

**BYLAWS**

**of**

**CALIFORNIA DUI LAWYERS ASSOCIATION, INC.**

A California Nonprofit Mutual Benefit Corporation

Amended as of September 30, 2020

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CALIFORNIA DUI LAWYERS ASSOCIATION, INC.**

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## ARTICLE 1 NAME

### Section 1.1 Corporate Name.

The name of this Corporation is **California DUI Lawyers Association, Inc.** (the “Corporation”).

## ARTICLE 2 OFFICES

### Section 2.1 Principal Office.

By resolution of the Board of Directors pursuant to Section 5.1.1.4, below, the location of the principal office may be established at any place or places within or without the State of California.

### Section 2.2 Other Offices.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

## ARTICLE 3 OBJECTIVES AND PURPOSES

### Section 3.1 General Purpose.

The purpose of this Corporation is to promote the common interests of attorneys and other professionals engaged in the defense of persons charged with driving under the influence and other related offenses. Among other activities, the Corporation shall provide and sponsor educational programs for the benefit of its members, seek the improvement of laws and procedures governing the prosecution of persons for driving under the influence and other related offenses, provide opportunities for members to exchange ideas, and serve as a reliable source of information for the media.

### Section 3.2 Specific Purpose.

1. For both Regular and Specialist Members, it shall be the purpose of the Corporation to:
  - A. Foster a spirit of fellowship and a free exchange of ideas among those attorneys and other persons who regularly participate in the defense of persons charged with driving under the influence and other related offenses.
  - B. Provide education and training to attorneys and other persons for the purpose of developing and improving their abilities to participate in the defense of persons charged with driving under the influence and other related offenses.
  - C. Encourage improvement in court procedures and prosecutorial practices, toward the aim of obtaining fair treatment of defendants and defense counsel in driving under the influence cases and other related matters.

- D. Promote the efficient administration of driving under the influence cases and other related matters for the mutual benefit of the courts, litigants, attorneys, jurors and the general public.
  - E. Provide moral support and encouragement for the vigorous defense of persons accused of driving under the influence and other related offenses.
  - F. Provide a source of information for the media in support of the defense of persons accused of driving under the influence and other related offenses.
2. For Associate Members, it shall be the purpose of this Corporation to:
- A. Encourage and enhance the ascertainment of truth and justice in the criminal justice system with regard to matters of expert testimony.
  - B. Encourage and enhance the ascertainment of truth and justice in the criminal justice system with regard to matters of scientific knowledge.
  - C. Endeavor always to seek the most scientifically valid means of reaching an expert opinion.
  - D. Endeavor always to stay current on all scientific literature in the field of expertise, and in particular, peer reviewed scholarly journals on the subject.

Section 3.3 Limitations.

- A. The Corporation is organized and operated as a business league or Corporation for all purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. The Corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit. No part of the net earnings of the Corporation will benefit any private member or individual.
- B. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Internal Revenue Code § 501(c)(6) or the corresponding provision of any future United States internal revenue law.

Section 3.4 Official Aphorism.

In recognition of the steadfast devotion of CDLA members to their clients' defense and to the transcendent principles embodied in the Constitution, in an often-unpopular cause, too frequently biased proceedings, and extrajudicial pressures from inimical special interest groups, the official aphorism of the Corporation shall be *Adversus Omnia Impedimenta*.

Section 3.5 Official Logo.

The official logo of the Corporation shall be identical to the logo used by the California DUI Lawyers Association on the date the Corporation was formed but shall reflect the name of the Corporation

**ARTICLE 4 MEMBERSHIP**

Section 4.1 Members.

This Corporation shall have three classes of membership: Regular, Specialist and Associate. Any person dedicated to the purposes of the Corporation and meeting the applicable qualifications of Sections 5.2 through 5.4 shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

Regular and Specialist Members in good standing are “members” as defined in Corporations Code Section 5056 and entitled to vote on those matters described in the Corporations Code or in Section 4.8 of these bylaws. Associate Members are not “members” within the scope of Corporations Code Section 5056.

Section 4.2 General Qualifications for Regular and Specialist Membership.

Regular and Specialist membership is open to all attorneys who have “active” status with the State Bar of California, who agree in writing with the Corporation’s Statement of Purpose, and who regularly participate in the defense of persons accused of driving under the influence and other related offenses, and who are not involved in either prosecution or law enforcement, or with any organization that is interested in the prosecution of persons accused with driving under the influence and/or other related offenses.

Section 4.3 Qualifications for Specialist Membership.

