

**AMENDED AND RESTATED BYLAWS OF  
MANA DE SAN DIEGO  
a California Nonprofit Public Benefit Corporation**

**ARTICLE I. NAME**

The name of this corporation (the “**Corporation**”) is MANA DE SAN DIEGO.

**Section 1. Meaning of Words.**

All words used herein in the singular shall include the plural; the present tense shall include the future tense; and the feminine gender shall include all gender identities.

**ARTICLE II. PURPOSE**

**Section 1. Intention.**

The Corporation is organized exclusively to promote the full and equal participation of Latinas in the social, educational, economic, and political arenas of the United States; and to promote respect and appreciation for the cultural diversity of the Latino community. The Corporation shall honor the fact that Mexican American women founded MANA in 1974 in all relevant literature and communications.

**Section 2. Mission Statement.**

The Corporation empowers Latinas through education, leadership development, community service and advocacy.

**ARTICLE III. CORPORATE STATUS**

**Section 1. Compliance with IRS.**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes as may qualify it for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or its successor provisions.

**ARTICLE IV. OFFICES**

**Section 1. Principal Office.**

The corporation's principal executive office shall be fixed and located at such place as the Board of Directors (the “**Board**”) shall determine. The Board is granted full power and authority to change said principal executive office from one (1) location to another.

**Section 2. Other Offices.**

The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE V. MEMBERSHIP**

**Section 1. Eligibility.**

Any individual or entity, regardless of race, sex, national origin, religion, age, sexual orientation, or political affiliation, who is committed to the mission and goals of the Corporation and who has a genuine concern for the needs and issues relevant to Latinas, is eligible for individual categories of membership.

**Section 2. Membership.**

The Corporation shall have one class of members who shall all be individuals with the same rights. Members shall not have an interest in the property and assets of the Corporation or hold more than one membership in the Corporation. Membership shall be automatic upon payment of dues for the appropriate membership category, as established from time to time by the Board. Corporate sponsors may be granted a set number of individual memberships and such members shall register with the Corporation and meet the requirements for membership as set by the board.

**Section 3. Membership Dues.**

Each member in good standing, within the time and on the conditions set by the Board, must pay annual dues in amounts established from time to time by the Board. The dues shall be equal for all members within the same category of membership. Notwithstanding this provision, the Board may, at its discretion, adjust dues for membership according to financial or equitable considerations, provided all similarly situated members are treated in a similar and non-discriminatory manner.

**Section 4. Termination of Membership.**

- (a) Causes of Termination. The membership of any member shall be terminated upon the occurrence of any of the following events:
  - (1) The resignation of the member;
  - (2) Expiration of the member's period of membership;
  - (3) The occurrence of any event which renders such member ineligible for membership; or
  - (4) The determination by the Board, or by a special committee appointed by the Board, that the member has failed, in material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

- (5) The removal without cause by a vote of 2/3 of the Board then in office.
- (b) Procedure for Expulsion. Following any determination that a member may be subject to expulsion under Section 4(a)(4) above, the following procedures shall be followed prior to any expulsion:
- (1) A notice shall be sent by prepaid first class, or registered mail to the most recent address of the member as shown on the Corporation's records setting forth the proposed expulsion and the reason therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion and shall advise the member:
- a) That the member has an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion.
- b) That the hearing will be held by a special member expulsion review committee ("**Expulsion Review Committee**") composed of not fewer than three directors appointed by the President.
- c) Of the date, time and place of the hearing on the members proposed expulsion.
- (2) The hearing shall be held in accordance with procedures established by the Board, which procedures must be set forth in the notice.
- (3) Following the hearing, the Expulsion Review Committee shall decide whether or not the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the Expulsion Review Committee shall be final.
- (c) Refund of Dues. Any person expelled from the Corporation shall be eligible, upon request, to receive a pro rata refund of dues already paid.
- (d) Reinstatement of Membership after Expulsion. Upon written request signed by the former member and filed with the Secretary of the Board, the Board, by affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board may deem appropriate.

## **ARTICLE VI. MEETINGS OF MEMBERS**

### **Section 1. Place of Meetings.**

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board and may be held virtually.

