**Part I**

**Definitions:**

The phrase “**Address of Record**” shall mean both a mailing address, where Directors, Officers, Employees, Members or Agents of this organization can receive items sent through the United States Postal Service, and an e-mail address, where Directors, Officers, Employees, Members and Agents of this organization can receive electronic communications from the organization.

The term “**Agent**” shall mean any person who is or was a director, officer, employee or other agent of the organization, or is or was serving at the request of the organization 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 of the organization or of another enterprise at the request of the predecessor corporation;

The Board of Directors may use the phrase “**Approved by the Board**” or “**By approval of the Board**” for decisions made on proper items of business that have come before the Board.

The organization may use the phrase **“Approved by a majority of all Members”** or **“By approval of a majority of all Members”** for decisions that are made by a majority of written ballots (or by affirmative vote of a majority) of all Members in good standing, for all proper items of business that have come before the membership. In the event that multiple classes of Members vote, a majority of each class will be required in order to use these phrases.

The organization may use the phrase **“Approved by the Members”** or **“By approval of the Members”** for decisions that are made by a majority of written ballots (or by affirmative vote of a majority) of those Members in good standing, present at the meeting where a proper items of business that came before the membership was decided.

The term “**Articles**” may refer to “Articles of Incorporation”, “Amendments to the Articles of Incorporation”, “Amended Articles of Incorporation”, “Restated Articles of Incorporation” or “Certificates of Incorporation”.

When the voting pool of Members numbers one (inclusive) to 999 (inclusive), “**Authorized Number**” means one twentieth of the voting pool; when the voting pool of Members numbers 1,000 (inclusive) to 4,999 (inclusive), “Authorized Number” means one fortieth of the voting pool, but not less than fifty; when the voting pool of Members numbers 5,000 or larger, “Authorized Number” means one two-hundredth of the voting pool, but not less than 125.

The term "**Board**" means the board of directors of the corporation.

The phrase "**Business corporation**" means a corporation organized under Division I of the California Corporations Code. This definition excludes “Social Purpose Corporations”, “Nonprofit Corporations” (of all types) and “Corporations for Special Purposes”.

The term "**Bylaws**", in addition to the organization’s bylaws, also can refer to “amendments to the bylaws” and “amended bylaws”.

The term “**Category**” refers to those membership groups which are identified in the Articles or Bylaws as being composed of different classes or types of Memberships.

The term “**Chair**” shall include “Chairperson”, “Chairman” and “Chairwoman”.

The phrase “**Charitable Corporation**” means and nonprofit corporation organized under the laws of the State of California for charitable purposes; it may also mean any foreign corporation doing business or holding property in California for such purposes.

The phrase “**Common Director**” or “**Director in common**” means a Director of this organization that also holds a position as Director in another organization.

The term “**Compensation**” means remuneration whether by way of salary, fee or other consideration for services rendered; payment of Per Diem, reimbursement for mileage or reimbursement for other expenses is not considered to be compensation.

A “**Constituent corporation**” is a corporation that is merged with one or more corporations and may refer to the surviving corporation.

The term “**Control**” means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a corporation.

The term "**Corporation**" means any organization formed under the California Corporations Code Divisions 1, 1.5, 2 or 3.

The term "**County**" includes "city and county."

The term “**Directors**” means natural persons, designated in the articles or bylaws or elected by the incorporators, and their successors.

The term "**Disappearing corporation**" means a constituent corporation which is not the surviving corporation.

The term “**Distribution**” means the improper transfer of funds or property from the gains, profits or dividends of the corporation. This does not include contractual obligations, salaries the corporation must pay or payments to creditors for legitimate debts.

The phrase "**Domestic corporation**" means a corporation formed under the laws of this state.

