

BYLAWS
LOS ANGELES COUNTY CHICANO EMPLOYEES ASSOCIATION, INC.
A California Nonprofit Mutual Benefit Corporation

TABLE OF CONTENTS

ARTICLE I	NAME AND OFFICES OF THE ASSOCIATION	2
ARTICLE II	DEFINITIONS	2
ARTICLE III	PURPOSES AND LIMITATIONS	3
ARTICLE IV	MEMBERS	
ARTICLE V	MEMBERSHIP DUES	
ARTICLE VI	GENERAL MEMBERSHIP	
ARTICLE VII	ACTION WITHOUT A MEETING	
ARTICLE VIII	DIRECTORS	
ARTICLE IX	ELECTION OF DIRECTORS	
ARTICLE X	OFFICERS	
ARTICLE XI	INDEMNIFICATION	
ARTICLE XII	PARLIAMENTARY PROCEDURE	
ARTICLE XIII	INSURANCE	
ARTICLE XIV	RECORDS AND REPORTS	
ARTICLE XV	CONSTRUCTION	
ARTICLE XVI	AMENDMENTS	

**ARTICLE I
NAME AND OFFICES OF THE ASSOCIATION**

Section 1.1. Name. This organization shall be known as the: LOS ANGELES COUNTY CHICANO EMPLOYEES ASSOCIATION, Inc.

Section 1.2. Principal Office. The principal office for the transaction of the activities and affairs of the Association shall be located at a place within the County of Los Angeles, to be determined from time to time by the Board of Directors (the “Board”).

Section 1.3. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

**ARTICLE II
DEFINITIONS**

Section 2.1. Chicano. For the purposes of the Association and these Bylaws, the term “Chicano” is an honorific in recognition of the founders of the Association. It is not, however, intended to exclude the national origin or ethnic group of any current employee or retiree of the County of Los Angeles.

Section 2.2. Association. As used in these Bylaws, “Association” shall mean the Los Angeles County Chicano Employees Association, Inc.

Section 2.3. County Service. As used in these Bylaws, “County Service” shall mean employment by the County of Los Angeles, the Los Angeles County Superior Court or any subdivision thereof, or any public agency or district, other than school districts, on the payroll prepared by the Los Angeles County Auditor-Controller.

Section 2.4. Meeting. As used in these Bylaws, “Meeting” shall mean any gathering of the general membership or the Board, in person or by electronic or telephonic means, to carry out any action required or permitted to be taken by the membership or the Board.

Section 2.5. Member. As used in these Bylaws, “Member” shall mean an applicant who has been approved for Association membership and is in good standing in accordance with these Bylaws.

Section 2.6. General Membership. As used in these Bylaws, “General Membership” shall include all Regular and Retired members of the Association.

**ARTICLE III
PURPOSES AND LIMITATIONS**

Section 3.1. General Purposes. The purpose for which the Association is organized is to advance the social, economic, educational, employment and charitable welfare of its members.

Section 3.2. Limitations. The Association is a California nonprofit mutual benefit corporation, not organized for the private gain of any individual.

**ARTICLE IV
MEMBERS**

Section 4.1. Membership Classes, Qualifications and Rights. The Association shall have two classes of members, designated as follows: Regular and Retired.

Section 4.1.1. Regular Members. Regular members shall be designated as those persons currently in active service for Los Angeles County, and are in good standing as set forth in Section 4.4 of these Bylaws. Each Regular member in good standing shall have the right to cast one vote in any election or action that requires the approval of the members.

Section 4.1.2. Retired Members. Retired members shall be those persons who have previously been in County service and who, at the time of retirement, were members in good standing with LACCEA, as set forth in section 4.4 of these Bylaws, and who have shown a deep interest and involvement in the objectives of the Association. They shall be entitled to all rights and privileges of membership. It shall be the responsibility of such members (a) to communicate to the Association their interest in remaining members of the Association after leaving county service, and (b) to maintain their contact information up to date with the Principal Office. Retired Members will pay the dues fixed from time to time by the Board with the approval of the membership.

Section 4.1.3. Rights of Members. Any Regular or Retired member shall be eligible for any elected or appointed Association office. Any Regular or Retired member shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Association's assets, on any merger and its principal terms and any amendment of those terms, on the amendment or restatement of these Bylaws, and on any election to dissolve the Association. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporations Law.

