

**AMENDED AND RESTATED**  
**BYLAWS**  
**of**  
**PARENTS' CLUB OF PALO ALTO AND MENLO PARK**

**Effective July 14, 2014**

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**AMENDED AND RESTATED  
BYLAWS  
of  
PARENTS' CLUB OF PALO ALTO AND MENLO PARK**

**ARTICLE I  
PRINCIPAL OFFICE**

The principal office of this corporation shall be located in the county of Santa Clara, California.

**ARTICLE II  
MEMBERSHIP**

1. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as "members," and provide for their rights and obligations (including the obligation to pay dues). The terms "member" and "membership," as used in these Bylaws shall refer to both voting members and nonvoting associates unless specified otherwise. The Board will set the criteria for determining which members are voting members and nonvoting associates.

2. Qualifications for Membership. Any individual or household may become a member of this corporation as long as it is the prospective member's intent to further the best interests of this corporation and its purposes, and specifically to further the best interests of the children engaged in programs of this corporation; provided that former members that were terminated from membership for reasons other than expiration of membership or nonpayment of dues shall not be eligible to be admitted as members, except by an affirmative vote of two-thirds of the directors then in office. This corporation shall admit members of any race, color, or national or ethnic origin.

3. Admission of Members. Any application for membership must be made in writing and shall be submitted to the Board of Directors or its designees. The Board or a person or committee authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Section 2 above. Membership shall commence upon such certification and upon payment of any required dues.

4. Membership Dues. Each member must pay to this corporation, within the time and on the conditions set by the Board, dues and fees in amounts to be fixed from time to time by the Board. The Board may determine the conditions under which any payment of dues shall be refundable and may, in certain cases, choose to provide a scholarship for membership dues.

5. Good Standing. Those members who have paid the required dues, fees, and assessments, if any, and who are not suspended, shall be members in good standing of this corporation.

6. Membership Roster. This corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

7. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

8. Transferability of Memberships. Membership in this corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

9. One Representative per Household. All of the members of a household are considered to be one member of this corporation unless application has been made and fees paid for more than one membership in a household. Any members of this corporation that are households shall exercise all the rights and obligations of membership in this corporation, including the right to vote (if applicable), through one representative selected by that household. The representative can change from time to time in the discretion of the household. For in-person meetings attended by more than one representative of a household, each member household shall indicate who shall be the representative for that meeting at the time of voting, if applicable. If more than one member of a household claims to be the representative of that household for any action, the Board of Directors of this corporation shall determine who is the appropriate representative in its sole discretion.

10. Termination or Suspension of Membership. Membership in this corporation shall continue until terminated as provided in this Section, or until the member dies or resigns in a writing delivered to the Secretary or either President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation. Membership may also be suspended by this corporation.

A. Basis for Termination. Membership in this corporation shall terminate upon the occurrence of any of the following events or conditions:

i. Expiration. If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member elects to renew the membership.

ii. Nonpayment of Dues. A member's membership in this corporation shall automatically terminate thirty days after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees within such thirty-day period.

iii. Failure to Qualify. On a good faith finding by the Membership Committee (as defined below), made in accordance with this Section, that a member no longer meets the qualifications set forth in Article II, Section 2, such member's membership in this

corporation shall terminate. For purposes of these Bylaws, "Membership Committee" shall mean a committee comprising at least three (3) natural persons, each of whom has been designated as a member of such committee by the Board of Directors; provided, for the avoidance of doubt, that (x) each such person shall serve at the pleasure and discretion of the Board of Directors, which may remove and/or replace each such person from time to time with or without cause and (y) each such person is required to be a member of this corporation or of the Board of Directors.

iv. Violation of Policies. On a good faith finding by the Membership Committee, made in accordance with this Section, that a member has materially violated any policy of this corporation (including, without limitation, any terms and conditions relating to any website maintained or event hosted or sponsored by this corporation), such member's membership in this corporation shall terminate.

v. Interests of Corporation. On a good faith finding by the Membership Committee, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes, such member's membership in this corporation shall terminate.

