



TULARE COUNTY LEAGUE OF MEXICAN-AMERICAN WOMEN BY-LAWS

Article I: NAME OF CORPORATION

The name of this corporation shall be “Tulare County League of Mexican-American Women, Inc.” (Hereinafter referred to as TCLMAW or the Corporation.)

Article II HEADQUARTERS OF CORPORATION

Section 1 Principle office

The principal office of this Corporation may move with the change of President, Historian or Parliamentarian as agreed upon by the board of directors and shall be located in County of Tulare, State of California.

Article III PURPOSE OF CORPORATION

Section 1

This Corporation is irrevocably dedicated to charitable and educational purposes.

Section 2

The purpose of this Corporation is to involve Latina Women of Tulare County in the social, political and economic institutions of our society as full participants by promoting and offering educational, leadership and informational programs. Additionally, TCLMAW will strive to develop programs that will enable the community to gain a better understanding of the culture and needs of Latinos.

Section 3

No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distribution of statements) on behalf of any candidate for public office.

Furthermore, but not in limitation of the foregoing proposes TCLMAW shall also engage in the following:

- Provide and develop leadership programs/workshops.
- Establish and maintain a system of networking with other organizations in the community.
- Sponsor cultural events that will focus on values and traditions of Latinos.

- Inform Latina women of local, state, and federal issues as they relate to Latinos and their families.
- Provide scholarships to eligible students and reentry students seeking education at a post secondary institution.
- Provide a support system for Latina women.
- Develop programs and projects to aid Latino women and their families in key decisions-making roles as they effect living conditions, health issues, nutritional factors, educational and employment opportunities.

Article IV: MEMBERSHIP

Section 1 Qualification of members

Any person, without regard to sex, race, color, creed, national origin, sexual orientation or physical disability, who subscribes to the principles, purpose, and objectives as stated in the Articles of Incorporation and By-Laws of this Corporation, and pays dues as set by TCLMAW, may be a member of this Corporation.

Section 2 Determination and rights of members

The Corporation shall have two classes of members, active or associate. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation or By-Laws of this Corporation, all active memberships shall have the same rights, privileges restrictions and conditions. Associate members will not have the right to vote, hold office or receive discounts to TCLMAW events.

Section 3 Definition of member a in good standing

An active member in good standing is a person who is current as to payment of dues, subscribes to the principles, purposes and objectives of the Corporation, attends TCLMAW meetings and or serves on a committee or subcommittee.

An associate member in good standing is a person who is current as to payment of dues and subscribes to the principles, purposes and objectives of the Corporation.

Section 4 Admission of members

Applicants shall be admitted to membership upon making an application in writing and payment of the application fee and/or first annual dues, as specified in the following section of these By-Laws.

Section 5 Fees, dues and assessments

- (a) Fees shall be in such amount as may be specified from time to time by resolution of the Board of Directors and shall be charged for, and payable with, the application for membership.
- (b) The annual dues payable to the Corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.
- (c) Memberships shall be non-assessable.

Section 6 Number of members

There is no limit on the number of members that the Corporation may admit.

Section 7 Membership book

The Corporation shall keep an updated membership list containing the name and address of each member. Said list or a copy thereof shall be kept by the membership chair and shall be available for inspection by any Board of Director or member of TCLMAW.

Section 8 Non-transferability of memberships

No member may transfer for value a membership or any right arising therefrom. All rights of membership shall cease upon the member's death.

Section 9 Termination of membership

- (a) Grounds for termination. The membership of member shall terminate upon the occurrence of any of the following events:
 - (1) Upon written resignation delivered to the President or Recording Secretary of the Corporation personally or my mail. Such membership shall terminate upon the date of delivery of the notice or date of deposit in the mail.
 - (2) Upon determination by a two thirds (2/3) vote of all of the Board of Directors that there is sufficient cause to expel a member.
 - (3) Upon a failure to renew her or his membership by paying dues on or before their due date. Such termination shall be effective (60) days after a written notification of delinquency is given personally or mailed to such member by the Recording Secretary of the Corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(b) Procedure for expulsion. Following the determination that a member should be expelled under subparagraph (a) (2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by certified or registered mail to the last address of the member as shown on the Corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board. The notice to the member or her or his proposed expulsion shall state the date, time, and place of the hearing on her or his proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, or suspended, or sanctioned in some other way. The decision of the board shall be final.

(4) Any person expelled from the Corporation shall not receive a refund of dues already paid.

