



HEA Bylaws

San Bernardino County

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**Bylaws of
Hispanic Employees Alliance
County of San Bernardino**

ARTICLE I. OFFICE

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the Hispanic Employees Alliance also referred to as the Corporation shall be located in the County of San Bernardino, California. The Board of Directors may change the principal office from one location to another within the County of San Bernardino. Such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE II. MISSION STATEMENT AND OBJECTIVES

SECTION 1. MISSION STATEMENT

To promote the hiring, advancement, awareness, and educational growth of Hispanics in local San Bernardino County Public Service Agencies that includes the County, city, school districts, special districts, water districts, and any close affiliation to these Public Service Agencies such as credit unions.

OBJECTIVES

- a) To establish effective, positive and mutually beneficial communication with county management and the community.
- b) To assist, guide, counsel, and actively support county officials in identifying and implementing strategies to enhance the attainment of the county's diversity goals.
- c) To be a proactive resource toward the attainment of the county's workforce goals and assure that training programs are created to enhance the Hispanic workforce's skill and abilities to promote within.
- d) To develop a training program for managers and supervisors to be more aware and understanding of cultural and language differences that exist in a culturally diverse workforce.

ARTICLE III. MEMBERS

SECTION 1. ELIGIBILITY

Any employee, individual or community business of the County of San Bernardino or a public agency identified in Article II, Section 1, who is committed to the mission and objectives of this corporation may apply for membership in the Corporation, in accordance with the provisions defined in Section 2.

SECTION 2. MEMBERSHIP CLASSIFICATIONS AND RIGHTS

There shall be (4) categories of membership in the Corporation as follows:

- a) Regular Membership: Shall be extended to any Hispanic employee currently employed by or retired from San Bernardino County Public Service Agencies. This membership shall also be extended to any non-Hispanic employed by any San Bernardino County Public Service Agency who demonstrates an active concern for the needs of, and issues relevant to Hispanic employees. A regular member shall be entitled to all rights and privileges, including the right to vote, hold office and may serve as a member of the Board of Directors.
- b) Community Membership (CM): All other persons initially referred or recommended by a member in good standing, having an interest in supporting the purposes and programs of this organization. Community Members are entitled to all rights and privileges of Regular Members in good standing except the right to vote or hold elected office, nor eligible for scholarships.
- c) Community Business Membership (CBM): Membership has been extended to the community businesses with an interest in supporting the purposes and programs of this organization. The community business membership is a resource to assist HEA members for the purpose of networking with community businesses. Community Business Memberships are conveyed upon the organization and not the individual representatives. Community Business Members are entitled to all rights and privileges of Regular Members in good standing except the right to vote or hold elected office, nor eligible for scholarships.
- d) Honorary Membership: Honorary status conferred upon any person by recommendation of the HEA Board of Directors and approval by member action during any meeting. Lifetime /No Dues

1) Hispanic shall be defined as a current or a retired employee of a public Agency located within the County of San Bernardino whose origin or ancestry is predominantly of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish heritage.

SECTION 3. ADMISSION OF MEMBERS

Applicants who meet the criteria in Section 2 shall be admitted to membership upon full payment of the annual dues.

SECTION 4. DUES

Annual dues shall be paid in the amount determined reasonable by the Board of Directors and approved by the members.

SECTION 5. DUE DATE

Annual dues shall be paid for at the beginning of each fiscal calendar year, which begins July 1st.

SECTION 6. MEMBERSHIP ROSTER

The Corporation shall maintain an accurate annual roster containing the name, department or agency, and position of each current member. Termination of the membership of any member shall be recorded in the membership roster, together with the date of termination. The roster shall be maintained by the Treasurer of the Corporation and shall be available for inspection by any Director or member of the Corporation at any regular or special meetings conducted by the Corporation.

SECTION 7. NON-LIABILITY OF MEMBERS

No member of the Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 8. NON-TRANSFERABILITY OF MEMBERS

No member may transfer for value a membership or any right arising therefrom. All rights of membership cease upon the member's death or volunteer termination from the Alliance by the member.

