

#### Article I. Introduction

1. This chapter of the Association for Preservation Technology is established under Article X of the APT International Bylaws. It is organized to promote the interchange of ideas and knowledge concerning preservation of historic buildings, structures, sites, landscapes, museum artifacts, and related materials, and to further the goals of the APT. It is meant to serve the needs of interested persons in the Western United States including but not limited to California, Nevada, and Arizona.<sup>1</sup> The name of the chapter is the Western Chapter of the Association for Preservation Technology, Incorporated.

#### Article II. Offices

1. Principal Office: The principal office for the transaction of business of the corporation and the storage of corporation records ("principal executive office") is to be located at the City and County of San Francisco, California. The directors may change the principal office from one location to another, whether within or outside of that City/County.
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 do business.

#### Article III. Dedication of Assets

1. The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

#### Article IV. Membership

1. Classes: There is one class of members of this corporation. This class of members shall be known as voting members. Membership is open to any person, group, organization, or company interested in preservation technology. Each membership may be reviewed by the Board of Directors, which may reject any application for membership.
2. Qualifications of Voting Members: *The Vice President of Membership shall notify applicants within ten days of receiving an application regarding their acceptance as members of the Chapter.*<sup>2</sup> A voting member is any qualified dues-paying member when it is decided to collect membership dues. A qualified dues-paying member is defined as a member in good standing who has paid his or her full dues. If dues are not to be collected, a voting member must *be registered*<sup>3</sup> with the Vice President of Membership or with the President if there is no Vice President of Membership. Membership in the Association for Preservation Technology International (APTI) is encouraged but not required for Chapter membership.

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<sup>1</sup> By-Law Amendment, 2/20/2013 Hawaii deleted; 3/22/2015 New Mexico deleted.

<sup>2</sup> By-Law Amendment, 12/11/2008.

<sup>3</sup> Ibid

3. Voting and Other Rights of Members: All members, including one accredited representative of each group, organization, or company holding a membership in this corporation, has one vote. All members have the right to attend, participate in discussions, and to vote at all general meetings of the corporation. *To be eligible to vote, the member must register with the Vice President of*<sup>4</sup> *Membership one day prior to the announcement of an election or a vote taken on a motion.* All members are entitled to receive all benefits and enjoy all privileges of Chapter membership, including but not limited to Chapter events, newsletters, and publications.

4. Liabilities of Members: No person who is now, who has been in the past, or who later becomes a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

5. Voting by Members: When it is not practical to meet in person or to wait until the next regularly scheduled meeting, a vote of the members --to elect directors, remove directors, fill director vacancies, amend these bylaws or any other act that the members may take by law --may be taken by e-mail, which shall constitute a written vote of the members. The initial e-mail to members must be by an officer other than the originator of the measure. The e-mail request for a vote must include a clear description of the issue and what the voting choices are. A deadline for response must be included. A minimum of 48 hours should be allowed for discussion and turnaround, unless the urgency of the matter requires a shorter amount of time as established by the President. If by the deadline the number of responses equals a quorum of the members, the responses shall be tallied and counted as though the vote occurred during a meeting. If not enough votes for a quorum are received by the deadline, then a subsequent e-mail may be sent to the members with another deadline so that additional responses can be received. Responses received for the first vote do not need to be re-sent to be counted, unless the sender wishes to change his or her vote.

6. *Removal:*

*a. Prior to a vote of the Board of Directors to consider removal of a member, that member shall have been given thirty (30) days' notice in writing. Membership shall cease immediately upon the affirmative vote of the full Board of Directors.*

*b. Members not renewing their annual membership by payment of dues sixty (60) days following the due date shall be removed from membership in The Chapter without further notice.*<sup>5</sup>

Article V. Meetings

1. Annual Meeting: The annual member meeting of the Chapter shall be held once a year at a time and<sup>6</sup> location to be determined by resolution of the board of directors and shall include installation of the new directors and presentation of the annual report. Written notice of the time and place of the annual meeting shall be sent to each voting member by electronic or post mail not less than 10 or more than 90 days before the date of the meeting.

2. Special Business Meetings: Special meetings of the Chapter members for any purpose or purposes may be called at any time by the President of the corporation, by a majority vote of the

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<sup>4</sup> By-Law Amendment, 12/11/2008.

<sup>5</sup> By-Law Amendment, 2/2/2013.