B. Basis for Suspension. On a good faith finding by the Membership Committee, made in accordance with this Section, that (i) a member has materially violated any policy of this corporation (including, without limitation, any terms and conditions relating to any website maintained or event hosted or sponsored by this corporation) or (ii) continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes, this corporation may suspend such member.

C. Termination or Suspension Procedures. In the case of a proposed termination of a membership under subsection A.iii, iv or v above, or a proposed suspension under subsection B, the following procedures, which are designed to qualify as fair and reasonable under Section 5341(c) of the California Corporations Code, shall apply:

i. Membership Committee Resolution. The Membership Committee shall pass a resolution stating: (1) the proposed disciplinary action; (2) the reasons therefor; (3) the proposed date for the disciplinary action to take effect; and (4) the date, time, and place for a hearing before the Membership Committee by the member. The date for the hearing shall be not less than five (5) days before the proposed effective date.

ii. Notice. The Membership Committee shall provide written notice of the hearing to the member by first class mail or electronic mail to the last postal or electronic mail address (as applicable) of the member shown on this corporation's records, or by any other means reasonably calculated to provide actual notice. Such notice shall contain the matters stated in the Membership Committee resolution. Such notice shall be sent not less than ten (10) days before the hearing date.

iii. Interim Action. The Membership Committee may take interim disciplinary actions after sending the notice pursuant to subsection C.ii above, if necessary to protect the vital interests of this corporation or to prevent any imminent harm to this corporation.

iv. Hearing Participation. The member may choose to be heard in one of the following manners (either personally or through his or her representative): (1) orally by telephone conference call with the Membership Committee at the date and time (and the telephone number) specified in the notice; or (2) by submitting a written, videotaped, or audiotaped statement to the Membership Committee, at the member's own cost. The Membership Committee may place reasonable restrictions on the length of the member's oral, written, videotaped and/or audiotaped presentation. Any statement in writing or other physical form must be received by the Membership Committee not less than forty-eight (48) hours before the hearing date.

v. Membership Committee Decision. After the hearing is ended and the member has been excused, the Membership Committee shall discuss and vote on the proposed disciplinary action. The deliberations shall be limited to considering only the evidence presented during the hearing and the charges stated in the Board resolution. To take disciplinary action, the Membership Committee must be persuaded that, more probably than not, one or more of the allegations charged in the notice are true. The decision of the Membership Committee shall be final. If a member's membership is terminated hereunder, all membership rights of such member in the corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection C.ii above.

vi. Refund. The Membership Committee may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

vii. Membership Committee Discretion. Subject to subsection C.viii, the Membership Committee or an individual or committee authorized by the Board, has complete and sole discretion to decide questions that may arise regarding this disciplinary procedure, to the extent they are not addressed by this policy or the policy requires further interpretation, in order to ensure that the procedure is conducted in good faith and in a fair and reasonable manner, considering the best interests of this corporation and the individual(s) affected. Subject to subsection C.viii, the Membership Committee is authorized to adopt and modify from time to time specific policies and procedures for disciplinary proceedings, and the rights of the member charged are limited to those stated in such policies and procedures and in this Section, and no other rights should be presumed or inferred. The member charged does not have any absolute right to legal counsel, to identify or confront witnesses against the member, or to more information about the charges or the evidence beyond that provided in the notice of hearing. All types of evidence, including statements from persons who are not present at the hearing, may be considered. All proceedings shall be conducted and materials shall be presented to the Membership Committee in English. A decision by the Membership Committee or an individual or committee authorized by the Board to permit or not permit certain forms of participation in one disciplinary situation shall not bind the Membership Committee to the same approach in another situation.

viii. Membership Committee Meetings. Subject to the authority of the Board of Directors and except as provided above in this Section or as necessary to comply with the provisions of Section 5341(c) of the California Corporations Code, meetings and actions of

the Membership Committee shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Membership Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of the Membership Committee and shall be filed with the corporate records.