Specialist members shall meet the following qualifications:

(1) A member in good standing with the State Bar of California for not less than 5 years;

(2) Defense counsel of record in 20 or more California felony or misdemeanor impaired driving trials submitted to the jury for decision and 50 or more additional impaired driving matters to disposition;

(3) Any two of the following qualifications arising out of an impaired driving incident:

(a) Appeared as defense counsel of record in 5 or more hearings pursuant to Penal Code Section 1538.5 in which oral testimony was taken and decisions rendered;

(b) Filed 5 or more petitions or answers in extraordinary writ proceedings



in which decisions after hearing have been rendered;

(c) Made 3 or more appearances as attorney of record in the Appellate Divisions of the California Superior Court, California Courts of Appeal or Supreme Court, or equivalent federal appellate courts, which resulted in a published or unpublished written opinion; or

(d) Appeared as counsel in 10 or more additional jury trials submitted to the jury for decision.

(4) As an alternative to the driving under the influence defense trial practice experience qualifications listed in subsections (2) and (3) above, an applicant may qualify to be a Specialist Member by demonstrating to the satisfaction of the Board of Directors that the applicant has had substantial involvement in other areas of driving under the influence defense practice that require skills and a level of expertise substantially similar to what is described in subsections (2) and (3) above.

(5) In the three years immediately preceding application, attended and completed or instructed not fewer than 20 hours of educational programs approved for State Bar MCLE Credit pertaining to driving under the influence defense or related areas of criminal defense.

(6) These standards may be changed by majority vote of the Board of Directors.

#### Section 4.4 Qualifications for Associate Membership.

Associate membership is open to all non-attorneys with specialized knowledge and/or training in areas pertaining to driving under the influence defense, and to all attorneys who are licensed to practice law in a state other than California and who defend those accused of driving under the influence or driving while intoxicated and related offenses, who agree in writing with the Corporation's Statement of Purpose, and who are not involved in either prosecution or law enforcement or with any organization that is interested in the prosecution of persons accused of driving under the influence and/or related offenses. For example, associate members include, but are not limited to, scientists, forensic toxicologists, medical professionals, paralegals, investigators, and attorneys who practice driving under the influence or driving while intoxicated defense outside of California.

#### Section 4.5 Dues.

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 category, but the Board may, in its discretion, set different dues, fees and assessments for each category of membership.

Section 4.6 Members in Good Standing.

Members who have paid the required dues, fees and assessments in accordance with these bylaws and who are not suspended shall be members in good standing. Regular, Specialist, or attorney Associate members whose license to practice law is suspended or revoked, or whose status to practice law is no longer “active” are not members in good standing, and are subject to suspension or termination. A Regular or Specialist member who retires from the practice of law may apply to convert their membership to an Associate membership upon retirement.

Section 4.7 Spokesperson.

4.7.1 Authorized Spokesperson.

The president, and if he/she is unavailable, the vice president[s] are the official spokespeople for the Corporation. No other member may identify himself or herself as a spokesperson for the Corporation in any direct or indirect communication with any representative of the media, unless specifically authorized to do so by resolution of the Board.

4.7.2 Lobbying for Legislation and Endorsement of Candidates.

No member may lobby for legislation or endorse candidates for office in the name of the Corporation unless specifically authorized to do so by resolution of the Board.

Section 4.8 Member Voting Rights.

Regular and Specialist Members in good standing shall have the right to vote, as set forth in these bylaws, on the election of Directors, on the disposition of the assets of the Corporation, on any merger and its principal terms, and on any amendment of those terms, and on dissolution of the Corporation. Regular and Specialist Members in good standing shall have all rights afforded to members under the California Nonprofit Mutual Benefit Corporation Law.

Section 4.9 Termination of Membership.

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership unless the membership is renewed on the renewal terms fixed by the Board;
- (c) The member’s failure to pay dues, fees and assessments as set by the Board within 90 days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, a failure to satisfy membership qualifications and/or acts taken by the member intended to harm or disrupt the Corporation or its purposes;

(e) Termination of membership under Section 4.11 of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 4.10 Suspension or Termination of Membership.