<sup>6</sup> *Ibid.*

Board of Directors or by five percent or more of the voting members. Written notice of the time and place of special meetings shall be given in the same manner as for annual meetings of the members. The transactions of any meeting of the members of this corporation, however called or noticed, shall be as valid as though made at a meeting held after a regular call and notice if a quorum is present, and if, either before or after the meeting, each of the voting members not present signs a written waiver of notice, or a consent to holding this meeting, or an approval of the minutes of the meeting. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

3. Quorum: A quorum for any business meeting of the members or of the board of directors shall be one-third plus one of the voting members or board of directors, respectively. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4. Election and Removal of Directors: The members elect the directors. A director may be removed by either of the following two procedures:

a. A director may be removed at any regular, annual, or special meeting of the members or by a written vote of the members by at least a majority of the members required to constitute a quorum.

b. A director may be removed from the Board for cause (as defined by Corporations Code Section 5221) by a 2/3 vote of the Board.

#### Article VI. Board of Directors

1. General Corporate Powers: Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the directors.

2. Specific Powers: Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

a. 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 of incorporation, and with these bylaws; and fix their compensation;

b. Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

c. Borrow money to 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 evidence of debt and securities.

d. Fill vacancies for directors and officers for the remainder of the term of office by the majority of the directors then in office.

3. Number, Qualifications, and Terms of Directors: The board of directors shall consist of between ten (10) and fifteen (15) qualified members. A candidate for director must be approved by the nominating committee in order to become a nominee and shall be a member who has a strong professional and personal interest in the preservation of the cultural heritage and the technology necessary to preserve, restore, and maintain it. The term of office is three years, with a consecutive two term limit.<sup>7</sup> Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless removed by action of the members. A director whose term has expired may be elected for a succeeding term.

4. Place of Meetings: Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation.

5. Meetings by Telephone, Etc.: Any meeting, regular or special, may be held by conference telephone, videoconference, electronic chat room or similar communication equipment, so long as all directors participating in the meeting can communicate with one another concurrently, and all such directors are deemed to be present in person at such meeting.

6. Annual Meeting: Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of installation of any new officers, organization and the transaction of other business. Notice of this meeting shall be required.

7. Other Regular Meetings: Other regular meetings of the board of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Notice of regular meetings shall be required.

8. Special Meetings: Special meetings of the board of directors for any purpose may be called at any time by an officer of the corporation or any two directors. Notice of the time and place of all board meetings shall be given to each director by personal delivery of written notice, by electronic or post mail, or by telephone communication. All such notices shall be given or sent to the directors' address or telephone number as shown on the records of the corporation to be received by the director at least 48 hours before the time set for the meeting. The notice shall state the time and place of the meeting; it need not specify the purpose of the meeting.

9. Quorum: One-third plus one of the authorized number of board of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section II of Article VI. Every act or decision done or 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, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) appointment of committees; and (iii) 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 the meeting.

10. 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 (a) a quorum is present; and (b) either before or after the meeting, each

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<sup>7</sup> By-Law Amendment, 3/22/2015.

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 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.

11. **Adjournment:** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another place or time. 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 adjournment.

12. **Action Without Meeting:** Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Consents may be solicited and given by e-mail. Such action by 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.

13. **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.

14. **Standard of Care:** A director shall perform the duties of a director, including duties as a member of any committee of the board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

15. **Attendance:** A Board member attending less than 50% of Board meetings in any board calendar year may be considered for removal by the Board as per Section 4b of Article V.<sup>8</sup>

Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing this corporation's investments, the board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital.

## Article VII. Committees

1. The board of directors may, by a resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors (but no persons who are not directors), to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of the board resolution, may:
  - a. Take any final action on matters which, under California Nonprofit Corporation Law, also require members' approval or approval of a majority of all members;

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<sup>8</sup> By-Law Amendment, 3/22/2015

- b. Fill vacancies on the board of directors or on any committee which has the authority of the board;
- c. Fix compensation of the directors for serving on the board or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- f. Appoint any other committees of the board of directors or the members of these committees;
- g. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- h. Approve any transaction (a) to which the corporation is a party and one or more directors have a material financial interest; or (b) between the corporation and one or more of its directors or between the corporation and any corporation or person in which one or more of the directors have a material financial interest.

2. Meetings and Actions of Committees: Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI 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 either by resolution of the board of directors or by resolution of the committees. Special meetings of the committees may also be called by resolution of the board of directors. Notice of regular and 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 or a report of each committee shall be given at the subsequent board of directors' meeting for inclusion in the minutes of the board meeting. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws or with the California Nonprofit Corporation Law.

#### Article VIII. Officers

1. The officers of the corporation shall be a president, a vice president, a vice president of membership, a secretary, and a treasurer, all of whom shall be from the voting membership and shall be members of APTI. The corporation may also have, at the discretion of the board of directors, a chair of the board, more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president or the chair of the board.