### **ARTICLE III MEMBERSHIP RIGHTS OF VOTING MEMBERS**

1. Voting Rights. Subject to these Bylaws and this corporation's other policies and procedures, only voting members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

(a) the election of directors, the Co-Presidents, the Secretary, and the Treasurer;

(b) the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;

(c) any amendment to these Bylaws that materially and adversely affects member voting rights or as otherwise provided in California Corporations Code Section 5150, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;

(d) the disposition of all or substantially all of the assets of this corporation;

(e) any merger of this corporation;

(f) any dissolution of this corporation; and

(g) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

2. Inspection Rights.

A. Articles and Bylaws. This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by only voting-members members at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to any member on written request therefor.

B. Accounting Records; Minutes. On written request, any voting member (in person or through an agent or attorney) may inspect the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board

Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of voting members to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

3. Other Rights. In addition to the rights described in these Bylaws, voting members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

#### **ARTICLE IV MEMBER MEETINGS AND VOTING**

1. Member Voting. Each voting member in good standing shall have one vote on each matter on which the voting members are entitled to vote. Non-

2. Annual Member Meetings. An annual meeting of the membership will be held at a date, place, and time determined by the Board of Directors, for the purpose of electing directors, the Co-Presidents, the Secretary, and the Treasurer, and transacting such business as may come before the meeting. The Board of Directors may invite non-voting associates to attend such meeting although will not be entitled to vote on any matters.

3. Special Meetings of Members.

A. Who May Call. Special meetings of the members may be called (i) by the Board of Directors, either Co-President, the Secretary or (ii) on the written request of five percent of the voting membership.

B. Procedures for Calling Special Meetings Requested by Members. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, or facsimile transmission, to any director, either Co-President, or the Secretary of this corporation. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors, either Co-President or the Secretary. The Board of Directors may invite non-voting associates to attend such meeting although will not be entitled to vote on any matters.

4. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, only person holding a voting membership as of the close of business on the record date shall be deemed a member of record.

A. Notice of Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which voting members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which voting members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

D. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which voting members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

5. Time and Manner of Notice of Meetings. The Secretary shall give written notice of each members' meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address provided by the member to this corporation for purposes of notice, either personally or by telegram, facsimile transmission in compliance with Article XI, Section 3 of these Bylaws, electronic transmission in compliance with Article XI, Sections 3 and 4 of these Bylaws, or first-class, registered, or certified mail not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting. Notice shall not be given by electronic transmission after either (i) the corporation is unable to deliver two consecutive notices to the member by that means, or (ii) the inability to deliver the notices to the member becomes known to the corporation. The Board of Directors may invite non-voting associates to attend such meeting although they will not be entitled to vote on any matters

6. Contents of Notice. The notice shall state the place, date and time of the meeting, the means of electronic transmission or electronic video screen communication, if any, by which members may participate in the meeting, and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the annual meeting, the names of all those who are nominees for director, Co-Presidents, Secretary or Treasurer as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the voting members, but any proper matter may be presented at the annual meeting for such action.

7. Notice of Certain Actions Required. Unless the vote of the voting membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, or (d) to voluntarily dissolve this corporation.

8. Member Quorum. Ten percent (10%) of the voting memberships then in effect shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

9. Act of the Members. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

10. Manner of Voting.

A. Voting at Meetings. Voting at meetings may be by voice or by secret ballot, provided that any election of directors, the Co-Presidents, the Secretary, or the Treasurer, and any other vote designated by the chairman of the meeting, in his or her discretion, or requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot. Subject to any guidelines and procedures that the Board of Directors may adopt, members not physically present in person at a membership meeting may, by electronic transmission in compliance with Article XI, Section 3 of these Bylaws, or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote at the meeting (if applicable), whether that meeting is held at a designated place or in whole or in part by means of electronic transmission or electronic video screen communication in accordance with this Article IV, Section 13.

B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the voting members.

C. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

D. Action by Written Ballot Without a Meeting.

- i. Generally. Any action required or permitted to be taken by voting members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting. The corporation may send the ballot and any related material by electronic transmission, and the voting member may return the ballot by electronic transmission, in compliance with Article XI, Sections 3 and 4 of these Bylaws. If necessary to comply with the electronic transmission requirements, the records of member ballots may be identifiable to the voting member.