A member may be suspended or terminated based on the good faith determination by the Board, or by a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A decision to suspend or terminate the member shall require a majority vote of the Board. A person whose membership is suspended shall not be a member during the period of suspension. Any suspension or termination decision made by a person, or committee of less than the full Board, may be appealed to the full Board within 30 days of the finding of termination or suspension. The action of the Board on that question is final. A suspended member may apply to have the suspension lifted 60 days after it is ordered by the Board or the appeal period expires without any appeal being taken or the suspension is upheld by the Board upon appeal. A terminated member may apply for new membership one year after his/her termination is ordered by the Board or the appeal period expires without an appeal being taken or the termination is upheld by the Board upon appeal. A determination of whether to approve or deny an application to have a prior suspension lifted, is at the discretion of a majority of the Board. A determination of whether to approve or deny an application for new membership after a prior termination, shall be at the discretion of a majority of the Board. Factors the Board shall consider in determining whether to approve or deny such applications include, but are not limited to, whether the suspended or terminated person has shown contrition for the conduct leading to the suspension or termination; whether the person has demonstrated that the violative conduct that led to the suspension or termination will not be repeated; whether the person has a history of repeated violations prior to the conduct that led to the suspension or termination, and if so, whether the person had received warnings for the prior offensive conduct.

Section 4.11 Procedures for Suspending or Terminating Membership and New Application.

If grounds appear to exist for suspending or terminating a member under Section 4.9 or Section 4.10 of these bylaws, the following procedures shall be followed:

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

records.

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

(c) The Board, committee, or person shall decide whether the member should be suspended or terminated. The decision of a committee or person may be appealed to the full Board, as described in Section 4.10; the decision of the Board is final.

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

Section 4.12 No Membership Transfer.

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of the Corporation.

Section 4.13 Membership Roster.

A. This Corporation shall maintain a current roster of members which shall not be used for any purpose in conflict with the Statement of Purpose.

B. This Corporation may from time to time cause to be published and distributed among its members and to members of the public, a Membership Directory containing the names, business addresses, business telephone numbers, and sufficient additional data as may be of professional interest, but not including personal information. Only the names of members in good standing will be included in the Membership Directory.

Section 4.14 Members Annual Meeting.

An annual meeting of members shall be held on a date to be determined by the Board of Directors with notification to members as provided in Section 4.19 of these bylaws. At the meeting, Directors shall be elected and other proper business may be transacted, subject to Section 4.20 of these bylaws.

Section 4.15 Location of Annual Meeting.

Meetings of the members shall be held at any place within or outside California designated by the Board.

Section 4.16 Authority to Call Special Meetings.

The Board, or the president, or any five members of the Board, or 5 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

Section 4.17 Calling Special Meetings.

A special meeting called by any person or persons entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president or any vice president or the secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 4.21 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Section 4.18 Proper Business of Special Meeting.

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

Section 4.19 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, under Section 4.21 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 the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as otherwise provided in these bylaws, any proper matter may be presented at the meeting.

Section 4.20 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;
- (c) Amending the articles of incorporation; or
- (d) Electing to wind up and dissolve the Corporation.

(e) Approving a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a director has a material financial interest; or

(f) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the Corporation is in the process of winding up.

Section 4.21 Manner of Giving Notice.

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

(a) Notice given by electronic transmission by the Corporation shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (ii) posting on an electronic message Board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(b) Notwithstanding the foregoing,

(1) An electronic transmission by this Corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of

communications, or to all communications from the Corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the Corporation after either of the following: (i) the Corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

Section 4.22 Affidavit of Mailing Notice.

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 4.23 Quorum for Meeting of Members.

Thirty-three and one-third percent (33-1/3%) of the eligible voting membership shall constitute a quorum for the transaction of business at any meeting of members.

Section 4.24 Eligibility to Vote.

Subject to the California Nonprofit Mutual Benefit Corporation Law, Regular and Specialist Members in good standing on the record date as determined under Section 4.35 and Section 4.36 of these bylaws shall be entitled to vote at any meeting of members.

Section 4.25 Manner of Voting.

Voting may be by voice or by secret ballot, except that any election of Directors must be by secret ballot.

Section 4.26 Number of Votes.

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

Section 4.27 Approval by Majority Vote.

If a quorum is present, the affirmative vote of a majority of the members present at the meeting or by written ballot pursuant to Section 4.30, entitled to vote and voting on any matter, shall be deemed the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

Section 4.28 Waiver of Notice or Consent.

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the

holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.20 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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

Section 4.29 Action by Unanimous Written Consent

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

Section 4.30 Action by Written Ballot.

Any action that members may take at any meeting of members may also be taken without a meeting by complying with Section 4.31 through Section 4.34 of these bylaws.

Section 4.31 Solicitation of Written Ballots.

This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation, and responses may be returned to the Corporation by electronic transmission that meets the requirements of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

Section 4.32 Number of Votes and Approvals Required.

Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the



quorum required to be present at a meeting authorizing the action, and (ii) 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 4.33 Revoking Ballots.

A written ballot may not be revoked, once received by the Corporation.

Section 4.34 Filing Ballots.

All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least five (5) years.

Section 4.35 Record Date for Notice, Voting, Written Ballots and Other Actions.

For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for

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

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

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

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

Section 4.36 Record Date for Actions Not Set by Board.

If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Section 4.35 and Section 4.36 of these bylaws, a person holding

a membership at the close of business on the record date shall be a member of record.

Section 4.37 Adjournment and Notice of Adjourned Meetings.

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 4.38 Member Rights Upon Dissolution.

If the Corporation is dissolved, Regular and Specialist Members shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the Corporation and provision for any other payment under required applicable law. Associate Members shall not be entitled to receive any distribution upon dissolution of the Corporation.

## ARTICLE 5 DIRECTORS

Section 5.1 Powers.

5.1.2 General Corporate Powers.

Subject to the provisions of the California Nonprofit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee 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.

5.1.3 Specific Powers.

Without prejudice to the general corporate powers described in 5.1.1, and subject to the same limitations, the Board shall have the following powers.

5.1.4 Officers, Agents and Employees. At its pleasure, select, remove, and supervise all officers, agents and employees of the Corporation; prescribe any powers and duties

for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

5.1.5 Exclusive Voice of Corporation.

Exclusively speak for the Corporation, and authorize members to speak on behalf of the Corporation, to conduct meetings and educational programs and authorize members to do so.

5.1.6 Principal Executive Office.

Change the principal executive office or the principal business office in the State of California from one location to another; conduct activities within the State of California; cause the Corporation to be qualified to conduct activities in any other state and; and designate any place within the State of California for the holding of meetings.

5.1.7 Corporate Seal

Adopt, make and use a corporate seal; and alter the form of the seal. Such seal shall be kept at the principal office of the Corporation.

5.1.8 Borrow Money

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, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 5.2 Number and Qualifications of Directors.

The Board of Directors shall consist of not less than nine (9) members or more than twenty-one (21) members unless changed by amendment to these bylaws. The exact number of Directors shall be fixed, within the limits specified in this section, by resolution of the Board. A director shall be a Regular or Specialist Member of the Corporation. The immediate past president, in good standing, is automatically a director for a full one-year term following the end of his/her term as president.

Section 5.3 Terms.

The initial Board shall serve until the conclusion of the Annual Meeting described in Section 4.14. Each Director of subsequent Boards shall serve a four-year term commencing with the date of the annual election at which they were elected and until a successor Director is designated and qualified. Directors shall be elected for staggered terms. Eight members will be nominated and elected in years evenly divisible by four; seven members will be nominated and elected two years thereafter.

Section 5.4 Nominations by Board.

The Board shall nominate the members to stand for election to the Board prior to the annual meeting of members. The Board shall nominate not less than two (2) members

in good standing who have not previously served as a member of the Board. Members may also nominate members for the Board by submitting, not less than 45 days prior to the election, to the president or secretary, a petition for the nominee signed by at least 20 members eligible to vote. Members who have served as president of the Corporation are eligible to be nominated to the Board. Nominees may decline their nomination by submitting to the president or secretary a written letter of declination.

Section 5.5 Nominee's Right to Solicit Votes.

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. The Board may authorize the use of the Corporation's listserver for that purpose. Nominees shall be permitted to include a one-page statement with the ballot for Directors' election.

Section 5.6 Use of Corporate Funds to Support Nominee.

No corporate funds may be expended to support a nominee.

Section 5.7 Vacancies.

5.7.1 Events Causing Vacancy.

A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any director, provided, however, that a director who was designated as a director, rather than elected by the members, may be removed by the person or persons who designated that director and may not be removed without the written consent of that person or persons; (b) the declaration by Board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the Corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Corporations Code section 7238; (c) the vote of the Board or of the members pursuant to Section 5.7.2 to remove any director(s); (d) an increase in the authorized number of Directors; (e) a failure of the members, at any meeting of members at which any director or Directors are to be elected, to elect the number of Directors required to be elected at that meeting; or (f) a director has more than one (1) unexcused absence out of four (4) Board meetings.