SECTION 9. TERMINATION OF MEMBERSHIP

Membership shall terminate upon the occurrence of any of the following events:

- a) Written notice of such termination delivered to the President or Secretary of the Corporation personally, by mail, or by e-mail. Such membership to termination shall be effective on the date of delivery of the notice or date of deposit in the mail, or at any later date specified in the notice.
- b) Failure to renew his or her membership by paying dues on or before their due date. Such termination will be effective thirty (30) days after written notification of delinquency is given personally or mailed or e-mailed to such member by the Secretary of the Corporation . A member may avoid such termination by paying the full amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the Corporation shall cease on termination of membership as herein provided.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1. PLACE AND ORDER OF MEETINGS

- a) Place of Meetings: Meetings of members shall be held on the last Thursday of each month at such place within the County of San Bernardino as may be designated by the board of directors.

- b) Order of the Meeting: The order of business at the meetings of the members shall be as follows:
- 1) Call to order
 - 2) Reading of the Minutes of the previous meeting and their approval
 - 3) Reports
 - President's
 - Other Officers or Directors
 - Standing Committees
 - Ad Hoc Committees
 - 4) Unfinished/Old Business
 - 5) New Business
 - 6) Announcements
 - 7)
 - 8) Set Date, Time and Place of Next Meeting
 - 9) Adjournment

SECTION 2. BI-ANNUAL MEETINGS FOR ELECTIONS

The members shall meet bi-annually commencing in November 2006 for the purpose of electing Officers and Directors.. The Board of Directors with the approval of the members may set another date for the bi-annual meeting for elections and shall notify all members in writing or e-mail, in accordance with the provisions in the Bylaws. The bi-annual meeting of the members may be held simultaneously with the members meeting for that month.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members or of the Board of Directors may be called by the President of the Corporation or by the majority of the Board of Directors.

SECTION 4. NOTICE OF MEETINGS

- a) Time of Notice: The Secretary of the Corporation shall notify the members by e mail, or by mail not less than seven (7) days prior to the date of the regular meetings, and no less than 24 hours prior to the date and time of any Special meetings
- b) Manner of Notice: Notice of a membership meeting or any report shall be issued either personally or by any means of written communication or by e-mail.
- c) Contents of Notice: Notice of a membership meeting shall state the place, date and time of the meeting and (1) in the case of a Special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors

are to be elected shall include the names of all those who are nominees at the time notice is given to members.

- d) Special Notice Rules for Approving Certain Proposals: If action is proposed to be taken with respect to the following proposals, such action shall be invalid unless approved by the majority of those entitled to vote and the general nature of the proposal was stated in the notice of the meeting.
 - 1) Amending the Articles of Incorporation;
 - 2) Amending the Bylaws of the Corporation;
 - 3) Action to voluntarily windup and dissolve the Corporation.

SECTION 5. QUORUM FOR MEETING

A quorum shall consist of at least four (4) members of the Board of Directors at large.

- a) If the loss of a quorum, once established occurs, business may continue as long as there are three (3) members of the Board of Directors present, but no other new business shall be transacted at such meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision voted on by a majority present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of the Corporation or the provisions in Article IV, Section 5.a apply, or these laws require a greater number.

SECTION 7. VOTING RIGHTS

- a) Eligibility to Vote: Persons entitled to vote shall be those who have been members of the Corporation for thirty (30) days prior to the date a matter is submitted to a vote. Each member shall be entitled to one vote.
- b) Manner of Casting Votes: Voting, including elections may be held by ballot or by e-mail.
- c) Proxies Prohibited: Voting by proxy shall be prohibited.
- d) All votes shall be considered final.

SECTION 8. CONDUCT OF MEETINGS

Meetings of the members shall be presided over by the President or, in his or her absence, by the Vice-President of the Corporation or, in the absence of both these persons, by a Chairperson chosen by a majority of the members present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with any provision of law.

SECTION 9. ADJOURNMENT

Any meeting of the members may be adjourned by a vote of the majority of the members present at the meeting.

SECTION 10. REASONABLE NOMINATION AND ELECTION PROCEDURES

The Corporation shall make available to members, reasonable nomination and election procedures with respect to the election of Officers and Directors by the members. Such procedures shall be reasonable given the nature, size and operations of the Corporation, and shall include:

- a) A reasonable means of nominating persons for election as Officers and Directors.
- b) A reasonable opportunity for all nominees to solicit votes.
- c) A reasonable opportunity for a nominee to communicate to the members their qualifications and reasons for their candidacy.
- d) A reasonable opportunity for all members to choose among the nominees.