- ii. Content of Written Ballots. Any written ballot distributed to the voting members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
- iii. Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.
- iv. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the voting members.
- v. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.
- vi. Revocation of Written Ballots. If a voting member who has cast a written ballot desires to change his or her vote, the voting member may do so provided he or she so notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

E. Election Ballots. Any ballot used in the election of directors, the Co-Presidents, the Secretary, or the Treasurer, shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for voting members to designate a vote for a candidate not on the ballot

#### 11. Waiver of Notice or Consent by Members.

A. Generally. Any action of the voting members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each voting member entitled to vote who was not present at the meeting provides (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes in writing. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 7 of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose

of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 7 of this Article, if that objection is expressly made at the meeting.

12. Action by Unanimous Written Consent. Any action required or permitted to be taken by the voting members at a meeting, may be taken without a meeting if all voting members shall individually or collectively consent to such action in writing. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a voting member in compliance with Article XI, Section 3 of these Bylaws.

13. Meetings by Electronic Transmission. A meeting of the voting members may be conducted, in whole or in part, by electronic transmission in compliance with Article XI, Sections 3 and 4 of these Bylaws or by electronic video screen communication, so long as all of the following apply:

(a) this corporation has implemented reasonable measures to provide voting members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

(b) if any voting member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, this corporation maintains a record of any vote or action taken by a voting member by means of electronic transmission.

Any request by this corporation for a member's consent to conduct a meeting by electronic transmission shall include a notice that, absent consent of the voting member, the meeting shall be held at a physical location in which voting members may participate in accordance with Article IV, Section 10.A of these Bylaws.

## **ARTICLE V BOARD OF DIRECTORS**

1. Corporate Powers; Exercise By Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

2. Number and Qualification of Directors. The number of directors shall be not less than five (5) nor more than fifteen (15), with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors. Any amendment of the preceding sentence shall require the approval of the voting members. The Co-Presidents, Secretary, and Treasurer shall serve as full voting directors by virtue of holding their respective officer position. The remaining directors are the "Directors at Large". Directors need to be members of this corporation, except that the Co-Presidents, the Secretary, and the Treasurer must be elected from

among the voting members of this corporation. Directors of this corporation shall not have been terminated from membership in this corporation for reasons other than expiration of membership or nonpayment of dues prior to being elected as a director, Co-President, Secretary, or Treasurer.

3. Limitations on Interested Persons. At all times, not more than forty-nine percent of the directors of this corporation may be interested persons. An interested person means either:

- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4. Nomination of Directors and Co-Presidents, Secretary, and Treasurer.

A. Nominations By Committee. The Board of Directors shall appoint a committee to select qualified candidates for election to the Board and as Co-Presidents, Secretary, and Treasurer at least 30 days before the date of any election of directors, the Co-Presidents, Secretary or Treasurer. This nominating committee shall make its report at least 10 days before the date of the election, and the Secretary shall forward to each voting member, with the notice of the meeting in accordance with Sections 5 and 6 of Article IV of these Bylaws, a list of all candidates so nominated.

B. Nominations By Member Petition. So long as this corporation has 500 or more, but less than 5,000 voting members, members representing two percent of the voting power may nominate candidates for director and for Co-President, Secretary, or Treasurer by a petition signed by such members within eleven months before the election, and delivered to either Co-President or the Secretary of this corporation on or before the closing date for nominations. On timely receipt of such a petition, the Secretary shall list the candidates so nominated on the ballot.

C. Nominations Member Petition. If this corporation has 5,000 or more voting members, members representing one-twentieth of one percent (.05%) of the voting power (but not fewer than 100 members) may nominate candidates for director and for Co-President, Secretary or Treasurer by a petition signed by such members within eleven months before the election, and delivered to either President or the Secretary of this corporation on or before the closing date for nominations. On timely receipt of such a petition, the Secretary shall list any candidates so nominated on the ballot. The closing date for nominations shall be sixty days before the election.