5.7.2 Removal.

Directors may be removed for cause by a majority vote of the Board. Cause for removal may include, but is not limited to: conduct materially and seriously prejudicial to the Corporation's purposes and interests; personal, *ad hominem* attacks on any member of the Corporation; and defamatory, abusive, profane, threatening, offensive, unethical, scatological, or illegal language or materials directed at any member of the Corporation. Directors may be removed without

cause by a two-thirds vote of the quorum of the members of the Corporation at a special or annual meeting. A Directors may also be removed by a majority vote of the Board if he or she fails to fulfill the Director duties and obligations as set forth in these bylaws, fails to meaningfully participate in the responsibilities of the Board, or is absent without good cause from more than two (2) meetings per year.

5.7.3 Resignations.

Except as provided in this paragraph, any Director may resign, which shall be effective when officially accepted by the President, upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

5.7.4 Appointment to Fill Vacancies.

If a Board vacancy exists, a majority of the remaining Directors then in office may appoint a new Director to serve until the next annual meeting of the Board of Directors. Appointments to fill vacancies shall be made only at Special Meetings and with proper notice.

5.7.5 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 5.8 Place of Meetings.

Regular and special meetings of the Board of Directors may be held at any place within the State of California that has been designated from time to time by resolution of the Board. Notwithstanding the provisions of this section, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the members of the Board of Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Meetings may be held by conference telephone calls or video screen communication, as described in Section 5.9.

Section 5.9 Meetings by Telephone and Other Means of Communication.

Any meeting, regular or special, of Directors may be held by conference telephone or video screen communication, and all such Directors shall be deemed to be present in person at such meeting so long as all Directors participating in the meeting can hear one another. A Director participating in a meeting using electronic communication, other than conference telephone or video screen communication, shall be deemed to be present at such meeting if (i) each Director participating in the meeting can communicate with all the other Directors concurrently, and (ii) each Director is provided the means of participating in all matters before the Board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

Section 5.10 Annual Meeting.

Unless the Board of Directors specifies otherwise in a Notice to the Directors, the annual meeting for the purpose of such business as may be required, shall be held in every year, at a date and location to be set by the Board of Directors.

Section 5.11 Other Regular Meetings.

Board of Directors shall meet at least four (4) times per year and may set a specified time and place for its regular meetings. Or with good cause, the Board may meet less than four (4) times per year. Once the Board of Directors sets the time for regular meetings, each Director shall receive reasonable notice of the time and place that regular meetings shall be held. Subsequent to such notice, regular meetings shall be held without call. If the Board of Directors changes the time and place of regular meetings, each Director shall receive notice of the change. If the Board of Directors does not set a specified time and place for its regular meetings, meetings of the Board of Directors shall be considered Special Meetings and have the notice requirements set forth below in section 5.12. Directors may not be absent from more than two (2) meetings per year without good cause. Any good cause determination as to a Director's absence from more than two (2) meetings per year shall be made by the Executive Committee.

Section 5.12 Special Meetings.

5.12.1 Authority to Call.

Special meetings of the Board of Directors for any purpose may be called at any time by the President, or by any vice president, or by the Secretary, or by any two Directors.

5.12.2 Manner of Giving Notice.

Notice of the time and place of regular and special meetings shall be given to each director by one of the following methods: (i) by personal delivery or written notice; (ii) by first class mail, postage paid; (iii) by telephone including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the director's address as show on the records of the Corporation; or, if notice is given by facsimile, the notice shall be sent to each director at his or her facsimile number as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director.

5.12.3 Time Requirements for Notice.

Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology

designed to record and communicate messages, facsimile, or telegraph shall be delivered, telephoned, telecopied, or given to the telegram company at least 48 hours before the time set for the meeting.

5.12.4 Notice Contents.

The notice shall state the time, purpose, and place for the meeting. It need not, however, specify the place of the meeting if it is to be held at the principal office of the Corporation.

Section 5.13 Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.15. Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions between this Corporation and one or more Directors or between this Corporation and any entity in which a director has a material financial interest, (ii) creation of, and appointment to, committees of the Board, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of some Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.14 Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. 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. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation either in person, by first class mail addressed to the Secretary at the principal office of the Corporation as contained on the Corporation's records as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the Corporation's records as of the date of the protest.

Section 5.15 Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.16 Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal 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 the adjournment.

Section 5.17 Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by a vice president of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the Meeting.

Section 5.18 Action Without Meeting.

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

Section 5.19 Fees and Compensation of Directors.