Section 4.2. Membership Application. Any eligible person who wishes to become a member shall be required to submit an application to the Association in accordance with such procedures as may be established by the Board. Retired persons who were not previously Regular Members may apply for membership, and such applicants will be considered on a case-by-case basis.

Section 4.3. Refusal of Membership. The Membership, as defined in section 4.1 of these Bylaws, acting through the Board, may refuse membership to any individual, where sufficient evidence exists

that the individual has acted or is acting against the wellbeing and the interests of the Association. Any determination made by the Board is final.

Section 4.4. Good Standing. Members shall be considered to be in good standing as long as they have passed the 90-day initial membership period and paid any required dues, and their membership is not terminated or suspended as specified in Section 4.7.

Section 4.5. Leave of Absence. Any Regular Member who receives a leave of absence from County service shall continue to be classified as a Regular Member provided that the member continues to pay any dues required of Regular Members.

Section 4.6. Resignation. Members may resign their membership from this Association during the month of January of each year, upon delivery to the Association of the appropriate document signed by the member.

Section 4.7. Termination and Suspension of Membership. The Association, at its option, may terminate a membership of any class for any infraction of the Bylaws, rules and/or regulations of this Association, or for other good and valid reasons, as the Board shall determine. A member may request a hearing before the Executive Committee of the Board prior to the termination of membership. The Executive Committee shall make a recommendation to the Board. It shall take a two-thirds vote of a quorum of the Board to terminate the membership of the Member.

Section 4.7.1. Causes for Termination, Expulsion or Suspension. A membership of whatever class may be terminated or suspended upon the occurrence of any of the following events:

- (A) Resignation of the member, on reasonable notice to the Association in accordance with Section 4.6 of these Bylaws.
- (B) Failure of the member to pay dues, fees, or assessments as set by the Membership, within 90 days after they become due and payable in accordance with the procedures set forth in Section 5.1 of these Bylaws;
- (C) Occurrence of any event that renders the member ineligible for membership, or causes the member to fail to satisfy membership qualifications, or
- (D) Termination, expulsion or suspension of the member under Sections 4.7.2 and 4.7.3 of these Bylaws based on the good faith determination by the Board or the General Membership that a given member has failed in a material and serious degree to observe the rules of conduct of the Association or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

Section 4.7.2. Suspension of Membership. A person whose membership has been suspended, under this Section 4.7 of these Bylaws shall not enjoy the rights and privileges of membership during the period of suspension.

Section 4.7.3. Procedure for Termination, Expulsion or Suspension. If grounds appear to exist for termination, expulsion or suspension of a member under Sections 4.7.1 of these Bylaws, the procedure set forth below shall be followed:

- (A) The member shall be given at least ten (10) business days prior notice of the proposed termination, expulsion or suspension and the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Association's records. Notice may be given by email if the member has consented to such delivery.
- (B) The member shall be given an opportunity to be heard, either orally or in writing, at least five calendar days before the effective date of the proposed termination, expulsion or suspension. The hearing shall be held, or the written statement considered, by the Executive Committee of the Board to determine whether the action should take place.
- (C) The Executive Committee of the Board shall decide whether or not the member should be terminated, expelled, suspended, or sanctioned in some other way.
- (D) All terminations, expulsions, or suspensions should ultimately be ratified by the full Board. It shall take a two-thirds vote of a quorum of the Board to terminate, expel, or suspend the membership of a Regular or Retired Member. Such decision shall be officially communicated to the affected parties.
- (E) Any action challenging a termination, expulsion, or suspension of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 4.8. Transfer of Memberships. No membership or right arising from membership shall be transferred. Subject to Section 4.7 of these Bylaws, all membership rights cease on the member's termination, expulsion, or suspension.

ARTICLE V MEMBERSHIP DUES

Section 5.1. Dues, Fees, and Assessments. The Board shall, with the authorization and approval of the General Membership, determine whether or not there shall be membership dues, and fix and determine the amount thereof. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

ARTICLE VI GENERAL MEMBERSHIP

Section 6.1. General Membership. The General Membership shall include all the Regular and Retired Members of the Association who are in good standing. General Membership constitutes the Association's highest decision-making body. Regular and Retired members will be allowed to cast one vote on every vote taken by the membership.