The phrase "**Electronic transmission by the corporation**" means a communication

(a) delivered by

(1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation,

(2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or

(3) other means of electronic communication,

(b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and

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

However, an electronic transmission under this code by a corporation to an individual shareholder or member of the corporation who is a natural person, and if an officer or director of the corporation, only if communicated to the recipient in that person's capacity as a shareholder or member, is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to

(a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form,

(b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and

(c) the procedures the recipient must use to withdraw consent.

The phrase "**Electronic transmission to the corporation**" means a communication

(a) delivered by

(1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to shareholders or members and directors for sending communications to the corporation,

(2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or

(3) other means of electronic communication,

(b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the shareholder or member (in person or by proxy) or director purporting to send the transmission, and

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

The term "**emergency**" means any of the following events or circumstances as a result of which, and only so long as, a quorum of the corporation's board of directors cannot be readily convened for action: a natural catastrophe, including (but not limited to) a hurricane, typhoon, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or (regardless of cause) any fire, flood, or explosion; or an attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent; or an act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including (but not limited to) mass evacuations; or a state of emergency proclaimed by a governor of the State of California or the President of the United States of America.

The phrase “**Executive officer**” includes “President”, “Vice President”, “Secretary”, “Chief Financial Officer” or any other individual that serve3s in a like capacity and helps set policy for the organization.

The term "**expenses**" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under these Bylaws.

The term "**Filed**" means filed in the office of the Secretary of State.

The phrase “**Interested Director**” means a Director that has a material interest in any item that the Board of Directors will need to act on.

In the event that Members are required to vote on the organization’s business, “**Majority**” means “a majority of the votes that are eligible to be cast for the matter”.

The term “**Member**” means any person who, pursuant to provisions in the Articles of incorporation and the Bylaws, has the right to vote for a Director or for Directors, the proper business of the organization or the disposition of any of the organization’s assets.

The term “**Membership**” refers to the rights a Member has, as specified in the Articles and the Bylaws; it can also be used to indicate Members collectively

The term "**Oath**" includes affirmation.

The phrase "**Officer's certificate**" means a certificate signed and verified by the chair of the board, the president or any vice president and by the secretary, the chief financial officer, the treasurer or any assistant secretary or assistant treasurer.

The phrase “**Other business entity**” means a domestic or foreign limited liability company, limited partnership, general partnership, business trust, real estate investment trust, unincorporated association or a domestic reciprocal insurer organized after 1979.

The phrase “**Parent corporation**” refers to a company (regardless of the actual type of company) that is controlling (directly or indirectly through one or more intermediaries) the company that is specified.

The term “**Person**” includes any association, business corporation, company, corporation, corporation sole, domestic corporation, estate, foreign corporation, foreign business corporation, individual, joint stock company, joint venture, mutual benefit corporation, public benefit corporation, religious corporation, partnership, government or political subdivision, agency or instrumentality of a government.

The term "**Proceeding**" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative;

The term “**Proxy**” means a written authorization signed by a Member (or the Member’s attorney in fact) giving another person (or other persons) the power to vote on behalf of such Member. In order to make the proxy valid, it must have the name and signature of the Member giving proxy on it, whether applied by manual signature, typewriting, telegraphic transmission or otherwise, by the Member (or the Member’s attorney in fact).

The term “**Proxyholder**” refers to the person that receives a proxy.

The phrase “**Registered Representative**” shall apply to the special Members that liaise between this organization and the organization they represent. Wherever the term “Member” is used in the in the Bylaws, it shall be interpreted to include any appropriate “Registered Representative”. The rights of a “Registered Representative” shall be the same as the rights of the class of Member they represent. Any “Registered Representative” for the Academic Members shall be called an “Academic Member Representative”; any “Registered Representative” for the Science Club Members shall be called a “Science Club Advisor”; any “Registered Representative” for the For-Profit Organization Members shall be called a “For-Profit Organization Manager” and any “Registered Representative” for the Nonprofit Organization Members shall be called a “Nonprofit Organization Manager”.

The term "**Shall**" is mandatory and the term "**may**" is permissive.