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

## **ARTICLE 6 COMMITTEES**

Section 6.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create one or more committees, including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any such committee shall have all the authority of the Board, to the extent provided in the resolution of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms may not be amended or repealed;



- (e) Create any other committees of the Board of Directors or appoint members of committees of the Board of Directors;
- (f) Approve any transaction between the Corporation and a director in which one or more of its Directors has a material financial interest; or
- (g) Expend corporate funds to support a nominee for director after more persons have been nominated than can be elected.
- (h) With respect to any assets held in charitable trust, approve any contract or transaction between this Corporation and one or more of its Directors or between this Corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code section 5233(d)(3).

Section 6.2 Executive Committee.

The Board shall appoint an Executive Committee comprised of the president, vice president, treasurer, secretary, and executive director (if the position of executive director is filled); any executive director of the Corporation shall be a non-voting member of the Executive Committee, unless he is an elected director; if he is an elected director, he shall be a voting member. The president shall be the chair of the committee. The Executive Committee shall be responsible for the business affairs of the Corporation which are delegated to it by a resolution of the Board.

Section 6.3 Media Relations Committee.

The Board shall appoint a Media Relations Committee comprised of five (5) members of any class including the president but not more than one (1) Associate member. The president shall be chair of the committee. The president and other members designated by resolution of the Board shall be authorized to speak for the Corporation consistent with guidelines provided by the Board.

Section 6.4 Meetings and Action of Committees.

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Section 5.8 of these bylaws, concerning meetings of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined by resolution of the Board of Directors. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Committee shall report to the Board of Directors from time to time as the Board may require. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions by these

bylaws, or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 6.5 Quorum Rules for Committees.

A majority of the authorized committee members shall constitute a quorum for the transaction of committee business, except to adjourn. A majority of the committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to the provisions of the California Nonprofit Corporation law, including without limitation those provisions relating to (i) creation of, or appointment to, committees of the board, and (ii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6.6 Revocation of Delegated Authority.

The Board of Directors may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members, and fill committee vacancies from the members of the Board.

## **ARTICLE 7 OFFICERS**

Section 7.1 Officers.

The Corporation shall have as officers a President, a Secretary, and a Chief Financial Officer (or Treasurer). The President will serve as the Chair of the Board. The Corporation may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant financial officers or treasurers, and such other officers as may be appointed in accordance with the provisions Section 7.4. The assistant treasurer shall perform the duties of the treasurer only in their extended absence or inability to perform the responsibilities of their office. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer (or Treasurer) may serve concurrently as the President.

Section 7.2 Qualifications of Officers.

Any member of the Board of Directors is eligible to serve as an officer of the Corporation.

Section 7.3 Election of Officers.

The officers of the Corporation, except those appointed in accordance with the provisions of Section 7.4, shall be chosen annually by the Board of Directors, at a time to coincide with the annual meeting of the members, and each shall serve for a one-year term or at the discretion of the Board until their successor shall be elected, subject to the rights, if any, of an officer under any contract of

employment.

Section 7.4 Subordinate Officers.

The Board of Directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or as determined from time to time by the Board of Directors.

Section 7.5 Listserver Moderator

The Board of Directors may appoint a moderator (not an officer) of the Corporation's e-mail listserver, from among the members in good standing, who, with the Corporation's webmaster, shall exercise moderating authority over the Corporation's listserver and its users. The moderator shall establish guidelines for the use of the listserver, and shall have the authority to suspend, moderate, censor, regulate, or exclude users of the listserver for violations of such guidelines. The moderator's decisions, regarding the content of the guidelines and their enforcement, may be appealed to the Board, and if so, the Board's decision on all such matters is final.

Section 7.6 Removal of Officers.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by majority vote of a quorum of the Board of Directors, at any regular or special meeting of the Board, or at the annual meeting of the Corporation.

Section 7.7 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of the receipt of that notice by the President, upon its formal acceptance by the Board, or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights of the Corporation under any contract to which the officer is a party.

Section 7.8 Vacancies in Offices.

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. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President, and the appointed officer shall remain in office for 60 days, or until the next regular meeting of the Board of Directors, whichever comes first. Thereafter, the position can be filled only by action of the Board of Directors.

Section 7.9 Responsibilities of Officers.

7.9.1 President.

The President shall preside at meetings of the Board of Directors, and shall supervise, direct, and control the business affairs of the Corporation and the activities of the officers of the Corporation, and may authorize Directors to conduct regional meetings and educational programs in the name of the Corporation, and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors. The President may delegate his or her responsibilities and powers subject to the control of the Board of Directors.

7.9.2 Vice Presidents.

In the absence or disability of the President, or in the event of his or her inability or refusal to act, the vice presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President may delegate any or all of his or her powers to one or more vice presidents. The vice presidents shall have such other powers and perform such other duties as the Board or the bylaws may require.