Section 6.2. Annual Meeting. There shall be an Annual Membership Meeting or an Action without a Meeting of the Association in May of each year in the County of Los Angeles, State of California, at such time as is designated by the Board, unless the Board fixes another date or time and so notifies members as provided in Sections 6.4 of these Bylaws. The time or place, or manner of meeting for an Annual Membership Meeting of the Association may not be changed within 30 days prior to the date set.

Section 6.3. Special Membership Meetings.

Section 6.3.1. Members Authorized to Call. A Special Meeting of the Members for any lawful purpose may be called at any time by the Board, the president, the secretary or by five percent (5%) or more of the members.

Section 6.3.2. Calling Meetings. Special Meetings of the Members of the Association may be called by the majority vote of a quorum of the Board of Directors or by written petition signed by five percent (5%) or more of the members in good standing. Members shall be notified by the Secretary or other designated officer at least ten (10) working days in advance of the date of a Special Membership Meeting. The notice by the Board or the petition of members shall specify the general nature of the business proposed to be transacted. 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.

Section 6.3.3. Proper Business of Special Meeting. No business other than the business the general nature of which was set forth in the notice of the Meeting may be transacted at a Special Meeting.

Section 6.4. Notice Requirements for Members' Meetings.

Section 6.4.1. General Notice Requirements. Whenever members are required or permitted to take any action at a Meeting, a written notice of the Meeting shall be given, in accordance with Section 6.4.3 of these Bylaws, to each member entitled to vote at that Meeting. The notice shall specify the place, date, and hour of the Meeting and, (1) for a Special Meeting, the general nature of the only business to be transacted, or (2) for the annual Meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the Meeting. 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 6.4.2. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (A) Removing a Director without cause;
- (B) Filling vacancies on the Board by the membership;
- (C) Amending the Articles of Incorporation; or
- (D) Electing to wind up and dissolve the Association.

Section 6.4.3. Notice Requirements for Members' Meetings. The Secretary, or other officer designated by the President, shall give notice of the Annual Membership Meeting to the members of the Association, at least fifteen (15) days, but no more than ninety (90) days, before the Meeting date. Such notice shall include the date, time, and place or means of electronic access for the Meeting.

Section 6.4.4. Manner of Giving Notice. Notice of any meeting of members shall be through one or any number of the following methods chosen by the Board from time to time.

- (A) Email to the address provided to the Association by the member for purposes of notice;
- (B) Posted on the Association website accessible to members, with separate email notice of the posting;
- (C) Personal delivery;
- (D) First-Class mail to the address provided to the Association by the member for purposes of notice. If no address appears on the Association books and no address has been given, notice shall be deemed to have been given if a meeting notice was posted on the Association website.

Section 6.4.5. 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 of the Association, and if so executed, shall be filed and maintained in the Association's minute book.

Section 6.5. Quorum.

Section 6.5.1. Quorum Defined. The quorum of the General Membership shall be five percent (5%) of the voting power, represented in person at a Meeting of members or voting in an action without Meeting.

Section 6.5.2. Loss of Quorum. Subject to Section 6.5.1 of 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 6.6. Adjournment and Notice of Adjourned Meetings. Any members' Meeting, whether or not a quorum is present, may be adjourned to a future date by the vote of the majority of the members represented at the Meeting. No Meeting may be adjourned for more than 30 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 Association may transact any business that might have been transacted at the original Meeting.

Section 6.7. Voting.

Section 6.7.1. Eligibility to Vote. Subject to the provisions of the California Mutual Benefit Association Law, Regular Members and Retired Members in good standing shall be entitled to vote at any Meeting of members or in any action without Meeting.

Section 6.7.2. Manner of Casting Votes. Voting may be by voice, ballot, or on an electronic platform accessible to all members. Any election of directors at a Meeting must be by ballot if demanded by any member at the Meeting before the voting begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

Section 6.7.4. Approval by Majority Vote. If a quorum is present at a Meeting, the affirmative vote of a majority of the voting power present, entitled to vote and voting on any matter, shall be the act of the members.

