its authority to ad hoc committees.

## **ARTICLE VI. MEMBERSHIP**

Section 1. Classes and Qualifications of Membership. This Corporation shall have two classes of members, voting and nonvoting. Any person dedicated to the purposes of the Corporation shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

(a) Voting Members. The following members may hold office, serve on committees and vote on all matters that are required to be approved by the members:

(i) Regular Member. Any person determined by the Board to be qualified through their desire to promote the mission of this Corporation is eligible to become a regular member.

(ii) Life Member. The Board may, at its discretion, confer life membership upon any regular member who has contributed sustained efforts during extended periods of time to the mission of the Corporation. Any Director or regular member may also nominate another regular member for life membership, and such

nomination will be voted on at the next regular meeting of the Board of Directors. There is no limit to the number of times a member may be nominated for life membership.

(b) Nonvoting Members. The Board may, at its discretion, establish various categories of non-voting members, including but not limited to associate, sponsoring, supporting, student or junior members, and define the benefits and limitations of such members.

Section 2. Rights of Membership. Only regular and life members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, the disposition of all or substantially all of the Corporation's assets, any merger and its principal terms and any amendment of those terms, and any election to dissolve the Corporation. In addition, voting members shall have all rights afforded members under California Nonprofit Public Benefit Corporation Laws.

Section 3. Membership Application Fee and Annual Dues. Upon application for membership, in lieu of any dues for the application year, prospective members shall pay a non-refundable application fee in an amount to be set by the Board. In no case shall this application fee exceed the amount set for annual dues for the appropriate class of membership. Thereafter, each member must pay, within the time and on the conditions set by the Board, annual dues in amounts to be fixed from time to time by the Board. However, each member shall be allowed a minimum of thirty (30) days from the date of the notice of membership renewal to pay the membership dues. The dues and fees shall be equal for all members of each class, but the Board may, in its discretion, set different dues and fees for each class of members.

Section 4. Members in Good Standing. Members who have paid the required fees and dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 5. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

(a) Receipt by the Secretary of the written resignation of the member, which resignation shall be sent to the offices of the Corporation by first class mail, postage prepaid, and shall be deemed effective as of the date of mailing.

(b) Expiration of the period of membership, unless the membership is renewed on renewal terms fixed by the Board;

(c) The member's failure to pay dues as set by the Board within sixty (60) days after they are due and payable;

(d) Any event that renders the member ineligible for membership, or the member's failure to satisfy membership qualifications; or



(e) Termination of membership under this section based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 6. Suspension of Membership. A member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

Section 7. Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a member under Sections 5 or 6 above, the following procedure shall be followed:

(a) The board shall give the member at least fifteen (15) days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(c) The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

Section 8. Membership Nontransferable. Membership is not transferable. All rights of membership shall cease on the member's death, suspension, termination, or dissolution.

**Section 9. Membership Meetings.**

**(a) Annual Meetings.**

(i) An annual meeting of the voting members shall be held on February 15 of each year at 7:00 PM, unless the Board fixes another date or time and so notifies members as provided in Sections 11 and 12 of this Article. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, Directors shall be elected and other proper business may be transacted, subject to Article VI, Sections 10 and 11 of these Bylaws.

(ii) Meetings of the voting members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office. The board may authorize voting members who are not present in person to participate by electronic transmission or electronic video communication.

**(b) Special Meetings.**

(i) The Board, the Chairman of the Board, if any, the President, or five percent (5%) or more of the voting members may call a special meeting of the members for any lawful purpose at any time.

(ii) A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman of the Board, if any, or the President or any Vice President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Article VI, Section 14 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(iii) No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

**Section 10. Notice.** Whenever voting members are required or permitted to take any action at a meeting, written notice of the meeting shall be given pursuant to Sections 11 and 12 of this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business

may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 11. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either: (a) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office; or (b) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 12. Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 13. Quorum. Fifty-one percent (51%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 14. Eligibility to Vote. Subject to California Nonprofit Public Benefit Corporation Law, only regular members in good standing on the record date as determined under Sections 25 and 26 of these Bylaws and life members shall be entitled to vote at any meeting of members.

Section 15. Manner of Voting. Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any voting member at the meeting.

Section 16. Number of Votes. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 17. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by California Nonprofit Public Benefit Corporation Law or the Articles of Incorporation.

Section 18. Waiver of Notice or Consent. The transactions of any meeting of voting members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Article X, Sections 2 and 3 of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 19. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 20. Action by Written Ballot. Any action except election of Directors that members may take at any meeting of members may also be taken without a meeting by complying with Article VI, Sections 21 and 22 of these Bylaws.

Section 21. Solicitation of Written Ballots. This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Article VI, Section 11 of these Bylaws. All solicitations of votes by written ballot shall: (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (i) set forth the proposed action; (ii) give the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In any election of Directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld shall not be voted either for or against the election of a Director.

Section 22. Number of Votes and Approvals Required. Approval by written ballot shall be valid only when: (a) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

Section 23. Revocation of Ballot. A written ballot may not be revoked.

Section 24. Filing Ballots. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least two (2) years.

Section 25. Record Date for Notice, Voting, Written Ballots, and Other Board Actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for:

(a) Sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

(b) Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

(c) Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(d) Taking any other action shall be no more than sixty (60) days before that action.

Section 26. Record Date for Actions Not Set by Board. If not otherwise fixed by the Board:

(a) The record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.

(b) The record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

(c) The record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(d) The record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board

adopts the resolution relating to that action, or the sixtieth (60<sup>th</sup>) day before the date of that action, whichever is later.

For purposes of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Section 27. Members' Proxy Rights. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission or otherwise.