Section 10 Rights on termination of memberships

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

Article V: BOARD OF DIRECTORS

Section 1 Number and composition

The corporation shall have no less than three (3) or no more than ten (10) officers and collectively they shall be known as the Board of Directors. The Board of Directors shall consist of elected officers, appointed officers, chairpersons of the standing committees and the immediate past President. Nominations for elected officers (Executive committee) shall be opened at the September Quarterly membership meeting. Standing committee chairs and appointed officers shall be installed at the December Quarterly meeting and commence duties on January first of the new fiscal year. The Board of Directors shall be elected or appointed from the active members of TCLMAW. The number of Board of Directors may be changed by amendment of this by-law, or by repeal of this By-Law and adoption of a new By-Law.

Section 2 Powers

Subject to the limitations contained in the Articles of Incorporation and these By-Laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any

person or persons or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

- (a) Perform any and all duties imposed on them collectively or individually By-Laws, by the Articles of Incorporation of this corporation, or by these By-Laws.
- (b) Appoint and remove, employ and discharge, and accept as otherwise provided in these by-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these By-Laws.
- (e) Appoint such special or advisory committees as are necessary for the conduct business of the Corporation.
- (f) Approve all contracts made on behalf of the corporation.

Section 3 Terms of office

The following Board of Directors shall serve for a period of two (2) years or until her successor is elected: President, Vice-President, Treasurer and Recording Secretary. Appointed positions, standing committees and appointed offices as specified in these by-laws and Correspondence Secretary shall serve one (1) year or until her successor is deemed qualified. Election of Treasurer and Recording Secretary will not be held during the same year as elections for the offices of President and Vice-President. The Vice-President shall serve in that office for two (2) years and as President the following two (2) years.

Section 4 Compensation

Board of Directors shall serve without compensation. A Board of Director, with approval of the Board of Directors, may be allowed reasonable advances or reimbursement for expenses incurred in the performance of her regular duties.

Section 5 Restriction regarding interested Board of Directors

Notwithstanding any other provision of these By-Laws, not more than forty-nine (49) percent of the persons serving on the Board of Directors may be interested persons. For purpose of the Section, "Interested person," means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months. Whether as a full- or part-time officer of other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board of Director as a Board of Director; or
- (b) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 6 Place of meetings

Any meeting, regular or special, may be held by conference telephone, electronic mail or similar communications equipment, so long as all Board of Directors participating in such meeting can hear one another.

Section 7 Regular meetings

Regular meetings of Board of Directors shall be held at least once every month with the exception of one month. The place, date and hours of regular meetings shall be set by the Board of Directors. All Board of Directors shall attend all meetings unless excused by the President or, in case of her unavailability, by the Vice-President. No Board of Directors will be permitted more than three excused absences and no unexcused absences. The Board of Directors will take appropriate action to deal with absences.

Special meetings of the Board of Directors may be called by the President; the Vice-President and such meetings shall be held at the place, designated by the person calling the meeting.

Section 9 Notice of meetings

Regular meetings of Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon four (4) days notice by first class mail, electronic mail or forty-eight (48) hours notice delivered personally by hand, by telephone or by telegraph.

Section 10 Contents of notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board of Directors meeting shall be specified in the notice.

Section 11 Quorum for meetings

A quorum shall consist of one half (1/2) of the members of the Board of Directors. Except as otherwise provided in these By-Laws or in the Articles of Incorporation, no business shall be considered by the Board of Directors at any meeting at which a quorum, as herein defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.

The Board of Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Board of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or By-Laws of this corporation.

Section 12 Majority action as board action

Every act of decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or By-Laws of this Corporation, or provision of the California Non-Profit Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Board of Director has a material financial interest (Section 5233) and indemnification of Board of Directors (Section 5238e), require a greater percentage of different voting rules for approval of a matter by the Board of Directors.

Section 13 Conduct of meetings

Meetings of Board of Directors shall be presided over by the President or the Corporation or, in her absence by the Vice-President of the Corporation or in the absence of each of these person, by a Chairperson chosen by a majority of the Board of Directors present a the meeting. The Recording Secretary of the Corporation shall act as secretary of the meeting.

Meetings shall be governed by any rules that are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation of these corporation, or with provisions of law.

All meetings shall open with a reading of the TCLMAW prayer.

Section 14 Action by unanimous written consent without consent meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as the unanimous vote of the Board of Directors. For emergency decisions a phone and or electronic mail vote may be taken by the President of any dully-assigned agent.