Section 6.8. Waiver of Notice or Consent by Absent Members.

Section 6.8.1. Written Waiver, Consent or Approval. Notice of a Meeting need not be given to any member or Director who signs a waiver of notice or a written consent to the holding of the Meeting or an approval of the minutes of the Meeting, whether before or after the Meeting, or who attends the Meeting without protesting the lack of notice prior to the Meeting. All such waivers, consents and approvals must be filed with the corporate records or made a part of the minutes of the meetings. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any Meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 6.4.2 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.

Section 6.8.2. Waiver by Attendance. A member's attendance at a Meeting shall also constitute a waiver of notice of 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.

ARTICLE VII ACTION WITHOUT A MEETING

Section 7.1. Action by Written Ballot Without a Meeting. Any action that may be taken at any Meeting of members also may be taken without a Meeting by complying with this Article VII of these Bylaws.

Section 7.1.1. Solicitation of Written Ballots. The Association shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 6.4 of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted.

Section 7.1.2. Number of Votes and Approvals Required. Approval by written ballot shall be valid only when 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 7.1.3. Revocation. A written ballot may not be revoked.

Section 7.1.4. Filing. All written ballots shall be filed with the secretary of the Association and maintained in the corporate records for at least six (6) months.

Section 7.2. 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 proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

ARTICLE VIII DIRECTORS

Section 8.1. Designation, Term of Office, Actions.

Section 8.1.1. Authorized Number and Qualifications. The affairs of the Association shall be administered by a Board of Directors (the "Board") consisting of fifteen (15) members, including

the five (5) Officers plus ten (10) members. No more than two (2) members of the Board shall be Retired members. It is advisable that no more than six (6) members of the Board should be from any one County department or agency.

Section 8.1.2. Term of Service. Each director shall hold office for a term of four years, and until a successor has been duly elected and qualified. Terms shall be staggered to ensure continuity of leadership, as follows:

- (A) Eight (8) directors will be selected in the first election held in accordance with these Restated Bylaws, and seven (7) directors will be selected in an election to be held four (4) years following that initial election.
- (B) Thereafter, elections will be held every four years, alternating between the election of eight (8) directors and then the election of seven (7) directors four (4) years later.

Section 8.1.3. Actions by the Board. All actions by the Board must be voted upon and approved by the majority vote of a quorum of the Board, unless otherwise specified in these Bylaws.

Section 8.2. Powers.

Section 8.2.1. General Corporate Powers. Subject to the provisions and limitations of the California Mutual Benefit Corporations Code, and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the Board of Directors shall manage the business of the Association.

Section 8.2.2. Specific Powers. Without prejudice to the general powers set forth in Section 8.2.1 of these Bylaws, but subject to the same limitations, the directors shall have the power to:

- (A) Adopt and /or alter a common seal of the corporation;
- (B) Make and change regulations not inconsistent with these Bylaws for the management of the Association's business and affairs;
- (C) Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them security for faithful service if they deem necessary, and in their discretion, from time to time, to devolve the powers and duties of any officer upon any other person temporarily, subject to the rights, if any, of any such officers, agents or employees under any contract;
- (D) Designate from time to time, the time and place of its Meeting or to authorize the President to do so;
- (E) Appoint a committee or committees on any subject with the powers of the Association's Articles of Incorporation and to define the powers and duties of such committees;

- (F) Select and designate such bank or trust company as they may deem advisable as the official depository of the funds of the Association, and to prescribe and order the manner in which such deposits shall be made and/or withdrawn;
- (G) Recommend to the General Membership that the Association endorse a specific position on current issues and non-partisan candidates, provided:
 - 1. Any individual or group who wishes to obtain an endorsement for an issue or non-partisan race shall submit their request to the First Vice President.
 - 2. The First Vice-President shall present the request at the next regularly scheduled or special Board Meeting. An endorsement shall require a two-thirds (2/3) vote of the Board.
- (H) Change the principal office or the principal business office in Los Angeles County from one location to another; cause the Association to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any Meeting of members;
- (I) Adopt and use a corporate seal; prescribe the forms of membership certificates, if any, and alter the forms of the seal and certificates.

Section 8.3. Vacancies on the Board.