2. Election of Officers: The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII, shall be members of the board of directors and elected with a 2/3 majority vote of the full Board., Each shall serve a two-year term at the pleasure of the board, subject to the rights, if any, of an officer under any written contract of employment.<sup>9</sup>

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<sup>9</sup> By-Law Amendment, 3/22/15

3. Subordinate Officers: The board of directors may appoint, and may authorize the chair of the board or 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 determined from time to time by the board of directors.

4. Removal of Officers: Any officer may be removed from office, with or without cause, by the board of directors, at any annual, regular or special meeting of the board, except in case of an officer chosen by the board of directors a 2/3 vote of the board is required.

5. Resignation of Officers: Any officer may resign from office at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice 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, if any, of the corporation under any contract to which the officer is a party.

6. Vacancies in Office: A vacancy in office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

#### 7. Responsibilities of Officers

a. President: The president shall preside at all meetings of the members and board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by these bylaws. In addition, the president shall be the chief executive officer of the corporation. The president shall also be subject to the control of the board of directors and shall generally supervise, direct, and control the business and the officers of the corporation.

b. Vice President: In the absence or disability of the president, 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 the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the chair of the board.

c. Vice President of Membership: The vice president of membership shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the board of directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

d. Secretary: The secretary shall attend to the following:

(i) Book of Minutes: The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) Notices and Other Duties: The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. He or she shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

e. Treasurer: The treasurer shall attend to the following:

(i) Books of Account: The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept, adequate and correct books and records of accounts of the properties and business 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 accounts shall be open to inspection by any director or member at all reasonable times. The fiscal year of the corporation is concurrent with the calendar year, January 1 to December 31.

(ii) Deposit and Disbursement of Money and Valuables: The treasurer shall deposit 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 the funds of the corporation as may be ordered by the board of directors; shall render 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 as may be prescribed by the board of directors or the bylaws.

(iii) 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 his or her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his or her control on his death, resignation, retirement, or removal from office.

(f) Past President: It shall be the policy of the Board that any Director who serves as President shall be expected to serve at least one additional, one-year term as Past President. The Past President(s) shall provide continuity of policy, knowledge of the Board's and organization's history, and familiarity with the Chapter's relationship with APTI. The Past President(s) shall have full rights as members of the Board. The one-year term of Past President may be renewed by a majority vote of the Board, in the month following the election of officers for each year.<sup>10</sup>

## Article IX. Elections of Directors

1. Nominations for Votes: The president shall appoint a committee of members to select qualified candidates for election to the board of directors at least 60 days before the date of any election of directors. The committee shall be composed of three members, two members appointed from the general membership and one member from the board of directors who shall serve as the

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<sup>10</sup> By-Law Amendment, 12/11/2008.

chair. No member of the nominating committee shall serve more than two terms<sup>11</sup> in succession. The duties of the nominating committee are to present nominations for the directors, to be elected by electronic or post mail before the next annual meeting, at which time the election results are announced. The nominating committee shall make its report at least 40 days before the date of the election, and the secretary shall forward to each member a list of candidates nominated, by office. Nomination as a director of the chapter is open to any Chapter member in good standing, subject to the provisions of Article VI, Section 3.

2. Election Conducted by Mail: Each member must return by mail, electronic or post, or by hand the marked ballot to the Secretary of the Corporation no later than 10 calendar days prior to the annual general meeting. Provision must be made on each ballot for potential write-in votes. The board of directors will count the ballots before the annual meeting and announce the results during the annual meeting. In the event of a tie in the annual Board of Directors election, the winning candidate will be decided by a simple majority vote cast by a quorum of the current Board of Directors.<sup>12</sup>

3. Publications: Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

4. Mailing Election Materials: On written request by any nominee (meaning a candidate who has been approved by the nominating committee) for election to the board and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within 10 business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and this is reasonably related to the election, unless the corporation within five business days after the request allows the nominee, at the corporation's option, the right to do either of the following: (a) inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or (b) obtain from the vice president of membership of the corporation, or the president of the corporation if there is no vice president of membership, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the later of 10 business days after the demand is received or on or before the date specified in it as the date by which the list is to be compiled.

5. Refusal to Publish or Mail Materials: The corporation may not decline to publish or mail material that it is otherwise required hereby to publish or mail on behalf of any nominee, on the basis of the content of the material, except that the corporation or any of its agents, officers, directors, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.

6. Use of Corporate Funds to Support Nominees: Without authorization of the board, no corporate funds may be expended to support a nominee for director after there are more people nominated for director than can be elected.

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<sup>11</sup> By-Law Amendment, 3/22/2015.

<sup>12</sup> By-Law Amendment, 1/22/2011.

7. Vacancies: A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the board of directors of a vacancy of the office of a director who has had a conservator appointed by an order of court or who has been convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law; (c) the vote of the members as provided in Section 4 of Article V herein to remove a director; or (d) the 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 to be elected at such meeting.