Section 15 Vacancies

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

The Board of Directors may declare vacant the office of a Board of Director who has been declared of unsound mind by 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 et seq. of the California Non-Profit Public Benefit Corporation Law.

Any director may resign effective upon giving written notice to the President unless the notice specifies a later time for the effectiveness of such resignation. No Board of Director may resign if the Corporation would then be left without a duly elected Board of Director or Board of Director in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board of Directors may be filled by a majority of Board of Directors then in office, whether or not less than a quorum, or a sole remaining Board of Director.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election or appointment of the Board of Directors or until her or his death, resignation or removal from office.

Section 16 Indemnification by Corporation of Board of Directors, Officer, Employees and other Agents

To the extent that a person, who is, or was, a Board of Director, officer, employee or other agent of this corporation has been successfully on the merits in defense or any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person by reason of the fact that she or he is, or was, and agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines settlements and other amounts reasonably incurred in connection which such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Public Benefit Corporation Law.

Section 17 Insurance for corporate agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liabilities other than for violating provisions of law, relating to self-dealing (Section 5233 of the California Non-Profit Public Benefit Corporation) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the California Non-Profit Public Benefit Corporation Law.

Section 18 Removal and resignation

- (a) Recommendation for removable of an officer selected by the membership may be recommended by the majority of the Board of Directors.
- (b) A two-thirds (2/3) affirmative vote by a quorum of the membership in written ballot is required to remove from office officers elected by the membership. For officers appointed by the Board of Directors, a majority affirmative vote by a quorum of the Board of Directors membership.
- (c) Any officer appointed by the Board of Directors may be removed with or without cause, by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Recording Secretary of the Corporation. 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 and which related to the employment of any officer of the Corporation.

Section 19 Procedure of removal

Officers may be removed from office under the following procedure:

- (1) A notice shall be sent by certified or registered mail to the last address of of the officer specifying the charges by a member of members of the corporation against the officer.
- (2) Said charges must also be simultaneously filed with the Board of Directors.
- (3) A hearing open to all members must be held within thirty (30) days by the Board of Directors. An impartial non-member selected by the Board of Directors shall serve as chairperson of the hearing.

Section 20 Vacancies

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. Vacancies occurring in offices or officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

Section 21 Compensation

The salaries of the officers, if any, shall be fixed and defined time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that she or he is also a Board of Director of the Corporation provided, however, that such compensation paid a Board of Director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Article V Section 5 of these By-Laws.

In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for service actually rendered the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

Article VI: ELECTED OFFICERS

The elected officers of this Corporation, also known as the executive committee, shall be a President, a Vice-President, a Recording Secretary, a Correspondence Secretary, and a Treasurer, who shall be the chief financial officer. Election of the officers shall take place at the December quarterly membership meeting and said newly elected officers shall take office in January, commencing a new fiscal year. The Corporation may also have, as determined by the Board of Directors, other officers. Any number of offices may be held by the same person except that neither those of the Correspondence Secretary nor Recording Secretary nor the Treasurer may serve as the President.

Article VII: QUALIFICATION OF ELECTED 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 1 President

The President shall be an active member in good standing for one year prior to nomination and must have served at least one year on the Board of Directors as an elected officer.

Section 2 Subordinate officers

Any active member in good standing may serve as officer of this Corporation.

Article VIII ELECTED OFFICER RESPONSIBILITIES

Section 1 President

The President of the Corporation shall preside at all meetings of the Corporation and the Board of Directors.

The President shall serve as ex-officio member of all standing and ad hoc committees.

The President shall represent the Corporation at all functions requiring representation from TCLMAW or shall designate an official representative as appropriate.

The President, with executive committee approval, shall sign contracts and any other instruments connected with the business affairs and professional activities of the Corporation for and on behalf of the Corporation and in its corporate name.

The President shall perform all other duties not specifically delegated to other officers, committees, or persons but required to further the aims and objectives of TCLMAW, with approval of the executive committee.

The President shall appoint a Parliamentarian, a Historian and any standing committee chairs.

Section 2 Vice-President

The Vice-President shall serve as chairperson of all official meetings of the corporation in the absence of the President.

The Vice-President shall serve as the administrative arm of the President.

The Vice-President shall work with all standing committees and ad hoc committees' chairs in meeting budgetary requirements and in developing time frames and programs for each project.

Section 3 Recording Secretary

The Recording Secretary is responsible for composing the agenda for the Board of Directors monthly meetings and forwarding to Board of Directors as requested.