7.9.3 Secretary.

The Secretary shall have the following responsibilities:

7.9.3.1 Articles of Incorporation and Bylaws.

The Secretary shall certify and keep at the principal office of the Corporation the original, or a copy of these bylaws as amended to date.

7.9.3.2 Book of Minutes.

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of Directors and Board committees, recording the time and place of holding such meeting, whether regular or special, and, if special, how authorized; the notice given; the names of those present at such meetings; the number of Directors present or represented at Directors' meetings; and the proceedings of such meetings. The book of minutes shall also contain any protests concerning lack of adequate notice or dissents from members of the Board, if the protesting or dissenting members request such protest in writing.

7.9.3.3 Notices, Seal and Other Duties.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors in accordance with these bylaws. He or she shall keep the seal of the Corporation in safe custody, and shall have such other

powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors or these bylaws.

7.9.3.4 Corporate Records.

Upon request, the Secretary shall exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, the bylaws and book of minutes.

7.9.4 Chief Financial Officer.

The Chief Financial Officer, who may also be referred to as the Treasurer, shall have the following responsibilities:

7.9.4.1 Books of Account.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

7.9.4.2 Financial Reports.

The Chief Financial Officer shall prepare, or cause to be prepared, such financial statements and reports as are required by law, by these bylaws, or by the Board.

7.9.4.3 Deposit and Disbursement of Money and Valuables.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Chief Financial officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Chief Financial Officer as may be prescribed by the Board of Directors or the bylaws.

7.9.4.4 Bond.

If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 7.10 Compensation of Officers.

The salaries of officers, if any, shall be fixed from time to time by resolution of the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of the Corporation shall only be allowed if not prohibited under these bylaws. In all cases, any salaries received by officers of the Corporation shall be just and reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation.

**ARTICLE 8 TRANSACTIONS WITH DIRECTORS OR OFFICERS**

Section 8.1 Contracts with Directors and Officers.

The Corporation shall not be a party to any contract or transaction:

- (a) In which one or more of its Directors or officers has a material financial interest, or;
- (b) With any Corporation, firm, Corporation, or other entity in which one or more Directors or officers has a material financial interest, or;
- (c) With any Corporation, firm, Corporation, or other entity in which one or more of its Directors or officers is an owner, partner, director, officer, employee or member; unless:
  - (1) The material facts concerning the contract or transaction and such director's or officer's financial interest or common Directorship or officership are fully disclosed in good faith prior to the Board's consideration of such contract or transaction, and are noted in the minutes;
  - (2) Prior to authorizing or approving the contract or transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantages arrangement with reasonable effort under the circumstances;
  - (3) The Corporation enters into the contract or transaction for its own benefit;
  - (4) The contract or transaction is fair and reasonable to the Corporation; and;
  - (5) Such contract or transaction is authorized or approved in good faith by a majority of disinterested Directors at the meeting with any interested Directors abstaining from voting, provided that majority has decision making authority under the quorum provisions of Section 5.15.

8.1.1 Material Financial Interest.

A director or officer of this Corporation shall not be deemed to have a “material financial interest” in a contract or transaction:

- (a) that fixes the compensation of a director as a director or officer;
- (b) that is authorized by the Board of Directors in good faith and without unjustified favoritism, and results in a benefit to a director or their families because they are in the class of persons intended to be benefited by the charitable program of this Corporation; or
- (c) in which the interested director has no actual knowledge of the transaction, and it does not exceed the lesser of one (1) percent of the gross receipts of the Corporation for the preceding year or \$100,000.

Section 8.2 Loans to Directors and Officers.

This Corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the Corporation or of its parent, affiliate, or subsidiary unless (a) the Board decides that the loan or guaranty may reasonably be expected to benefit the Corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director or officer, if a member, or the vote of a majority of the Directors then in office, without counting the vote of the director who is to receive the loan or guaranty.

**ARTICLE 9 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

Section 9.1 Indemnity.

The Corporation shall indemnify its Directors, officers, employees and agents according to the following provisions:

Section 9.2 Definitions.

For purpose of this Article,

9.2.1 “Agent” means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Corporation that was a predecessor Corporation of this Corporation or of another enterprise at the request of the predecessor Corporation;

9.2.2 “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

9.2.3 “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article.

Section 9.3 Successful Defense by Agent.

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 9.4 through Section 9.5 shall determine whether the Agent is entitled to indemnification.