### **Section 2. Annual Meetings.**

The annual meeting of members shall be held in November of each year, unless the Board establishes another date and so notifies the members as provided in Section 4 of this ARTICLE VI.

### Section 3. Special Meetings.

- (a) Who can call a special meeting. A special meeting of the members may be called for any proper purpose at any time by any of the following: (i) a majority of the members of the Board, (ii) the President, or (iii) five percent (5%) or more of the members entitled to vote.
- (b) Special meeting called by members. If a special meeting is called by the members, the request shall be submitted by such members in writing, specifying the members making such request and the nature of the business proposed to be transacted. The request shall be delivered personally or sent by registered mail to the President of the Corporation. Nothing contained in this provision will be construed as limiting, fixing or affecting the time when a special meeting of the members may be called by action of the President or the Board.

### Section 4. Notice of Meetings.

- (a) General Notice Requirements. All notices shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of an annual meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members. Pursuant to Section 5512 of the California Corporations Code, matters that are not noticed in accordance with this provision may not be voted upon at a meeting.
- (b) Notice of Certain Agenda Items. If action is proposed to be taken at any meeting on any of the following, the notice shall also state the general nature of the proposed action:
  - (1) Subject to Section 4(a)(2) of ARTICLE VIII, removal of a director for cause;
  - (2) Subject to Section 4(b) of ARTICLE VIII, filling a vacancy on the Board by the members;
  - (3) Amending the Articles of Incorporation (the “**Articles**”); and
  - (4) Voluntarily electing to wind up and dissolve the corporation.
- (c) Timing of Notice.
  - (1) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than five (5) days nor more than thirty (30) days before the date of the meeting to each member who, on the date of the notice, is entitled to vote; provided, however, that if notice is given by mail, and notice is not mailed by first class, registered or certified mail, that notice shall be given not less than ten (10) days before the meeting.

- (d) Manner of giving notice. Notice of any meeting of members shall be given by either regular mail; or electronic mail, or other written or electronic communication, charges prepaid, addressed to each member at the address of that member appearing on the books of the Corporation for the purpose of notice.

As used in these Bylaws, “electronic mail” or “electronic communication” means:

(a) If to the Corporation, a communication: (i) that is directed to the electronic mail address, which the Corporation has provided from time to time to members and directors for sending communications to the Corporation, or posted on an electronic message board or network which the Corporation has designated for those communications; (ii) which transmission shall be validly delivered upon the posting, or other means of electronic communications; (iii) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the member or director purporting to send the transmission; and (iv) that creates a record that is capable of retention, retrieval, and review and that may thereafter be rendered into clearly legible tangible form.

(b) If from the Corporation, a communication: (i) that is delivered by electronic mail when directed to the electronic mail address for that recipient on record with the Corporation; or (ii) that is posted on an electronic message board or network which the Corporation has designated for such communications, so long as the Corporation delivers a separate notice to the recipient of the posting, which separate notice may be in the form of electronic mail pursuant to sub-clause (i), above. The communication in the immediately preceding sub-clause (ii) will be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (iii) to a recipient who has provided an unrevoked consent to the use of electronic means of transmission for communications under or pursuant to the California Corporations Code, and (iv) the electronic forms of communication described in the foregoing sub-clauses (i) through (iii) create a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing, an electronic transmission by the Corporation to an individual member is not authorized unless, in addition to satisfying the requirements set forth in the California Corporations Code, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c)(1)).

#### **Section 5. Quorum at a Meeting.**

- (a) Ten percent (10%) of the voting power, represented in person, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at that meeting, and voting on any manner, will be the act of the members, unless the vote of a greater number is required by law, the Articles or these Bylaws.
- (b) The members present at a duly called or held meeting at which a quorum is initially present may continue to transact business until the meeting is adjourned, even if during the course of the meeting the number of members attending the meeting decreases so that a quorum is no longer present; provided, however, that any action

(other than adjournment) must be approved by at least a majority of the members required to constitute a quorum.

**Section 6. Adjourned Meeting.**

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted, except as provided in Section 5(b) of this ARTICLE VI.