The Recording Secretary shall take minutes of each official meeting of the Board of Directors, regular or special and of the general membership meetings.

The Recording Secretary shall distribute copies of the minutes of the previous meeting at the subsequent meeting and make corrections as need at the request of members of the Board of Directors and or general membership.

The Recording Secretary shall keep records of the minutes of all meetings of the Board of Directors, of the Executive Committee, and of all the general business meetings of the Corporation in one or more books provided for that purpose with the time and place of the holding of the meetings, how they were called or authorized, the notice given thereof, the names of those present and the proceedings thereof. The Recording Secretary shall see that all notices are given in accordance with the provisions of the By-Laws.

Section 4 Correspondence Secretary

The Correspondence Secretary shall receive and answer all official correspondence for the Corporation.

The Correspondence Secretary shall perform all other duties not inconsistent with these By-Laws as are incidental to the Board of Directors or the President of the Corporation.

The Correspondence Secretary shall compose and send an annual calendar containing the dates of all regular scheduled meetings and known events to the general membership in January of each year.

The Correspondence Secretary is responsible for composing the bimonthly newsletters and meeting announcements to the general membership.

Section 5 Treasurer

The Treasurer shall serve as custodian of all monies collected for and by the Corporation.

The Treasurer shall establish all checking and savings accounts for the Corporation, establish and maintain a bookkeeping system, and pay upon authorization of the Board of Directors all bills incurred on behalf of the Corporation.

The Treasurer shall render a financial statement of her accounts to the Board of Directors and General Membership at such time as may be required.

The Treasurer shall exhibit the books of account of the Corporation and all securities, vouchers, papers, and documents of the Corporation in her custody to an member or designee of the Board of Directors upon request.

The Treasurer shall arrange for an annual audit of the Corporation's financial accounts.

The Treasurer shall in general have such other powers and perform such other duties not inconsistent with these By-Laws as are incidental to the office of Treasurer or as may be assigned to her from time to time by the Board of Directors or the President.

The Treasurer shall be responsible for reporting to the Board of Directors any changes in the tax laws that affect the ways in which the Corporation solicits money or issues receipts and will oversee the required language related to tax information on tickets to all TCLMA events.

The Board of Directors may require the Treasurer and all other fiscal officers to give a bond for the faithful discharge of her duties in such sum and form and with such surety as the Board of Directors may determine. The cost of such bond shall be borne by the Corporation.

ARTICLE IX ELECTION OF ELECTED OFFICERS

Section 1 Nominations Committee

Elected offices shall be nominated by a Nominations Committee. The Committee shall be appointed at the September quarterly meeting to serve the following year. A nomination petition containing five (5) members signature must be filed with the Nominations Committee chair prior to nominations from the floor.

Section 2 Election Procedures

Elections shall be:

- (a) Held at the December quarterly meeting.
- (b) Held by ballot unless only one candidate is running, in which case, a voice vote may be held.
- (c) The President shall appoint tellers to be supervised by the Nomination Committee Chair. In the vent that the Chair is a candidate, the Parliamentarian, unless herself a candidate, will serve as supervisor. Should both the Chair and Parliamentarian be candidates, one of the above listed officers not nominated shall serve as supervisor.
- (d) The tellers may not be candidates.
- (e) The majority vote elects an officer.
- (f) In the event of a tie, a re-ballot between the tied candidates will be held and the majority vote will elect.
- (g) If the re-ballot results in a tie, the candidates shall draw lots.

ARTICLE X VACANCIES IN ELECTED OFFICE

Section 1 The Presidency

A vacancy in the office of the President shall be filled by the Vice-President for the duration of the unexpired term.

If a vacancy in the office of the President occurs before a President elect takes office, a new candidate shall be nominated by the Executive Committee and the Presidency ratified by the Board of Directors.

Section 2 Other offices

Vacancies in other elected offices shall be filled by the Board of Directors for the unexpired term. In the event that 50% or more of the elected offices are vacated, a special election shall be called to fill each office for the unexpired term.

ARTICLE XI APPOINTED OFFICES

Section 1 Parliamentarian

The Parliamentarian shall monitor all meetings of the Board of Directors and quarterly meetings to see that all rules of order are followed according to Robert's Rules of Order.

Section 2 Historian

The Historian shall be the custodian of all records and documents of the Corporation.

ARTICLE XII COMMITTEES

Committees will consist of Standing Committees and Ad Hoc Committees. Committee members representing the Corporation at or to outside activities or other organizations will report to the Board of Directors before taking action on behalf of the Corporation.