D. Nominations From The Floor. At any member meeting at which directors, either Co-President, Secretary or Treasurer will be elected, any voting member present at the meeting in person or by proxy (if proxies are permitted) may nominate candidates for director, Co-President, Secretary or Treasurer.

E. Other Nomination Procedures. The Board may develop other reasonable nomination procedures.

5. Election and Term of Office of Directors and Co-Presidents, Secretary, and Treasurer.

The Co-Presidents, Secretary, Treasurer and the Directors at Large shall be elected at each annual meeting of the members, or, if either Co-President, Secretary, Treasurer or the Directors at Large are not elected at the meeting, they may be elected at any special meeting of the members, or by written ballot. The Co-Presidents, Secretary, Treasurer and the Directors at Large, shall be elected for a term of one year, with terms starting on June 1 of the year elected and ending on May 31 of the following year.

Each Director at Large, the Co-Presidents, Secretary, and the Treasurer, shall hold office until expiration of the term and until a successor has been elected and qualified.

6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies, including vacancies in positions of Co-President, Secretary, and Treasurer, may be filled by the remaining directors (unless the vacancy was created by removal of a director by the members) or by the voting members, for the unexpired portion of the term.

7. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by either Co-President or the Secretary of this corporation, unless a later effective date is specified in the resignation. The voting members may remove any director, including either Co-President, Secretary or the Treasurer, at any time, with or without cause. If there are fewer than fifty voting members, the vote of a majority of all voting members shall be required to remove a director. In addition, the Board may declare vacant the office of a director, including either Co-President, Secretary or the Treasurer, who does not attend three consecutive Board meetings, or as otherwise provided in California Corporations Code Section 5221. Removal of either Co-President, Secretary or Treasurer from their director position automatically also removes them from their officer position, and vice versa.

8. Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair, Secretary or any two directors, and noticed in accordance with Section 10 of this Article.

9. Special Board Meetings. Special meetings of the Board of Directors may be called by the Chair, Secretary or any two directors, and noticed in accordance with Section 10 of this Article.

10. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission, such as e-mail, in compliance with Article XI, Section 3 of these Bylaws.

11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a written waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. 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 the lack of adequate notice before the meeting or at its commencement.

12. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Sections 6 (filling board vacancies) and 13 (taking action without a meeting); Article VI, Section 1 (appointing Board Committees); Article VIII, Section 3 (approving self-dealing transactions); Article IX, Section 2 (approving indemnification); and Article XI, Section 6 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. 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 such meeting.

13. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consent shall include electronic mail or facsimile transmitted by a director in compliance with Article XI, Section 3 of these Bylaws.

14. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone or electronic video screen communication so long as all directors participating in such meeting can hear one another. Directors may also participate in a meeting through use of electronic transmission in compliance with Article XI, Section 3 of these Bylaws:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently; and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

15. Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee 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. In furtherance of the best interest of this corporation, directors shall, at the end of

their tenure as a director, return to the corporation all assets of this corporation, whether tangible or intangible, held by the director.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- i. one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- ii. counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- iii. a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

16. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

17. Compensation of Directors. Directors shall not be compensated for their services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

## **ARTICLE VI COMMITTEES**

1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of at least two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the Board of Directors or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation of this corporation;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or;
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. Each Advisory Committee shall be chaired by a director of the corporation; however, the members of any Advisory Committee may consist of directors or non-directors, including paid or unpaid staff or volunteers, and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE VII OFFICERS**

1. Officers. The officers of this corporation shall be a two Co-Presidents, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair or a Co-President.

2. Election. The Co-Presidents, Secretary, and the Treasurer shall be elected by the voting members as provided in Article V, above.

3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the person who elected that officer as provided in Article VII, Section 2, above. A removal of either Co-President, Secretary or Treasurer from their director position under Article V, Section 7, above, shall automatically result in their removal as an officer, as well.