Section 8.3.1. Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following:

- (A) the death or resignation of any Director;
- (B) the failure to fill the full number of seats available during any election.
- (C) declaration upon unexcused absences. Any Director who is absent without excuse for three (3) consecutive Meetings of the Board may be removed from the Board. The Board may declare the seat vacant after notice and opportunity to be heard is provided to the absent Director. A replacement may be named by a simple majority of a quorum of the Board for the remainder of the unexpired term pursuant to Section 8.3.3 of these Bylaws;
- (D) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty pursuant to Section 4.7 of these Bylaws or the California Mutual Benefit Corporations Code; or

- (E) the increase of the authorized number of Directors.

Section 8.3.2. Resignations. Except as provided below, any Director may resign by giving written notice to the President of the Board or to the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the Association would be left without a duly elected Director.

Section 8.3.3. Filling Vacancies. If a member of the Board resigns or otherwise vacates the seat, the Nominations Committee shall recommend a replacement to the Board of Directors at the next regularly scheduled Meeting. The Board may concur with or modify the recommendations of the Nominations Committee. The name of the proposed replacement may be accepted by a simple majority of a legal quorum of the Board, and such Director shall serve only until the next regularly scheduled Meeting of the membership. This person may be elected to the Board through the regular election procedures, provided that staggered terms of office are maintained for Directors, per Section 8.1.2 of this Article.

Section 8.3.4. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 8.4. Directors' Meetings.

Section 8.4.1. Schedule of Meetings. Meetings of the Board of Directors shall be held on the third Thursday of every other month. These Meetings shall be open to all members.

Section 8.4.2. Manner of Meetings.

- (A) In -person Meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the Meeting or, if not so designated, at the principal office of the Association.
- (B) Meetings may also be held via electronic platform provided that (1) each Director participating can communicate with all other Directors participating concurrently, and (2) each Director is provided the means of participating in all matters before the board.

Section 8.4.3. Annual Meeting. The Annual Meeting of the Board of Directors shall take place in the June following the election of Directors by the members in May. The Directors shall hold the annual and regular Meetings for purposes of organization and transaction of other business.

Section 8.4.4. Special Meetings.

- (A) **Authority to Call.** Special Meetings of the Board for any purpose may be called at any time by the President of the Board, if any, the Secretary, or any two Directors.

(B) **Notice.**

1. **Manner of Giving Notice.** Notice of the time and place of Meetings shall be given to each Director by one of the following methods:

- (a) by email;
- (b) by telephone;
- (c) by personal delivery of written notice;
- (d) posted on the Association website accessible to Directors, with separate email notice of the posting;
- (e) by first-class mail, followed by an e-mail transmission, either directly to the Director or to a person at the Director's workplace who would reasonably be expected to communicate that notice promptly to the Director.

All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Association.

2. **Time Requirements.** Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the Meeting. Notices given by personal delivery or telephone shall be delivered at least 48 hours before the time set for the Meeting.

3. **Notice Contents.** The notice shall state the time and purpose of the Meeting, and the place if the place is other than the principal office of the Association.

Section 8.4.5. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn.

Section 8.4.6. Waiver of Notice. Notice of a Meeting need not be given to any Director who, either before or after the Meeting, signs a waiver of notice, a written consent to the holding of the Meeting, or an approval of the minutes of the Meeting. The waiver of notice or consent need not specify the purpose of the Meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the Meetings. Notice of a Meeting need not be given to any Director who attends the Meeting and does not protest, before or at the commencement of the Meeting, the lack of notice to him or her.

Section 8.4.7. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Meeting to another time and place.

Section 8.5. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a Meeting if all members of the board consent in writing to the action.

Section 8.6. Meeting by Electronic Platform. Any action that the Board is required or permitted to take may be taken by means of electronic platform if both of the following apply:

- (A) Each member participating in the Meeting can communicate with all others concurrently,
- (B) Each member is provided the means of participating in all matters, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

Section 8.7. Compensation and Reimbursement. No Director shall be compensated for their services as a Director, officer, or for service on any committee of the Board. However, they may be reimbursed for actual expenses incurred in carrying out activities of the Association.

Section 8.8. Committees.