Section 1 Standing committee

The Corporation shall have as Standing Committee: Public Relations, Program, Ways & Means, and Membership. Standing Committee Chairs shall serve on the Board of Directors as voting members and are appointed by the newly elected officers and ratified at the January goal setting meeting.

Section 2 Standing committees composition

Standing Committees shall have no less than two (2) nor more than twenty (20) members and will consist of a one (1) Standing Committee Chair and members in good standing of the organization.

Section 3 Standing committees' purposes

- (a) Public Relations: The Public Relations Committee shall issue news releases, represent the Corporation as deemed and approved by the Board of Directors, and make public contact with the media. Public Relations Committee will be responsible for marketing and ticket sales for all events. Shall attend events held by other organizations, government, public agencies and businesses as representatives of the Corporation in order to establish and maintain relationships necessary and profitable to the Corporation.
- (b) Program: The Program Committee will be responsible for developing educational programs for TCLMAW members and the community and for the Cultural Arts Programs sponsored by or participated in by TCLMAW.
- (c) Ways & Means: The Ways & Means Committee will overview the fiscal matters of the Corporation including but not limited to reviewing all TCLMAW budgets, recommending approval or amendments of all budgets to the Board of Directors, and assisting in her functions. This Committee also will research and propose new funding and fund raising options for the Corporation.
- (d) Membership: The Membership Chair will develop and maintain the list of all members, active and associate, collect the dues, recruit new members. The chair of this committee will chair the Nominating Committee and be responsible for presenting a slate of Officers and Directors to the active membership for election at the September quarterly meeting. Shall maintain important information about members, such as birthdays and anniversaries, set up system to keep informed about significant events in the lives of members, including but not limited to major employment promotions, weddings, deaths or serious illnesses and to send cards or perform other gestures of friendship on behalf of the Corporation. The Membership Chair is responsible for providing refreshments for meetings of the membership.

Section 4 Ad Hoc committee

The Board of Directors shall have the power to appoint Ad Hoc Committees to fulfill certain tasks as required. Ad Hoc Chairs shall be required to report to the Board of Directors at the monthly board meetings as deemed necessary by the Board of Directors. Education Committee is appointed annually.

- (a) Education: The Education Committee shall be responsible for establishing criteria and selection of scholarship recipients, recruit members to represent the Corporation on education boards and commissions, and network with other educational organizations at the local, state and national levels.

Section 5 Other committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These additional committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as “advisory” committees.

Section 6 Meetings and action of committees

Meetings and action of committees shall be held and governed by the By-Laws and taken in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of committee meetings to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

Section 7 Committee fiscal responsibilities

Committees shall be responsible for submitting program or project budgets to the Board of Directors 60 days prior to commencement of program year, with the exception of annual fundraising projects budgets for which shall be submitted to the Board of Directors prior to said function. Any budget line item revised over \$100.00 must be submitted to the Board of Directors for approval.

Any contracts required by the Corporation must be submitted to the Board of Directors for final authorization. The President or a designee appointed by the Board of Directors will be required to sign all contracts on behalf of the Corporation.

ARTICLE XIII MEMBERSHIP MEETINGS

Section 1 Quarterly meetings

- (a) General business meetings will be held quarterly in months of March, June, September (nominations) and December (installation). The general membership will be notified of the time and place of these regular meetings by mail or electronic mail at the beginning of each fiscal year. At each meeting, the President will make a report and call on other Directors to report on developments to the group. In addition, the annual goal setting conference will be held annually. All members will be invited and dully notified.

- (b) Quorum shall consist of twenty (20) % of the total membership.
- (c) The affirmative vote of a majority of members present at the meeting shall be called for and required only for approval of any major shift in a project or the direction of TCLMAW, change in amount for dues or a proposed change in the Articles of Incorporation or By-Laws.

Section 2 Special meetings

- (a) Special meetings may be called by the President or a majority of the Board of Directors, or upon presentation to the Board of Directors of a petition signed by two thirds (2/3) of the total membership after which the President must schedule a special meeting within twenty (20) days. Written notice must be sent to the membership at least ten (10) days prior to the meeting. Only business specified at the special meeting.

Section 3 Parliamentary procedure

All meetings shall be conducted according to Robert's Rules of Order. The President shall appoint a Parliamentarian to monitor all meetings of the Board of Directors and quarterly meetings to see that all rules of order are followed.