Section 9.4 Actions Brought by Persons Other than the Corporation.

Subject to the required findings to be made pursuant to Section 9.5, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding. Notwithstanding the foregoing, no indemnification shall be permitted under this Section for any action brought by, or on behalf of this Corporation, or by an officer, director or person granted relator status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 5233 of the California Nonprofit Corporation Law, or by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

Section 9.5 Action Brought by or on Behalf of the Corporation.

9.5.1 Claims Settled Out of Court.

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses reasonably incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

9.5.2 Claims and Suits Against Agent.

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the



following are met:

- (a) The determination of good faith conduct required by Section 9.6, must be made in the manner provided for in that Section; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 9.6 Determination of Agent's Good Faith Conduct.

The indemnification granted to an Agent in this Article is conditioned on the following:

9.6.1 Required Standard of Conduct.

The Agent seeking reimbursement must be found, in the manner described in

9.6.2 to have acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

9.6.2 Manner of Determination of Good Faith Conduct.

The determination that the Agent did act in a manner complying with 9.6.1 shall be made by:

- (a) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by this Corporation.

Section 9.7 Limitations.

No indemnification or advance shall be made under this Article, except as provided in this Article in any circumstances when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision

of the articles of incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.8 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

Section 9.9 Contractual Rights of Non-Directors and Non-Officers.

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9.10 Insurance.

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

## **ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL**

Section 10.1 Minute Book.

The Corporation shall keep a minute book in written form at its principal office which shall contain a record of all actions by the Board or any committee including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Board or the executive committee thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Board actions.

Section 10.2 Books and Records of Account.

The Corporation shall keep adequate and correct books and records of account to be kept at its principal office. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 10.3 Articles of Incorporation and Bylaws.

The Corporation shall keep at its principal office, the original or a copy of its articles of incorporation and bylaws as amended to date.

Section 10.4 Annual Report.

The Board shall cause an annual report to be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records;
- (b) A statement of the place where the names and addresses of current members are located; and
- (c) Any information required by these bylaws. This Corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

This Section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 10.5 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 Corporation shall annually prepare and mail, deliver, or send by electronic transmission to its members and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

- (a) Unless approved by members under Corporations Code section 7233(a), any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):

- (1) Any director or officer of the Corporation, its parent, or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under ARTICLE 8 of these bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Corporations Code section 5034, or the loan or guaranty is not subject to Corporations Code section 7235(a).

#### Section 10.6 Members' Rights of Inspection.

Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(b) Obtain from the secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 10.7 Directors' Rights of Inspection.

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. 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 10.8 Corporate Seal.

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

## **ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 11.1 Execution of Instruments.

The Board of Directors, except as otherwise provided in these bylaws, 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, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 11.2 Checks 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 Chief Financial Officer.

Section 11.3 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 other depositories as the Board of Directors may select.

Section 11.4 Gifts.

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

## ARTICLE 12 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person.

## ARTICLE 13 AMENDMENTS TO BYLAWS

### Section 13.1 Amendment by Members.

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members; provided however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

1. Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
2. Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
3. Increase or decrease the number of memberships authorized for that class;
4. Increase the number of memberships authorized for another class;
5. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
6. Authorize a new class of memberships.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director’s term beyond that for which the director was elected.

### Section 13.2 Amendment by Directors.

Subject to the members’ rights under the California Corporations Code and these bylaws, the Board may, by majority vote at a general or special meeting, adopt, amend, or repeal bylaws unless doing so would:

1. Materially and adversely affect the members’ rights as to voting, dissolution, redemption, or transfer;
2. Increase or decrease the number of members authorized in total or for any

class;

3. Effect an exchange, reclassification, or cancellation of all or part of the memberships;

4. Authorize a new class of membership;

5. Increase or extend the terms of Directors;

6. Allow any director to hold office by designation or selection rather than by election by the members;

7. Increase the quorum for members' meetings;

8. Repeal, restrict, create, expand, or otherwise change proxy rights; or

9. Authorize cumulative voting.

**Bylaws of California DUI Lawyers Association, Inc.**

**CERTIFICATE OF SECRETARY**

The undersigned Secretary of the California DUI Lawyers Association, Inc., a California nonprofit public benefit Corporation certifies that these bylaws, consisting of \_\_\_\_\_ pages, are the bylaws of this Corporation as amended by the Corporation on \_\_\_\_\_, and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_, at \_\_\_\_\_, California.

\_\_\_\_\_  
Virginia Landry  
Secretary