ARTICLE V. OFFICERS AND DIRECTORS

SECTION 1. NUMBER

The Corporation shall have four (4) Officers, and three (3) Directors, a Past President, and collectively they shall be known as the Board of Directors. The four Officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer. The President shall appoint one of the Directors to serve as Parliamentarian of the Corporation who shall rule on disputed points of Parliamentary procedures at all meetings of the members and the Board of Directors. The immediate Past President shall serve on the board for two years after conclusion from term of office.

No person may hold more than one office at the same time. The number of Officers and Directors may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided by these Bylaws.

SECTION 2. POWERS

Subject to the provision of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Anyone who has been a regular member of the Corporation for at least sixty (60) days prior to the elections, in good standing and has paid their annual dues is eligible to serve as an

Officer or Director of this Corporation. Officers and Directors shall be elected by the members at the bi-annual meeting for elections and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No person shall be elected to the same office for more than three (3) terms. One term of service is defined as two calendar years and shall be effective on January 1st at the beginning of each term.

SECTION 4. DUTIES OF THE BOARD OF DIRECTORS

- a) General Powers: Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitation in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, by or under the direction of the Board of Directors.
- b) Specific Powers: Subject to the limitations stated under General Powers, the Board of Directors shall:
 - 1) Implement policies and procedures consistent with the Bylaws of the Corporation or the mandate of the membership, for the management and operation of the Corporation's business affairs.
 - 2) Designate and change the principal business office of the Corporation to any location within the County of San Bernardino for the holding of any member's meetings.
 - 3) Select and designate a bank or financial institution for depositing of Corporation funds and prescribe and order the manner in which such deposits shall be made and/or withdrawn.
 - 4) All actions of the Board of Directors must be voted upon and approved by a majority of the Board and ratified by a majority of the members in attendance at the meeting the action is presented.
 - 5) Prescribe bonding requirements for elected Officers, Directors and appointed officials of the corporation, as deemed necessary, and the amount of such bonds.
 - 6) Carry out any such responsibilities as may be required under the California Nonprofit Corporation Law or State or Federal laws, or such contractual requirements as may exist which effects the operation of the Corporation

SECTION 5. DUTIES OF PRESIDENT

The President of the Corporation shall:

- a) Function as the Chief Executive of the Corporation and shall manage and supervise the affairs and conduct the business of the Corporation.
- b) Have such other powers and duties as prescribed by the Board of Directors or the Bylaws.
- c) Function as Chairperson of the Board and preside at all meetings of the members and Board of Directors.
- d) Be responsible to and governed by the Board of Directors, shall see that all orders and resolutions of the Board are carried into effect.

- e) Empowered to act, speak or otherwise represent and conduct business on behalf of the Corporation, consistent with the goals and objectives, policies and other such directives of the Board or the members of the Corporation.
- f) Appoint ad hoc committees and Chairpersons as needed.
- g) Serve as ex-officio member of all committees except the Nominations Committee.
- h) Sign, with the Treasurer, and negotiate all checks, drafts, notes and other evidence of indebtedness of the Corporation.
- i) Be responsible for the monthly agenda for meeting of the membership and the bi-annual meetings. This responsibility will include coordinating guest speakers, topics of discussion, and facilities. The monthly agenda responsibility may be assigned to a Board of Director Presidential designee.

SECTION 6. DUTIES OF VICE-PRESIDENT

- a) In the absence or disability of the President, the Vice-President shall perform all the duties of the President and shall have all the powers of, and be subject to all the restrictions on the President.
- b) Have other powers and perform other duties as may be prescribed by the Board of Directors or the President.
- c) Keep informed of functions and activities of all Standing and Ad Hoc Committees, including analysis and evaluation of their effectiveness and make any appropriate recommendations relative to their course of action and direction.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

- a) Be responsible for recording and maintaining a written record of minutes of all meetings and actions of the Board of Directors and members, with the time and place of regular and special meetings, and if special how authorized, the notice given, the names and the number of members present at member's meetings, and the proceedings of such meetings.
- b) Send notices of all meetings of the members and the Board of Directors, as required by the Bylaws.
- c) Have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President, or the Bylaws.
- d) Responsible for the official correspondence of the Corporation.