The term "**Signature**" includes mark when the signer cannot write, such signer's name being written near the mark by a witness who writes his own name near the signer's name; but a signature by mark can be acknowledged or can serve as a signature to a sworn statement only when two witnesses so sign their own names thereto.

1. In addition to the definition set forth in Section 17, the term "signature" includes a signature in a facsimile document filed pursuant to this code or pursuant to regulations adopted under this code, and presented to the Secretary of State.
2. The terms "signed" and "executed," when used with respect to the documents filed pursuant to this code or pursuant to regulations adopted under this code, and presented to the Secretary of State, include a document bearing a signature under subdivision (a).
3. The Secretary of State shall accept facsimile signatures on documents that are delivered by mail or by hand.
4. A person on whose behalf a document bearing a facsimile signature is submitted for filing to the Secretary of State shall maintain the originally signed document for at least five years from the date of filing.
5. The Secretary of State may adopt procedures permitting the direct electronic or facsimile presentation of the documents specified in subdivisions (a) and (b). However, the Secretary of State is not required to accept those direct electronic or facsimile filings until procedures are adopted.

The terms “**Solicitation**” and “**Soliciting**” for charitable purposes means any request, plea, entreaty, demand or invitation (or attempt thereof) to give money or property, in connection with which any of the following applies:

1. Any appeal is made for charitable purposes
2. The name of any charity, philanthropic or charitable organization is used or referred to in any such appeal as an inducement for making any such gift.
3. Any statement is made to the effect that the gift or any part thereof will go to or be used for any charitable purpose or organization.

The phrase “**Surviving corporation**” means a corporation into which one or more other corporations are merged.

The term “**Trustee**” Means any individual, group of individuals, corporation, unincorporated association or other legal entity holding property in trust pursuant to any charitable trust; it may mean any corporation or unincorporated association which has accepted property to be used for a particular charitable purpose (as distinguished from the general purpose of the corporation or unincorporated association); or it may mean a corporation or unincorporated association formed for the administration of a charitable trust, pursuant to the directions of the settlor or at the instance of the trustee.

The term "**Vacancy**" (when used with respect to the board) means any authorized position of director which is not then filled, whether the vacancy is caused by death, resignation, removal, change in the number of directors authorized in the articles or bylaws (by the board or the members) or otherwise.

The term “**Verified**” means that the statements contained in a certificate or other document are declared to be true of the own knowledge of the persons executing the same in either:

Any affidavit sworn to outside of this state before a notary public or a judge or clerk of a court of record having an official seal need not be further authenticated.

The term “**Volunteer**” refers to someone that renders a service without compensation for that service; payment of Per Diem, reimbursement for mileage or reimbursement for other expenses is not considered to be compensation.

The term “**Vote**” includes (but is not limited to) authorization by written consent (or consents) for the Board of Directors and authorization by written ballots for the Members.

The phrase "**Voting power**" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote upon the happening of some condition or event which has not yet occurred. In any case where different classes of memberships are entitled to vote as separate classes for different members of the board, the determination of percentage of voting power shall be made on the basis of the percentage of the total number of authorized directors which the memberships in question (whether of one or more classes) have the power to elect in an election at which all memberships then entitled to vote for the election of any directors are voted.

The term “**Writing**” includes any form of recorded message capable of comprehension by ordinary visual means; and when used to describe communications between a corporation and its members, directors, or managers, writing shall include electronic transmissions by and to a corporation.

The phrase “**Written ballot**” shall not include ballots distributed at any ordinary or extraordinary meeting of members.

**Part II**

**General Provisions:**

Whenever this organization is required to produce any notice, report, statement, or record, it shall be made in writing in the English language.

Wherever any notice or other communication is required to be mailed by registered mail by or to any person or corporation, the mailing of such notice or other communication by certified mail shall be deemed to be a sufficient compliance with the requirements of law.

The present tense includes the past and future tenses, and the future tense includes the present.

The masculine gender includes the feminine and neuter.