**Section 7. Voting.**

- (a) Eligibility to vote. Persons entitled to vote shall be Regular Members, Senior Members, Student Members and Lifetime Members who have fully paid their dues as of the Record Date (as determined in accordance with Section 9 of this ARTICLE VI), subject to the provisions of the California Nonprofit Corporation Law.
- (b) Manner of casting votes. Voting by the members may be by voice, by written ballot, or by electronic ballot that shall be cast during a timeframe specified by the Board.

**Section 8. Action by Written Consent Without a Meeting.**

- (a) General. Any action that may be taken at any meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this Section 8.
- (b) Solicitation of written ballots. The Corporation shall distribute by either regular mail or electronic mail one written ballot to each member entitled to vote. Written ballots may include electronic ballots, provided such electronic ballots comply with the provisions of this Section 8. All solicitations of votes by ballot shall:
  - (1) Specify a reasonable time by which the ballot must be returned to the Corporation via regular mail or electronic mail;
  - (2) Set forth the proposed action; and
  - (3) Provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

- (c) Approval. Approval by written ballot pursuant to this Section 8 shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- (d) Revocation. No written ballot may be revoked after delivery to the Corporation via electronic mail or deposit in the mail system.
- (e) Filing. All such written ballots shall be filed with the Secretary of the Corporation (or his or her designee) and maintained in the Corporation's records.

### **Section 9. Record Date for Member Notice and Voting.**

The record date for determining those members entitled to receive notice of, or to vote at, a meeting of members or to take action without a meeting, shall be the business day preceding the day on which notice is given ("**Record Date**"). A person holding a membership as of the close of business on the Record Date shall be deemed a member of record.

### **Section 10. Voting.**

All Members of record shall be entitled to cast one vote on all matters submitted to a vote of the members.

## **ARTICLE VII. ELECTION OF DIRECTORS**

### **Section 1. Nominations and Solicitations for Votes.**

- (a) Nominations by the Board Development Committee.
  - (1) Composition. The Board Development Committee shall be comprised of the President, the Executive Director, and three (3) individual non-director members, for a total of five (5) committee members.
  - (2) Appointment and Terms. The Board shall appoint the three (3) individual non-director members at least ninety (90) days before the date of any election of directors. Each non-director member appointed by the Board shall serve on the Board Development Committee for no more than two (2) consecutive two (2) year terms, or until his or her successor shall have been appointed; provided, however, if an individual serves two (2) consecutive two (2) year terms, such individual can be re-appointed to the Board Development Committee by the Board after one (1) year has elapsed since the expiration of such individual's second consecutive two (2) year term. The Board shall select the chair of the Board Development Committee from among the three non-director members appointed
  - (3) Responsibilities. The Board Development Committee shall recruit potential qualified candidates for the position of director, receive nominations for candidates from the members, nominate and recommend candidates for election, and ensure that all nominees are qualified.
  - (4) Time for Nominations. The Board shall set a time period of at least twenty-one (21) days during which members and the Board Development Committee may nominate candidates for the position of director. The Board Development Committee shall make its report at least thirty (30) days before the date of the election, or at such other time as the Board may set, and the Secretary (or her or his designee) shall forward to each member, with

the notice of meeting required by these bylaws, a list of all qualified candidates nominated and the slate of nominees recommended by the committee.

- (b) Member Nominations. Any Member may nominate a candidate so long as the nomination is submitted to the Board Development Committee during call for nominations.

## **Section 2. Vote Required to Elect Directors.**

A board slate will be presented at the annual meeting for a vote by the members.

## **ARTICLE VIII. DIRECTORS**

### **Section 1. Powers.**

- (a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation law and any limitations in the Articles and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- (b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:
  - (1) Select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles and with these Bylaws, and fix their compensation.
  - (2) Change the principal executive office or principal business office in the State of California from one location to another, and designate any place within or outside the State of California for the holding of any members meeting or meetings, including the annual meeting.
  - (3) Adopt, make and use a corporate seal; prescribe the forms of membership certificates, if any, and alter the form of the seal and certificate.
  - (4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust and other evidences of debt and securities.