SECTION 8. DUTIES OF TREASURER

The Treasurer shall:

- a) Be the Chief Financial Officer of the Corporation e and shall keep and maintain an itemized account and original source documents of all receipts and disbursements. Deposit all money in the Corporation's account and disburse the funds of the Corporation as ordered by the President or the Board of Directors.

- b) Provide a financial report to the Board of Directors as requested and a monthly status report to the members. Also, provide a separate financial report of each fundraising event or committee project assigned by the Board of Directors.
- c) Sign, with the President, all checks, drafts, notes and other evidence of indebtedness of the Corporation.
- d) Be responsible for maintaining current tax-exempt status and annual tax filing.
- e) Responsible for pickup of all mail at the Corporation's P.O. Box.
- f) Have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President, or the Bylaws.

SECTION 9. REMOVAL AND DESIGNATION

Any Officer or Director may be removed, for cause, by either a recommendation of a majority of the Board of Directors and ratified by a majority of the members present at any regular or special meeting. Actions constituting cause for removal are:

- a) Misconduct in office.
- b) Misrepresentation of the Corporation or actions inconsistent with the purpose, objectives and resolutions of the Board of Directors or the members.
- c) Misappropriation of funds.
- d) Absenteeism of any three (3) consecutive Board or members meetings.
- e) Any unlawful or moral turpitude.

SECTION 10. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any officer or Director and (2) whenever the number authorized Directors is increased.

The Board of Directors may declare vacant the office of an Officer or Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following the California Nonprofit Public Benefit Corporation Law.

Any Officer or Director may resign effective upon giving written notice to the President of the Corporation or to any of the Board of Directors.

Vacancies created by the resignation or removal of an Officer or Director may be filled only by the approval of the members. A person elected to fill a vacancy as provided in this Sections shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 11. EXPENDITURE AUTHORITY

The Board of Directors shall have expenditure authority without membership approval of a maximum of \$500 for the purchase of items or services necessary for business operations of the Corporation or for fundraising events. Any expenditure incurred by the means of this section must be reported to the membership in the next financial report.

SECTION 12. COMPENSATION

Officers and Directors of Corporation shall serve without compensation.

ARTICLE VI. COMMITTEES

SECTION 1. STANDING AND AD HOC COMMITTEES

- a) Standing Committees: The Corporation shall have five (5) standing committees. The Chairpersons of the Standing Committees shall be appointed by the Board of Directors. The Chairpersons or any member of a committee may be removed, at any time by a majority of the Board of Directors. The Standing Committees of the corporation shall be:

Membership

Scholarship

Election

Marketing and Communications

Mentorship

- b) Ad Hoc Committees: The President shall appoint Ad Hoc Committees and their Chairperson as may be deemed necessary except the Nominations Committee. Such committees shall dissolve upon the completion of the task or purpose.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Standing and Ad Hoc Committees shall serve under the authority and guidance of the Board of Directors. The Board of Directors shall have full authority to change any course of action or direction deemed necessary to serve the best interests of the Corporation. The time for regular committee meetings may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees. Committees except the Nominations Committee shall report status activities to the Vice-President. .

SECTION 3. EXPENDITURE AUTHORITY OF COMMITTEES

All committees requiring expenses for their activities shall develop and submit a budget for membership approval. Expenditure authority shall be based and granted on the budget amount approved by the membership. Committees shall be allowed a 10% overage contingency of approved budgetary amount. All expenses shall be reported to the membership in the month in which the expenses were incurred.

ARTICLE VII. NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS COMMITTEE

A Nominations Committee consisting of three (3) members elected by the members shall be established at least three (3) months prior to the annual meeting of the members and shall serve until election. The person receiving the largest number of votes shall be designated the Chairperson of the committee.

- a) Responsibility of Nominations Committee: The Nominations Committee shall solicit nominations from the members of the Alliance for each office and will present in writing a list of the nominees to the members at least thirty (30) days prior to the date of the bi-annual meeting.