Section 8.8.1. Committees of the Board. There shall be the following standing committees of the Board of Directors:

- (A) Executive
- (B) Financial
- (C) Nominations
- (D) Personnel
- (E) Legal

The President may appoint committee members or designate the manner in which the committee members will be appointed. The President may appoint one or more Directors as alternate members of any committee, who may replace any absent member at any Meeting.

Any committee member who is absent without excuse for three (3) consecutive Meetings may lose their seat on the committee. The committee may declare the seat vacant after notice and opportunity to be heard is provided to the absent member.

It is advisable that each committee have no more than five (5) members.

Section 8.8.2. Ad Hoc Committees. In addition, the President may, with the concurrence of the Board, establish ad hoc committees as required and appoint chairpersons and members of the same.

Section 8.8.3. Committee Authority and Limitations. Any committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (A) Take any final action on any matter that, under the California Nonprofit Law, also requires approval of the members;
- (B) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (C) Fix compensation of the Directors for serving on the Board or on any committee;
- (D) Amend or repeal bylaws or adopt new bylaws;

- (E) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (F) Create any other committees of the Board or appoint the members of committees of the Board;
- (G) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected.

Section 8.8.4. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning Meetings and other Board actions, except that:

- (A) The time for regular Meetings of committees and the calling of special Meetings of committees may be determined either by Board resolution or, if there is none, by resolution of the committee.
- (B) Minutes of each Meeting of any committee of the Board shall be kept and shall be filed with the corporate records.
- (C) All actions taken by any committee must be reported to and ratified by the Board at its next Meeting.
- (D) The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE IX ELECTION OF DIRECTORS

Section 9.1. Election of Directors. Members of the Board of Directors shall be elected every four (4) years in May by one of the following means:

- (A) at a Meeting of the General Membership;
- (B) by Action by Written Ballot without Meeting, or
- (C) by Electronic Platform, in accordance with the California Mutual Benefit Corporations Code.

Each Regular and Retired Member shall be entitled to one vote in any election. Proxy votes may not be cast. If all available seats on the Board are not filled at any one election, they may be filled at any special Meeting of the Board held for that purpose. Each Director so elected, including a Director elected to fill a vacancy or elected at a special Meeting of the Board of Directors, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 9.2. Submission of Nominations. The names of nominees shall be submitted to the general manager for each board seat no later than April 20th of the year in which the election for Directors will be conducted.

Section 9.3. Election by Written Ballot.

Section 9.3.1. Distribution/Return of Ballots. The ballots will be distributed to members in the first week of May by email or by first-class mail sent to each member's email or street address as shown on the records of the Association. Votes by written ballot must be returned to the Association office by email, first-class mail or personal delivery within the time designated, but no earlier than 15 calendar days from the ballot's email date or the postmarked date of the ballot envelope.

Section 9.3.2. Ballot Tallies. Ballots will be reviewed by the association staff and Nominations Committee.

Section 9.3.3. Notification of Results of Ballot Tally. The winning candidates will be notified within three (3) business days, and the results will be published in the LACCEA newsletter. The results will also be announced at the general membership Meeting in May.

Section 9.4 Election by Electronic Platform. This method of voting will proceed as follows, overseen by a neutral third-party staffed by accountants to allow voter and independent review and recount:

Section 9.4.1. Notification. All members will be notified by email, text message, or first-class mail of the time and place to cast their votes. Reminders will be sent and undelivered notifications will be resent.

Section 9.4.2. Candidates. Candidate profiles will be entered into an Electronic Ballot to inform voters about the candidates running for the position.

Section 9.4.3 Write-Ins. In the event that an insufficient number of candidates are available to fill vacant seats on the Board, write-ins will be allowed.

Section 9.4.4. Confidentiality. Voting will be anonymous and secure. Choices will be confidential and not be seen by other voters. To eliminate the Ballot Order Effect, the order of the listed candidates will change each time a voter opens the ballot.

Section 9.4.5. Access. Voters will access the ballot using their personalized notice identification. Voters will be able to vote, verify choices, and receive confirmation of the vote submission. Results can be accessed on the link provided to each voter during the voting process.

Section 9.4.6. Voting. Voters will be able to vote remotely, using a cellphone, computer, or tablet.

Section 9.4.7 Results. Results will be available on a shared site which can be accessed once the election period is closed.