### **Section 2. Number, Qualifications, Code of Conduct.**

- (a) Number of Directors. The number of directors on the Board shall be between nine (9) and fifteen (15).



- (b) Director Qualifications. Directors must be members of the Corporation in good standing for at least one year and live or work in San Diego County unless the board grants an exception.
- (c) Director Code of Conduct. Directors must abide by the Board Member Code of Ethics as established by the Board of Directors;

**Section 3. Election, Appointment and Term of Office of Directors.**

- (a) Elected Directors. Subject to Section 4(b) of ARTICLE VIII (vacancy), the directors shall be elected by the membership at large. Such election shall take place at the annual meeting of the members; or by election conducted by ballot in accordance with Section 8 of ARTICLE VI of these Bylaws; or at any special meeting of the members held for that purpose.

(1) Each director elected by the membership at large shall hold office for no more than three (3) consecutive two (2) year terms, or until his or her successor shall have been elected and qualified; provided, however, if an individual serves three (3) consecutive two (2) year terms, such individual can be re-elected as a director by the membership after one (1) year has elapsed since the expiration of such individual's third consecutive two (2) year term.

(2) Each director elected by the membership at large shall serve on the Board beginning on January 1 of the year immediately following the annual meeting of the members at which such director was duly elected, and ending on December 31 of the second year of their term.

(3) Each director appointed by the Board to fill a vacancy pursuant to Section 4(b) of ARTICLE VIII shall hold that position until the expiration of the term of the vacated director, until his or her successor is elected.

- (b) Appointed vacancy. Each director appointed to fill a vacancy in accordance with Section 4(b) of ARTICLE VIII below shall hold office until the earlier to occur of (i) expiration of the term for which the vacated director was elected, or (ii) until his or her successor is elected.

**Section 4. Vacancies.**

- (a) Events causing vacancies. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

- (1) the death, or resignation for good cause, of any director;
- (2) the removal of any director by majority vote of the Board for one or more of the following reasons:

- a) The director has been declared of unsound mind by a final order of a court of competent jurisdiction;

- b) The director has been convicted of a felony;
  - c) On or after the date of adoption of these Bylaws, the director has missed three consecutive regularly scheduled Board meetings without cause; or
  - d) The director has been found to have breached a duty owing to the Corporation under California Corporations Code section 5231 by final order or judgment of any court of competent jurisdiction.
  - e) The Board may by a majority vote of the Directors who meet all of the required qualifications to be a Director, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.
- (3) The removal without cause by a vote of 2/3 of Directors then in office.
- (b) Vacancy filled by Appointment. Each vacancy of an elected or appointed member of the Board shall be filled by appointment given by majority vote of a quorum of the Board.
  - (c) No vacancy on reduction on the number of directors. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

**Section 5. Place of Meetings: Meetings by Telephone.**

Any meeting of the Board, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

**Section 6. Annual Meeting.**

Subsequent to each annual meeting of the members, the Board shall hold a regular meeting for the purpose of election of Board officers (except the President, who is elected by the Board at the mid-year meeting) and the transaction of other business. Notice to the membership of this meeting shall not be required.

**Section 7. Other Regular Meetings.**

Other regular meetings of the Board shall be held at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice to the members.

**Section 8. Special Meetings.**

- (a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the President, a Vice President or any two directors.

(b) Notice.

(1) Manner of giving notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) written notice by first class mail, postage paid; (ii) facsimile; or (iii) electronic mail. All such notices shall be given or sent to the director's address, facsimile number or email address as shown on the records of the Corporation.

(2) Time requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least five (5) days before the time set for the meetings. Notices by facsimile or email shall be given at least forty-eight (48) hours before the time set for the meeting.

(3) Notice requirements. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, unless the meeting is intended to address one of the activities listed in Section 4(b) of ARTICLE VI above.

**Section 9. Quorum and Voting.**

(a) Quorum of the Board. A quorum of the Board for the transaction of business, except to adjourn as provided in the Section 11 of ARTICLE VIII, shall be a majority of the voting directors; provided, however, a director serving as President of the Corporation shall not be counted in establishing a quorum of the Board.