Section 28. Subject Matter of Proxy to be Stated. Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or Bylaws changing proxy rights; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the Corporation; contracts or transactions between the Corporation and one or more Directors or between the Corporation and an entity in which a Director has a material financial interest; or a plan of distribution of assets other than money to members when the Corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

Section 29. Revocability of Proxies. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three (3) years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by California Corporations Code section 7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either:

(a) It is revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to the Corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or

(b) Written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is counted.

Section 30. Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or

by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

## **ARTICLE XXVII. CONFLICT OF INTEREST**

Section 1. No Personal Gain. No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of membership in the Corporation. Each individual shall disclose to the Corporation any personal interest which such member may have in any matter pending before the Corporation and shall refrain from participation in any decision on such matter.

Section 2. No Business Gain. Any member of the Board of Directors, its Committees or Staff, who is also an officer, board member, committee member or staff member of any other organization, vendor, supplier or other institution with which the Corporation conducts business shall identify such affiliation.

Section 3. No Self-Dealing. No dealing, contract or arrangement entered into by or on behalf of the Corporation shall be voided or voidable, or involve any liability for an accounting to the Corporation or otherwise, by reason of the interest therein of any Director or Officer, either personally or by reason of such person's connection with or interest in this or any other Corporation or arrangement; provided that the material facts as to the transaction and to such Director or Officer's interest therein of any such Director or Officer acting thereon (though not necessarily the nature or extent of such interest) shall first be fully disclosed or known to the Board of Directors, or to a disinterested majority thereof and made a matter of the minutes of the meeting.

Section 4. Voting. In all such cases, the interested Director shall not vote on any proposal or recommendation or participate in the making of any decision in which such Director has a conflict. Further, any such decision must be made and/or ratified by a vote of the Board without the interested Director.

## **ARTICLE XXVIII. CORPORATE RECORDS, REPORTS AND SEAL**

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office or at such other place as the Board may determine in the State of California:

(a) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A copy of the Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 2. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation or in the possession of the Secretary. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Director's Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors, which report shall comply with California Nonprofit Public Benefit Corporation Law section 6321 and in particular, without limitation, shall contain the following information in appropriate detail:

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

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

(e) Any information required by Section 6 of this Article VII.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 6. Annual Statement of Specific Transactions. This Corporation shall mail or deliver to all Directors a statement within one hundred twenty (120) days after



the close of its fiscal year which briefly describes the amount and circumstances of any transaction in which the Corporation was a party, and in which any Director or officer of the Corporation had a direct or indirect material financial interest (a mere common directorship does not constitute (per se) a material financial interest). Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, however, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 of each year.

## **ARTICLE X. AMENDMENT OF BYLAWS**

Section 1. Amendments by Board of Director. Subject to the members' rights under Article VI of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer.

Section 2. Amendments Requiring Member Approval. Without the approval of the members, the Board may not adopt, amend, or repeal any Bylaw that would

- (a) increase or extend the terms of directors;
- (b) allow any director to hold office by designation or selection rather than by election by the members;
- (c) increase the quorum for members' meetings;
- (d) repeal, restrict, create, expand, or otherwise change proxy rights; or
- (e) authorize cumulative voting.

Section 3. Limitations on Amendments by Board of Directors. Once members have been admitted to the Corporation, the Board may not, without the members' approval, specify or change any bylaw that would

- (a) fix or change the authorized number of directors,
- (b) fix or change the minimum or maximum number of directors, or
- (c) change from a fixed number of directors to a variable number of directors or vice versa.

## **ARTICLE XI. AMENDMENT OF ARTICLES**

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors.

## **ARTICLE XII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. On dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, all assets then remaining in the Corporation shall be distributed as required by the Articles of Incorporation and 0 of these Bylaws and not otherwise.

## **ARTICLE XIII. DISSOLUTION**

Upon dissolution, any and all of the Corporation's assets remaining after payment of, or provision for payment of, the debts of the Corporation shall be distributed one hundred percent (100%) to one or more organizations or entities which have established their tax-exempt status under Internal Revenue Code section 501(c)(3) or to which contributions are deductible under Internal Revenue Code section 70 as the Board of Directors may determine by resolution duly adopted prior to such dissolution.

## **ARTICLE XIV. AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

## **ARTICLE XV. CONTRACTS**

The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or for any amount.

## **ARTICLE XVI. VOTING UPON STOCK OF OTHER CORPORATIONS**

Unless otherwise ordered by the Board of Directors, the President, or a Vice-President and the Secretary, or such other officers as the Board of Directors may select for the purpose, shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which the Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## **ARTICLE XVII. INVESTMENTS**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction under California Nonprofit Public Benefit Corporation Law section 5240 or would result in the denial of the tax exemption under section 503 or section 504 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, and under comparable provisions of state law.

## **ARTICLE XVIII. EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and California Revenue and Taxation Code section 23701d, as they now exist or as they may hereafter be amended.

## **ARTICLE XIX. INDEMNIFICATION**

Section 1. Right of Indemnity. Each Director and officer of the Corporation, including all persons occupying such positions, shall be indemnified to the fullest extent permitted by California law against all expenses, judgments, fines, settlements and other accounts actually and reasonably incurred by them in connection with any "proceeding," as defined California Corporations Code section 5238(a), and including an action by or in the right of the Corporation. "Expenses" as used in this Bylaw shall have the meaning assigned to it in California Corporations Code section 5238(a).

Section 2. Approval of Indemnity. On written request of the Board by any person seeking indemnification under California Corporations Code section 5238(b) or 5238(c), the Board shall promptly determine under California Corporations Code

section 5238(e) whether the applicable standard of conduct set forth in such section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article XIX in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

## **ARTICLE XX. INSURANCE**

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.