ARTICLE X OFFICERS

Section 10.1. Officers of the Association. The Association shall have the following officers duly elected in June by the Board of Directors from among the fifteen (15) Directors:

- (A) President,
- (B) Vice President,
- (C) Second Vice President,
- (D) Secretary, and
- (E) Treasurer.

Section 10.2. Election of Officers. The officers of the Association shall be chosen annually by the Board of Directors, and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

Section 10.3 Resignation of Officers. Any officer may resign at any time by giving written notice to the Association. The resignation shall take effect as of the date the notice is received, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section 10.4. Vacancies in Office. 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 10.5. Responsibilities of Officers.

Section 10.5.1. President. The President shall preside over all Meetings of the Membership and Board. The President shall also have such other powers and perform such other duties as may be required of him/her. The President may also appoint committees as authorized by the Board. The President shall be elected by the Board, and shall be a current or former member of the Board and a Regular or Retired member in good standing. For the purposes of giving any reports or executing any documents requiring the signature of the "Chief Executive Officer," the President shall be deemed the to be the Chief Executive Officer of this Association.

Section 10.5.2. First Vice President. The First Vice President shall, in the absence of the President, perform all the duties and have all the power of the President. The First Vice President shall assist the President in any manner requested by the President or the Board. In addition to the abovementioned duties, the First Vice President is responsible for the agenda for the Annual Membership Meeting. This responsibility will include coordinating guest speakers, topics of discussion, and facilities. The agenda will be submitted to the President at least three (3) calendar days prior to the Meeting. The First Vice President shall be elected by the Board, and must be a Regular or Retired member in good Standing.

Section 10.5.3. Second Vice President. The Second Vice President shall assist the First Vice President in any manner requested by the President, First Vice President or the Board. In the absence of the President and First Vice President, the Second Vice President shall have the full power of the President. The Second Vice President will also assist the First Vice President in the preparation of the agenda for the Annual Membership Meeting. The Second Vice President shall report in writing to the President on the status of all standing and ad hoc committees including an evaluation of their effectiveness. The Second Vice President shall be elected by the Board and must be a Regular or Retired member in good standing.

Section 10.5.4. Secretary. The Secretary shall keep a record of all membership Meetings and of all Board Meetings. The Secretary shall keep the corporate seal and shall make proper entries in the Books of the Association. The Secretary shall serve all notices required by the Bylaws of the Association. The Secretary shall be elected by the Board and must be a Regular or Retired member in good standing.

- (A) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Association's principal office or such other place as the Board may direct, a book of minutes of all Meetings, proceedings, and actions of the Board, of committees of the Board, and of members' Meetings. The minutes of Meetings shall include the time and place that the Meeting was held, whether the Meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee Meetings, and the number of members present or represented at members' Meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and Bylaws, as amended to date.
- (B) **Membership Records.** The Secretary shall keep or cause to be kept, at the Association's principal office or at a place determined by resolution of the Board, a record of the Association's members, showing each member's name, street and/or email address, and class of membership.
- (C) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all Meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the Bylaws may prescribe.

Section 10.5.5. Treasurer. The Treasurer shall be the fiscal officer for the Association. The Treasurer shall maintain a book of accounts and all receipts and disbursements, and such other financial accounting information that may be required by the Board. The Treasurer shall be elected by the Board and must be a Regular or Retired member in good standing. For the purposes of giving any reports or executing any documents requiring the signature of the "Chief Financial Officer," the Treasurer shall be deemed to be the Chief Financial Officer of this Association.

- (A) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
- (B) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Board may designate, shall disburse the Association's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- (C) **Policies and Procedures.** The Treasurer will follow the policies and procedures set forth in the Association's manual for the purposes of day-to-day financial management.

Section 10.6. General Manager. A General Manager may be appointed by the Board, and shall serve at the pleasure of the Board, subject to the rights, if any, of any Association employee under any contract of employment. The General Manager is not an officer of the Association and is subject to the supervisory powers and control of the President and the Board. The General Manager shall supervise, direct, and control the Association's day-to-day activities, affairs, and employees. The General Manager shall attend Meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. The General Manager shall have such other powers and duties as the Board and the Bylaws may prescribe.