(b) Voting. Except as otherwise provided herein, every director shall have one vote; provided, however, a director serving as President of the Corporation shall vote only as necessary to break a tie. The act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation law, including, but to limited to, those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; and (ii) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 10. Waiver of Notice.**

Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 11. Notice of Adjournment.**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

## **Section 12. Action Without Meeting.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors of the Board, individually or collectively, unanimously consent in writing or via electronic mail to that action. Such action by unanimous written consent will have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## **ARTICLE IX. OFFICERS**

### **Section 1. Officers.**

The officers of this Corporation shall be: President, Vice President, Secretary, Treasurer, the General Counsel, and Past-President. Except for the General Counsel and Past-President, the officers shall be elected from the Board. Notwithstanding the foregoing, the Board may establish such other officers and offices as the Board determines from time to time.

### **Section 2. Election and Appointment of Officers.**

- (a) Election of Officers. Except for the President, General Counsel, and Past-President, Officers shall be elected annually by the Board. The President Elect shall be elected at the mid-year Board Meeting and shall serve as President during the next two calendar years beginning January 1 of the first year and ending December 31 of the second year. An individual may serve as President for no more than two (2) consecutive two (2) year terms, or until his or her successor shall have been elected. All other officers shall be elected each year at the first Board Meeting following the election held at the annual meeting. New offices created by the Board may be filled at any meeting of the Board. Each officer shall hold office until such officer's successor shall have been duly elected and qualified.
- (b) Appointment of General Counsel. The position of legal counsel to the Corporation (the “**General Counsel**”) shall be an officer recommended to the Board by the President and appointed by a majority vote of a quorum of the Board. The General Counsel will hold office for two (2) years and may be re-appointed for successive terms without limit. The General Counsel will be permitted to attend all regular and special meetings of the Board and Members.
- (c) Appointment of Past-President. The appointment of Past-President (the “**Past-President**”) shall be vested on the Corporation’s immediate past President. The Past-President will hold office until the acting President concludes his or her term as President. The Past-President is not a director within the meaning of California Corporation Code Section 5047 and may not vote at Board or member meetings.

### **Section 3. Removal of Officers.**

Any officer elected by the Board may be removed by a two-thirds (2/3) vote of the Board whenever, in the Board's judgment, the best interest of the Corporation would be served.

#### **Section 4. Vacancies in Offices.**

A vacancy in any office, because of death, resignation, removal, disqualification as a member or otherwise, may be filled by the Board for the unexpired portion of the term.

#### **Section 5. Responsibilities of Officers.**

- (a) **President.** The President shall be the principal executive officer of the Corporation, and shall in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and the Board; may sign, with the secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- (b) **Vice President.** In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting shall have all of the powers of and be subject to all the restrictions upon the President. The Vice-President will oversee functions relative to the following areas: Board Governance, Board Development, National and Legal Compliance.
- (c) **Secretary.** The secretary shall keep the minutes of the meetings of the members and the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation's records; keep a register of the mailing address of each member; and in general, perform all duties incident to the office of secretary and such other duties as may be prescribed by the Board from time to time.
- (d) **Treasurer.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine. Any bond shall be paid for by the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board from time to time.
- (e) **General Counsel.** The General Counsel shall be entitled to attend all regular and special meetings of the Board and the members. Upon the request of the President, the General Counsel may attend the Advisory Board meetings. The General Counsel will provide general legal advice for the purpose of keeping the Corporation

compliant with all state and federal laws, as well as any laws applying to non-profit corporations. The General Counsel may not vote at Board or member meetings.

- (f) Past-President. The Past-President will be entitled to attend all regular and special meetings of the Board and the members. Upon the request of the President, the Past-President may attend the Advisory Board (as defined in Article XII) meetings. The Past-President will serve as a source of counsel and information regarding the Company's historical activities. The Past-President may not vote at Board or member meetings.