SECTION 2. ELIGIBILITY FOR NOMINATIONS AND ELECTIONS

Any person who has been a regular member of the Corporation for a minimum of sixty (60) days prior to the date of the elections, may be nominated and elected to serve as an officer of the Corporation..

SECTION 3. ELECTION PROCEDURES

Elections of Officers and Directors will be held in November on the second year of the bi-annual term. The Nominations Committee shall follow the following procedures for elections outlined below:

- a) Prepare the ballot of nominees for each office.
- b) Ballots will be distributed by e-mail to all members in good standing and eligible to vote. Hard copy ballots will be available and mailed to those members not having access to e-mail. Members shall be considered to be in good standing if their dues have been paid thirty (30) days prior to the bi-annual membership meeting.
- c) Election of Officers shall be by a majority vote.
- d) The results of the election shall be announced at the November bi-annual members meeting.,
- e) All newly elected Officers and Directors shall take office on January 1st

ARTICLE VIII. CORPORATE RECORDS

SECTION 1. MAINTENANCE OF CORPORATION RECORDS

The Corporation shall keep at such place or places as determined by the Board of Directors within the County of San Bernardino:

- a) Minutes of all meetings of Directors, committees of the Board, and of all meetings of members, 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 proceedings thereof.
- b) Adequate and correct books and records of account, business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its members, indicating their names and the termination date of any membership.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times.
- e) All documents relating to committee actions such as scholarship scoring sheets, event flyers, and written correspondences.

- f) All records and documents are the sole property of the Corporation.

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. Failure to affix the seal to Corporation instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Board Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of any kind.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon submission of a written request made five (5) business days in advance to the Board of Directors stating the purpose for which the inspection rights are requested.
- b) To obtain from the Treasurer, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of the Board of Directors as of the most recent record date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Board, committees of the Board, or members meetings upon written demand to the Board of Directors by the member, for a purpose reasonably related to such person's interest as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of the Article may be made in person and includes the right to copy and make extracts.

ARTICLE IX. ANNUAL REPORT AND AUDIT

SECTION 1. ANNUAL REPORT

The Treasurer shall prepare an annual report to be furnished no later than at the last membership meeting in December, prior to the close of the Corporation fiscal year to all the Directors and all the members, which shall contain the following information:

- a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities during the fiscal year.
- c) The revenue or receipts of the Corporation for the fiscal year.
- d) The expenses and disbursements of the Corporation during the fiscal year.

The annual report shall be signed by Treasurer stating that the report was prepared without audit from the books and records of the Corporation.

SECTION 2. AUDIT

A fiscal audit shall be conducted at least every two years by an outside Certified Public Accountant.

ARTICLE X. AMENDMENTS

SECTION 1. AMENDMENTS TO BYLAWS

Proposed amendments to these Bylaws shall be submitted in writing to the President. The President shall present the proposed changes to the Board of Directors for their review at their next regularly scheduled meeting. The proposed amendments, together with the comments and recommendations of the Board of Directors, shall be sent to all members at least twenty (20) days prior to the General membership meeting the amendments will be considered.

The President will present the proposed changes and the comments and recommendations of the Board of Directors at the General Membership meeting. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the members present at a regularly scheduled monthly or special meeting.

SECTION 2. AMENDMENT TO ARTICLES

Amendments to the Articles of Incorporation may be made by approval of the majority of the members of this Corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this Alliance nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XI. DISSOLUTION

SECTION 1. DEDICATION OF ASSETS

Upon liquidation or dissolution of the Corporation, no part of any net earnings, properties and assets of the Corporation shall be disposed of to the benefit of any private person or individuals, or any member, Director, or Officer of the Corporation.

The Board shall, upon liquidation or dissolution of the Corporation after paying and making provisions for the payment of all liabilities of the Corporation, distribute earnings, properties and assets to an organization dedicated to charitable public purposes as described in Internal Revenue Code 502 (c) (3).

SECTION 2. COMPLETION OF CORPORATE RESPONSIBILITIES

The Officers and Directors of the Corporation shall execute all necessary actions and documents to comply with the State or Federal laws of any other contractual requirements to complete the termination of all obligations of the Corporation. This shall include proper notification to such State or Federal agencies or other parties to which the Corporation has any obligations.