8. Resignations: Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chair of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office as of the date when resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

9. 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.

10. Restriction on Interested Directors: Not more than 49 percent of the persons serving on the board of directors at any time may be interested persons. An interested person is: (a) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendent, spouse, sister-in-law, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provision of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### Article X. Indemnification of Directors and Officers, Employees and Other Agents

1. Definitions: For the purposes of this Article:

a. "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;

b. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

c. "Expenses" includes, without limitation, all attorney's fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

2. Successful Defense by Agent: Subject to the amount of available insurance and other restrictions set out in Section 6 below, 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 all expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claims or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 of this Article X shall determine whether the agent is entitled to indemnification. Note: Limit to amount of available insurance is included in 6.c.

3. Actions Brought by Persons Other Than the Corporation: Subject to the required findings to be made pursuant to Section 5 below, and subject to the amount of available insurance and other restrictions set out in Section 6 below, this corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any proceeding --other than an action brought by, or on behalf of, this corporation, or by an officer, director, or person granted related 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 California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in the charitable trust --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. Note: Limit to amount of available insurance is in 6.c.

4. Action Brought by or on Behalf of the Corporation:

a. 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 incurred in defending against the proceedings, unless it is settled with approval of this corporation.

b. Claims and Suits Awarded Against the Agent: Note: Subject to the amount of available insurance and other restrictions set out in Section 6 below, 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 actions, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5 below, must be made in the manner provided for in that Section; and

(ii) 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.

5. Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in Sections 3 and 4 above are conditioned on the following:

a. Required Standard of Conduct: The agent seeking reimbursement must be found, in the manner provided below, 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 like position would use in similar circumstances. The termination of a 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 which he reasonably believed to be in the best interest of the corporation or that he or she had reasonable cause to believe that his or her 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.

b. Manner of Determination of Good Faith Conduct: The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by: (i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or (ii) the court in which the proceeding is or was pending. Such determination shall be made on application brought by this corporation or the agent or 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.

6. Limitations: No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(ii), in any circumstance when it appears:

a. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted 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.

c. In addition, no indemnification or advance shall be made to the extent it exceeds insurance payments available under any insurance policy held by this corporation, unless expressly approved by a majority of the directors who are not seeking indemnification or advances and who are not defendants of the same litigation or claim. Finally, no indemnification or advance may be made in violation of any law.

7. 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 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.

8. 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 thereof, may be entitled by contract or otherwise.

9. Insurance: The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

## Article XI. Records and Reports

1. Maintenance of Corporate Records: The corporation shall keep at the principal executive office, or if the corporation's principal executive office is not in the State of California, at its principal business office in this State:

- a. Adequate and correct books and records of account;
  - b. Minutes in written form of the proceedings of its members, board, and committees of the board;
  - c. A record of its members, giving their names and addresses and the class of membership held by each;
2. Maintenance and Inspection of Articles and Bylaws: The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this State, the secretary shall, on the written request of any member, furnish to that member a copy of the articles and bylaws as amended to date.
3. Inspection by Directors: Every director shall have the absolute right at any reasonable time to inspect the books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.
4. Annual Report:
  - a. Not later than 120 days after the close of the corporation's fiscal year, the president shall cause an annual report to be sent to the directors. Such report shall contain the following information in reasonable detail:
    - (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
    - (ii) The principal changes in assets and liabilities, including the trust funds, during the fiscal year.
    - (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
    - (iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
    - (v) Any information required by Section 5 of this Article.
  - b. The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.
5. Annual Statement of Certain Transactions and Indemnifications: No later than the time the corporation gives its annual report to the directors, and in any event no later than 120 days after the close of the corporation's fiscal year, the president shall prepare and mail or deliver to each director a statement of the amount of circumstances of any transaction or indemnification, if any, of the following kind:

a. Any transaction(s) in which the corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest: (i) any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or (ii) any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.

b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article X hereof, unless such indemnification has already been approved by the board pursuant to Section 5(b) of Article X.

#### Article XII. Construction and Definitions

1. 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 feminine gender includes the masculine and neuter, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "persons" includes both the corporation and a natural person.

#### Article XIII. Amendment by Directors

1. New bylaws may be adopted or these bylaws may be amended or repealed by approval of the directors. Proposed amendments to these bylaws must be submitted in writing to the directors at least 30 days in advance of the board meeting at which they will be considered for adoption. The vote of two-thirds of the directors present at a duly called and noticed meeting shall be required to adopt a bylaw repeal, amendment, or addition.

#### Certificate of Secretary

I hereby certify this version of the bylaws of the corporation.

Date:

Secretary