## **ARTICLE X. EXECUTIVE DIRECTOR**

The Board shall appoint an Executive Director of this Corporation who shall be a paid employee and who shall not be an officer or director of this Corporation. The Executive Director shall, subject to the Board and to the supervision and direction of the President, be the general manager of the Corporation and shall have control over and be responsible for the day-to-day operation of the Corporation. The Executive Director shall be directly responsible to the Board for executing the duties and responsibilities of the position in a manner that promotes the Corporation's policies, goals and objectives as established by the Board. The Executive Director shall be entitled to attend and receive notice of all meeting of the board but shall not hold a position as a member of the board.

## **ARTICLE XI. COMMITTEES**

### **Section 1. Standing Committees.**

The Corporation may have standing committees established by the Board from time to time, which may include but are not limited to, a budget committee, funds development committee, and a membership committee.

### **Section 2. Committee Chairs; Responsibilities.**

The members of each committee will have the right to propose to the Board candidates for the position of committee chair. Except for the Board Development Committee, subject to approval by the Board, the President shall select the chair of each committee from among the candidates proposed by the applicable committee. Committee chairs must be members of the Corporation but need not be members of the Board. The committee chair will serve for a one year term. The committee chair may be removed, with or without cause, by the majority vote of the members of the applicable committee. The committee chair shall be responsible for notifying committee members of the meetings; presiding over meetings of the committee; reporting to the President and the Board on matters acted upon or considered by the committee; and any other responsibilities incident to the purpose and function of the committee. The budget committee chair shall submit to the Treasurer a proposed committee budget on or before December 1st of each year.

## **ARTICLE XII. GENERAL PROVISIONS**

### **Section 1. Advisory Board.**

- (a) The President may create an Advisory Board consisting of persons who are not directors, to serve at the pleasure of the President.
- (b) The Advisory Board shall have none of the powers referenced in ARTICLE VIII, Section 1, but shall serve in an advisory capacity only to provide advice and counsel, upon request to the President.

### **Section 2. Hermanitas Representative**

- (a) The President may select a Hermanitas Representative.
- (b) The Hermanitas Representative shall have none of the powers referenced in ARTICLE VIII, Section 1, but shall serve in an advisory capacity only to provide advice and counsel, upon request to the President.

## **ARTICLE XIII. ANNUAL STATEMENT**

### **Section 1. Annual Statement of Certain Transactions and Indemnifications.**

Pursuant to Section 6322 of the California Nonprofit Corporation Law, the Board of the Corporation shall cause an annual statement of certain transactions and indemnifications to be sent to its members with its annual report or not later than one hundred twenty (120) days after the close of the fiscal year of the Corporation. If the Corporation issues an annual report to all members, this requirement shall be satisfied by including the required information, as set forth below, in the annual report. The annual statement of certain transactions and indemnification shall describe:

- (a) The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of the Corporation to any officer or director of the Corporation; provided, that no such report need be made in the case of indemnification approved by the members; and
- (b) any “Covered Transaction” (defined below) during the previous fiscal year of the Corporation involving:
  - (1) more than Fifty Thousand Dollars (\$50,000), or
  - (2) which was one of a number of “Covered Transactions” in which the same “Interested Person” (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000).

The statement shall describe the names of any “Interested Persons” involved in such covered transactions, including such “Interested Person's” interest in the transaction, relationship to the Corporation, and where practicable, the amount of such interest; provided that, in the case of a transaction with a partnership of which the “Interested Person” is a partner, only the interest of the partnership need be stated.

- (c) For the purposes of this section, a “**Covered Transaction**” is a transaction in which the Corporation, or its parent or subsidiary, was a party and in which either of the following has a direct or indirect material financial interest:
- (1) any director or officer of the Corporation, or of its parent or subsidiary;
  - (2) any holder of more than ten percent (10%) of the voting power of the Corporation, or of its parent or subsidiary.
- (d) For the purposes of this section, any person described in Section 1(c)(1) or Section 1(c)(2) above is an “**Interested Person.**”

## **Section 2. Execution of Contracts.**

The Board may authorize any officer or agent to enter into any contract or execute any instrument in the name and on behalf of the Corporation and may determine the manner of such execution. Such authority may be general or limited and, unless so authorized by the Board, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount; provided, however, that any contract or instrument between the Corporation and any third person, when signed by the President, or any Vice-President, and the Secretary or the Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers has no authority to execute the same.