Section 10.7. Officer's Inability to Perform Duties of the Office. In the event of any officer's extended absence (more than thirty (30) days), refusal or inability to perform the duties of an office the Board shall assign the duties of the officer to an alternative member until such time that the officer is able to resume the duties of the office if the officer is unable to resume the duties of the office, or resigns the office, the Board shall name a replacement who shall complete the remainder of the unexpired term.

ARTICLE XI INDEMNIFICATION

Section 11.1. Right of Indemnity. To the fullest extent permitted by law, this Association shall indemnify its Directors, council advisors, officers, employees, and other persons described in the California Mutual Benefit Corporations Code, including persons formerly occupying any such positions, 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 that Code, and including an action by or in the right of the Association, by reason of the fact that the person is

or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in the California Mutual Benefit Corporations Code.

Section 11.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under the California Mutual Benefit Corporations Code, the Board shall promptly determine under the California Mutual Benefit Corporations Code, whether the applicable standard of conduct set forth in the Code has been met and, if so, the Board shall authorize indemnification.

Section 11.3. 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 13.1 and 13.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association 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 Association for those expenses.

ARTICLE XII PARLIAMENTARY PROCEDURE

Section 12.1. Roberts Rules of Order. Roberts Rules of Order shall govern the procedure of meetings in all cases where they do not conflict with the Bylaws.

Section 12.2. Parliamentarian. The President may appoint a Parliamentarian to advise the President on rulings on disputed points of parliamentary procedure at any Meetings of the Association.

ARTICLE XIII INSURANCE

Section 13.1. Insurance. The Association 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.

ARTICLE XIV RECORDS AND REPORTS

Section 14.1. Maintenance of Corporate Records. The Association shall keep:

- (A) Adequate and correct books and records of account;
- (B) Written minutes of the proceedings of its members, Board, and committees of the Board; and

- (C) A record of each member's name, street and/or email address, and class of membership.

Section 14.2. Inspection by Directors. Every Director shall have the right at any reasonable time to inspect the Association's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries, if any. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 14.3. Annual Report. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Association's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (A) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.
- (B) The principal changes in assets and liabilities, including trust funds.
- (C) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes.
- (D) The expenses or disbursements of the Association for both general and restricted purposes.

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

This requirement of an annual report shall not apply if the Association receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing.

Section 14.4. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the Association shall annually prepare and provide to each member and to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the Association's fiscal year:

- (A) Any transaction (1) in which the Association was a party, (2) in which an "interested person" had a direct or indirect material financial interest, and (3) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is any Director or officer of the Association, but mere common directorship shall not be considered such an interest; or

- (B) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Association under Article 13 of these Bylaws.

**ARTICLE XV
CONSTRUCTION**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Mutual Benefit Corporations Code, shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE XVI
AMENDMENT OR RESTATEMENT OF THE BYLAWS**

Section 16.1. Review of Proposed Bylaw Changes by the Board. Bylaw changes shall be submitted in writing and presented to the Board for review. The Board shall review the proposed bylaw changes at their next regularly scheduled Meeting but no later than the April Meeting or at a special Meeting as provided in Section 8.4 of these Bylaws. The proposed Bylaw change(s), together with the comments and recommendations of the Board shall be presented at the next regularly scheduled Annual Membership Meeting, or via an Action Without Meeting of the General Membership, or by Electronic Platform as provided in these Bylaws.

Section 16.2. Copies of Proposed Bylaw Changes to Members. All members of the Association must receive access to the proposed changes to the Bylaws at least fifteen (15) days prior to the Meeting at which the Bylaws changes are to be voted upon.

Section 16.3. Approval by Members. At the Meeting of the membership, a vote shall be taken on adoption of the proposed Bylaws changes. It shall take a majority of those Regular and Retired members voting to adopt the proposed Bylaw changes, which shall take effect immediately.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Los Angeles County Chicano Employees Association, Inc., a California Mutual Benefit Corporation, and that the above Bylaws, consisting of ___ pages, are the Restated Bylaws of this Association as adopted by the Board of Directors on _____, and approved by the General Membership on May ____, 20__, and that they have not been amended or modified since that date.

Executed on May ____, 20__, at Los Angeles, California.

Secretary