The singular number includes the plural, and the plural number includes the singular.

Persons filing signed documents by facsimile with the Secretary of State must maintain the original documents for a minimum of five years.

If any provision of these bylaws, or the application thereof to any person or circumstance, is held invalid, the remainder of the Bylaws, or the application of such provision to other persons or circumstances, shall not be affected thereby.

This organization may be sued as provided in the California Code of Civil Procedure.

This Organization shall, as a condition of its existence as a corporation, be subject to the provisions of the Code of Civil Procedure authorizing the attachment of corporate property.

This Organization shall obtain and pay for the following forms of insurance, as needed: workmen’s compensation, tort liability, errors & omissions for officers, directors, employees and volunteers and motor vehicle insurance for any motor vehicles it may own or operate. In no case shall this organization insure itself or become a part of a “risk pool”.

This organization shall not insure for, contract for or provide payment for any part of a claim against an employee for punitive or exemplary damages.

A notice from the corporation shall be deemed sent when deposited, postage paid into the US Postal system, when transmitted by facsimile, telegram or other electronic mail message that is personally delivered to the recipient or is delivered to a common carrier for transmission, or personally transmitted by the person giving notice on behalf of the corporation by electronic means, to the recipient, or notified orally by the person representing the corporation, whether in person, by telephone, voice mail or by leaving a message with an employee at the office of the recipient.

Notices or reports included in the newsletter shall be considered sent when the newsletter is.

When a newsletter containing a report or notice is actually mailed to an address, all members listed as having that address will be considered as notified or reported to, even though only one newsletter was actually delivered to that address.

This Organization shall keep records of account (including assets, liabilities, income and expenditures) in a manner that is considered a “generally accepted accounting principle”. A statement disclosing the accounting basis shall be included with every financial report.

In the event that this Organization needs to hire a Certified Public Accountant, whether to audit financial statements or to perform other financial services, the accountant that is engaged shall not be any kind of member of the organization.

The laws under which this organization is incorporated allow delegates and regional chapters, however these have not been established in these Bylaws.

The Organization may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director, provided that in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by this organization.

This Organization may pay the premiums (in whole or in part) on a life insurance policy on the life of a Director or Officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

This Organization may lend money to or secure a mortgage for an Officer of the company if the judgment of the Board of Directors is that it is necessary to provide financing for the principal residence of the Officer in order to secure the services or continued services of the Officer and the loan is secured by real property located in California.

Other than the three preceding exemptions, this organization shall not loan money to, or guarantee the obligation of, any Director or Officer, unless approved by the Attorney General.

In the event that the organization may sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of the assets of the organization, the disposition shall require the approval of the Board of Directors as well as the approval of the Members; any such disposition may be in exchange for consideration such as money, property or equity in a corporation.

The sale, lease, conveyance, exchange, transfer or other disposal of substantially all of the organization’s assets requires notification to the Attorney General at least twenty days prior to the transfer unless the Attorney General has provided the organization with a written waiver of the requirement in advance of the transfer.

**Part III**

**Establishment:**

If this organization has not issued memberships and all the directors have resigned, died, or become incompetent, or the incorporator dies or becomes incompetent before the election of the initial directors, the Superior Court of the County of Contra Costa, California, may appoint up to three Directors Pro Tempore of the corporation upon application by any party in interest.

The organization shall have no Directors (other than the Directors Pro Tempore) unless and until those Directors are elected by the members.

The Directors Pro Tempore shall conduct the Inaugural Meeting. The first order of business shall be for them to decide which amongst them will serve as “President Pro Tempore”, “Vice President Pro Tempore” and “Secretary Pro Tempore”.

The Directors Pro Tempore shall have the authority to ratify the Articles of Incorporation and to adopt the Bylaws.

The Secretary Pro Tempore shall accept Membership Contracts from and, in exchange, grant the appropriate memberships to people that want to become Members or Registered Representatives. Membership dues shall be waived in perpetuity for the first 100 General Members; the next 400 General Members will have their annual dues waived.