## **Section 3. Nonliability of Officers and Directors, Indemnification, and Indemnification for Litigation.**

- (a) There shall be no personal liability to a third person on the part of any officer or director caused by the officer's or director's negligent act or omission in the performance of that person's duties as officer or director, if all of the following conditions are met:
- (1) the act or omission was within the scope of the officer's or director's duties;
  - (2) the act or omission was performed in good faith;
  - (3) the act or omission was not reckless, wanton, intentional or grossly negligent;
- and
- (4) the Corporation has complied with Section 3(b) below. This limitation on the personal liability of an officer or director does not limit the liability of the Corporation for any damages caused by acts of omissions of an officer or director as provided in General Corporate Law.
- (b) In order to obtain the full benefit of the limitation of liability set forth in Section 3(a) above, the Corporation shall make reasonable efforts, in good faith, to obtain liability insurance in the form of a general liability policy for the Corporation.



- (c) The offices and directors of this Corporation are and will be indemnified to the maximum extent permissible under California law.
- (d) The Corporation shall have, and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be named a party to any proceeding by reason of the fact that such person is or was an officer, director or other agent of the Corporation, to the full extent allowed under the provisions of Section 5238 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of indemnity shall be so much as the Board determines and finds to be reasonable or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

**Section 4. Financial Reports and Audits.**

- (a) Auditors. On an annual basis the Board may appoint and retain an accountant or accounting firm to act as the auditor of the Corporation. The auditors shall be employed to report, at least annually, on the financial statements of the Corporation, including:
  - (1) a statement of assets, liabilities and fund balances;
  - (2) a statement of revenues (income), expenses, distributions and changes in fund balances;
  - (3) a statement of changes in financial position; and
  - (4) a schedule of projects and/or organizations to or for which funds were used or distributed.

The auditors shall prepare such other reports or information as may be ordered from time to time by the Board. The auditors shall also prepare tax returns and file such financial data as may be necessary for other returns or reports required by the state or federal government to be filed by the Corporation.

**ARTICLE XIV. FISCAL YEAR**

The fiscal year for the Corporation will begin on \_\_\_\_ and end on\_\_\_\_\_.

**ARTICLE XV. DISSOLUTION**

**Section 1. Method.**

The Corporation may be voluntarily dissolved only upon the approval, by mail ballot, of not less than two-thirds (2/3) of the members in good standing.

**Section 2. Financial Responsibility.**

Upon voluntary dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets in a manner keeping with the purposes of the Corporation and consistent with the requirements applicable to organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision of federal tax law, and any other applicable state or federal law.

**ARTICLE XVI. RATIFICATION AND AMENDMENTS**

**Section 1. Amendments.**

- (a) Board Approval of Bylaws. Subject to the limitation in Section (b) below, these Bylaws may be amended (1) by the Board at any duly noticed regular or special meeting of the Board, provided that the proposed amendment to these Bylaws is mailed to all directors at least five (5) days in advance of said meeting; or (2) by the Board without notice if consent in writing of all of the directors is obtained.
  
- (b) Membership Approval of Bylaws. Without the approval of the members, the board may not adopt, amend, or repeal any bylaw change that would:
  - (1) Materially and adversely affect the rights of members as to voting or transfer;
  - (2) Change the number of directors or increase or extend the terms of directors;
  - (3) Allow any director to hold office by designation or selection rather than by election by the members;
  - (4) Increase the quorum for members' meetings;
  - (5) Repeal, restrict, create, expand, or otherwise change proxy rights; or
  - (6) Authorize cumulative voting.

**Section 2. Ratification and Approval.** All amendments to the bylaws should be approved by the board. If Membership approval is also required subject to Section 2. (b) above, the bylaws should be submitted to the membership for final approval and ratification.

**These Bylaws were adopted by the Board of the Corporation at a duly noticed regular meeting of the Board on \_\_\_\_\_ [and ratified by the members of the Corporation at the duly noticed and held annual membership meeting of \_\_\_\_\_].**