Section 4 Special meetings of members

Meetings of members shall be called by the Board of Directors of the Corporation. In addition, special meetings of the members for the propose of the removal of a Board of Director and election of their replacements may be called by petition signed by at least two thirds (2/3) of the members.

Section 5 Notice of meetings

- (a) Time of notice: Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Correspondence Secretary of the Corporation not less than five (5) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given my mail.
- (b) Contents of notice: Notice of a membership meeting shall state the place, date, and time of the meeting. The notice of any meeting at which officers are to be elected shall include the names of all those who are nominees at the time notice is given to members.

- (c) Special notice rules for approving certain proposal: If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
1. Removal of Directors without cause.
 2. Filling of vacancies on the Board by the members.
 3. Amending the Articles of Incorporation and;
 4. An election to voluntarily wind up and dissolve the Corporation.

Section 7 Conduct of meetings

Meetings shall be governed by rules adopted by the Board of Directors, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation, or with any provision of law.

Section 8 Majority action as membership action

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless it is inconsistent with the Articles of Incorporation of this Corporation, or with any provision of law.

Section 9 Voting rights

Each active member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by hand or verbal count.

ARTICLE XIV EXPENSES

All expensed incurred by members of the Corporation shall be reimbursed by the Treasurer upon request of a Board of Director subject to the following restrictions:

- No member shall incur expenses without prior Board of Directors authorization.
- Reimbursement shall be made for actual expenditures only.
- Expenditures must be itemized on a proper request for payment form with vouchers to document the expense.
- Reimbursement forms are to be submitted within a reasonable time after incurring the expense.
- Members using their own vehicles and representing TCLMAW (with prior Board of Directors approval) shall be eligible to receive mileage reimbursement at the rate set by the Board of Directors.

- Members representing TCLMAW with prior Board of Directors approval at conferences or meetings requiring the members to stay over night shall be eligible to receive either reimbursement for actual costs with a meal limit of \$32.00 per day, or a per diem rate set by the Board of Directors.

ARTICLE XV OPERATION PROCEDURES

Section 1 Fiscal year

Fiscal year shall be from January 1, to December 31st.

Section 2 Annual dues

- (a) Amount shall be revised and set only by majority vote of the membership.
- (b) Payment of these dues shall qualify members for participation in all meetings of the Corporation, except executive session, in accordance with rules of these meetings.

Section 3 Fundraising activities

Fundraising activities of the Corporation or monies collected in the name of the Corporation shall be done only with the full knowledge and approval of the Board of Directors.

ARTICLE XVI EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 Execution of instruments

The Board of Directors, except otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the Corporation 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 specific instances. Unless so authorized to bind the Corporation by any contract or engagement or to plead its credit or to rend it liable monetarily for any propose or in any amount.

Section 2 Check and notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or depositories as the Board of Directors may select.

Section 4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift bequest, or devise for the charitable or public purpose of this Corporation.

ARTICLE XVII CORPORATE RECORDS AND REPORTS

Section 1 Maintenance of Corporation records

The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Board of Directors, committees of the Board and members, of all meetings, 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 account of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, indicating their names and addresses, and if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of the Corporation's Article of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2 Director's inspection rights

Every Board of 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 3 Member's inspection rights

Each and every member in good standing shall have the following inspection rights, for purpose reasonable related to such person's interest as member:

- (a) To inspect and copy the record of all member's names, addresses and voting rights, for purpose reasonably related to such person's interest as a member.
- (b) To inspect at any reasonable time the books, records, or minutes of proceedings for the members, or of the Board of Directors, or of any Committees, upon written demand on the Corporation by the member, for purpose reasonably related to such person's interest as a member.

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.

ARTICLE XVIII AMENDMENT OF ARTICLES

Section 1 Amendment of articles after admission of members

After members have been admitted to the Corporation amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and ratified by the approval of the members of this Corporation.

Section 2 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 Corporation nor the name and addresses 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 Non-Profit Corporation Law.

ARTICLE XIX PROHIBITION AGAINST SHARING CORPORATE PROFIT AND ASSETS

Section 1 Prohibition against sharing corporate profit and assets

No member, Board of 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 operation 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 by these By-Laws and is fixed by resolution of the Board of Directors: and no such person or person shall be entitled to share in the distribution of, and shall not receive, and of the Corporate assets on dissolution of Corporation. All members, if any, of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in hands of the Board of Directors, shall be distributed as required by the Article of Incorporation of this Corporation and not otherwise.