The Directors Pro Tempore shall be nominated as Directors.

The President Pro Tempore shall call for additional nominations of Directors from the Members.

The members shall elect three Directors to the Board of Directors

The Directors shall elect the President, the Vice President, The Secretary and the Chief Financial Officer of the organization.

The President Pro Tempore shall transfer the authority of their office to the President.

The Vice President Pro Tempore shall transfer the authority of their office to the Vice President.

The Secretary Pro Tempore shall transfer the authority of their office to the Secretary.

Subsequent to the Inaugural Meeting, the number of Directors that serve on the Board shall be specified in the Bylaws.

**Part IV**

**Operation:**

**Structure of the organization:**

This organization shall have a Board of Directors.

The Board of Directors shall have a Chairman (which may be called the Chair of the Board, the Chairperson of the Board, the Chairwoman of the Board or the Chairman of the Board)

The Chairman shall be elected by the Board of Directors and shall serve until the board of Directors elects someone else to that position (or until they die, resign, become incapacitated or are removed).

This organization shall have four Officers: President, Vice President, Secretary and Chief Financial Officer.

The office of President may be concurrently held by the Chairman of the Board, or the office may be held by someone that is not a Director of the organization.

The office of President may not be concurrently held by anyone that holds the office of Vice President, Secretary or Chief Financial Officer; any other office may be concurrently held by a holder of any other office.

The President, Vice President, Secretary and Chief Financial Officer shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

This organization shall have the authority to grant memberships in different classes, provided that the Members execute a Membership Contract (and, in some cases, execute an organization profile and/or pay dues).

The organization may hire employees, create agency relationships and engage services as needed.

**Qualification to be a Director:**

The qualification required to become a Director is the ability to speak, read and write English.

At least half of the Directors on the Board shall be neither compensated for their services by the organization within the past twelve months (regardless of the service rendered, whether as a full or part –time employee, independent contractor or otherwise) nor 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.

The organization, a Member of the organization, any Director of the organization, any Officer of the organization, anyone granted relator status by the Attorney General or the Attorney General may bring suit in the Superior Court of the County of Contra Costa, California, to correct this situation. The court may enter any order which shall provide an equitable and fair remedy to the organization, including, but not limited to, an order for the election of additional directors, an order to enlarge the size of the board, or an order for the removal of directors.

**The duties of a Director:**

The duties of a Director that are specified here shall pertain regardless of whether the Director is compensated for their service.

A Director must follow the fiduciary duties of care, loyalty and obedience to the organization. A Director is required to perform their duties in good faith, with ordinary care, reasonable inquiry and in the best interests of this organization. A Director is required to obey the Articles of Incorporation, the Bylaws and the requirements necessary to maintain a tax-exempt status, as well as to faithfully follow the organization’s mission and purpose. A Director has the duty of attendance at meetings of the Board of Directors and those Committees to which they may have been appointed; absence from more than one ordinary meeting of the Board of Directors, more than half of the extraordinary meetings or more than half of the meetings for committees they have been appointed to shall be sufficient reason to remove that Director from their seat on the Board.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports and statements prepared or presented by Officers or Employees of the organization, Committees appointed by the Board of Directors, Counsel or independent accountants.

**The Rights of a Director:**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical (real and personal) properties of the organization.

**Liability of a Director:**

The Board of Directors shall not act to distribute assets of the organization unless dissolution has commenced and all creditors (that have made claims against the organization in a timely manner) have been paid in full.

The Board of Directors shall not make any loans or loan guaranties unless allowed by the Bylaws.

A lawsuit may be brought against the Directors that abstained from voting or that voted for the distribution of assets in violation of these Bylaws, or that abstained from voting or that voted for a loan or loan guaranty in violation of these Bylaws; unless the Director voted against it, they shall be held jointly and severally liable.