4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by 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 this corporation under any contract to which the officer is a party. The resignation of either Co-President, Secretary or the Treasurer shall automatically result in that person ceasing to serve as director as well.

5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office; provided that vacancies in the either Co-President, Secretary or Treasurer position shall be filled pursuant to Article V, Section 6, above.

6. Co-Presidents and Chief Executive Officer. The Co-Presidents shall decide together which shall serve as the chief executive officer of this corporation. This President and chief executive officer shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Otherwise, the Co-Presidents together shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. In the event that the Co-Presidents cannot agree on who should serve as the chief executive officer of this corporation, the Board shall decide by majority vote at the first meeting after the annual election of the Co-Presidents; however, the Board shall reserve the right to re-vote on this matter at its discretion during the course of the term.

7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

8. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **ARTICLE VIII CERTAIN TRANSACTIONS**

1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

2. Self-Dealing Transactions. Except as provided in Section 3 of this Article, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

**ARTICLE IX  
INDEMNIFICATION AND INSURANCE**

1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the voting members. At that meeting, the voting members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the voting members shall authorize indemnification to the extent permitted thereby.

3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

**ARTICLE X  
GRANTS ADMINISTRATION**

1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

2. Board of Directors Oversight. The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

4. Accounting. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation.

**ARTICLE XI  
MISCELLANEOUS**

1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

3. Electronic Transmissions. Unless otherwise provided in the Bylaws, and subject to any guidelines or procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include facsimile telecommunications or electronic transmissions, such as email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

4. Electronic Transmissions to Members. An electronic transmission by the corporation to a member must satisfy the following requirements, in addition to those set forth in this Article XI, Section 3:

- i. the member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions;
- ii. prior to consenting, the member has been provided with a clear and conspicuous statement informing him or her of:
  - (a) any right or option to have the transmissions provided in nonelectronic form;
  - (b) whether the consent applies only to the particular transaction which gave rise to the obligation to provide the transmission to the member, or to identified categories of transmissions that may be provided or made available electronically on an ongoing basis;
  - (c) the right to withdraw consent to the use of electronic transmissions and any conditions or consequences of such withdrawal;
  - (d) the procedure for withdrawing consent and for updating information needed to contact the person electronically; and
  - (e) the procedure for obtaining a paper copy of an electronic transmission upon request and whether any fee will be charged for such copy.
- iii. prior to consenting, the member has been provided with a statement of the hardware and software requirements for access to and retention of the electronic transmissions, and the member must consent electronically in a manner that reasonably demonstrates that he or she can access information in the electronic form that will be used; and
- iv. if a change in the hardware or software requirements creates a material risk that the recipient will not be able to access or retain the electronic transmissions, the corporation must also provide a statement of the revised hardware and software

requirements necessary, as well as the member's right to withdraw consent without the imposition of any fees for such withdrawal.

5. Annual Reports to Voting Members and Directors.

A. Financial Report. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall cause a written report to be sent, by electronic transmission or otherwise, to all of the directors and members of this corporation containing the following information:

- i. the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- ii. the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- iii. the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- iv. the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- v. any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with this Article XI, Sections 3 and 4 of these Bylaws.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and any voting member who requests it in writing

B. Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, within 120 days after the end of this corporation's fiscal year, the Board shall cause a written report to be sent, by electronic transmission or otherwise, to all of the members and directors of this corporation containing the following:

- i. a description of any transaction during the previous fiscal year involving \$50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their

interest in the transaction and, where practicable, the value of such interest;  
and

- ii. the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the members of this corporation.

The foregoing report may be sent by electronic transmission in compliance with this Article XI, Sections 3 and 4 of these Bylaws. If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

6. Amendments. Amendments to these Bylaws may be adopted by the voting members or the Board of Directors, as follows. Such amendments shall require the vote of a majority of the voting members present at any meeting with quorum or the vote of a majority of the directors then in office or the unanimous written consent of the Board, as the case may be, provided that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of the members as to voting or transfer, or as otherwise provided in California Corporations Code Section 5150. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting (unless such notice is waived).

7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.