If a distribution is authorized by the Board of Directors before dissolution proceedings have commenced, a lawsuit may be brought, in the name of the organization, against the Directors responsible by a creditor, by a Member representing 100 Members (or the “authorized number”, whichever is less) that has complied with all legal requirements before bringing suit, by a Director or by the Attorney General.

If a distribution is authorized by the Board of Directors after dissolution proceedings have commenced, any creditor (or creditors) may institute a lawsuit against the Directors that are responsible, provided the claims occurred before the action of distribution and the creditor (or creditors) did not (or have not) consented to the action of distribution; the Attorney General may also bring suit against the offending Directors.

Volunteer Directors that act within (or are responsible for a lack of action within) the scope of their duties, when operating in good faith and are not reckless, wonton or grossly negligent, shall not be liable to any third party for an act (or for a failure to act). If there is a general liability policy, liability policies for a Director or Executive Officer, or the individuals have liability policies (such as Errors and Omissions insurance) to cover the action (or failure to act) on the part of the covered persons, the Director or Executive Officer shall not be liable to any third party for their action or failure to act.

In the event that damages are not covered by a liability insurance policy, the volunteer Directors or the volunteer executive officers shall not be personally liable if the Board of Directors made all reasonable and good faith efforts to obtain available liability insurance.

**Compensation for Directors:**

Directors of this organization shall not receive compensation for their efforts.

**The term of a Director:**

Directors begin their term when elected; shall serve one year (unless they die, resign, become incapacitated or are removed from the Board) until their replacement is elected (or their seat on the Board is abolished); the term may be slightly lengthened or shortened based on when the elections of Directors are scheduled;

If a Director is elected or appointed to fill a vacancy, they shall serve until the term of the Director that vacated the seat expires (unless they are removed from the Board, resign or become incapacitated).

Provided that there will be at least one remaining Director, any Director may resign upon giving written notice to the President, the Vice President, the Secretary or the Board of Directors of the corporation. The resignation shall become immediately effective unless the notice specifies a later time for the effectiveness. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

If a Director resigns, leaving no other Directors to conduct the business of the organization that might come before the Board of Directors, that director shall be required to notify the Attorney General of their resignation.

**Qualifications for being a Provisional Director:**

The qualifications for becoming a Provisional Director are that the person must be able to speak, read and write English, must be impartial, not a Member of the organization, not be a creditor of the organization, not be related by consanguinity or affinity within the third degree to any of the other Directors of the organization or any judge of the court by which such a Provisional Director is appointed.

**The Duties of a Provisional Director:**

The Duties of a Provisional Director shall be the same as that of a Director.

**Compensation of a Provisional Director:**

Provisional Directors shall be compensated as directed by the Court, unless the organization arranges otherwise.

**Term of a Provisional Director:**

Provisional Directors begin their term when appointed by a Court of competent Jurisdiction. The term of a Provisional Director ends when the deadlock of the Board of Directors is broken, the deadlock among the Members is broken, they are removed by an order of the court or are removed by an approval of a majority of all Members.

**Powers of the Chairman of the Board:**

In the event that the Chairman of the Board is required to sign a document such as a note, mortgage, evidence of indebtedness, contract, conveyance or similar instrument, it shall be cosigned by the Secretary or the Chief Financial Officer.

**The duties of President:**

The President shall be elected by the Board of Directors. The duties of the President shall be to serve as the organization’s Chief Executive Officer; as such they will supervise and control all functions of the organization. The President shall preside over and conduct meetings of the Board of Directors and the regular meetings of the Members. In addition, the President shall be co-signer with the Chief Financial Officer on all checks issued by the organization. In the event that the President needs to sign a document such as a note, mortgage, evidence of indebtedness, contract, conveyance or similar instrument, it shall be co-signed by the Secretary or the Chief Financial Officer.

**Term of President:**

The President shall serve (unless they die, resign, become incapacitated or are removed from office) until another President is elected by the Board of Directors to replace them.

The President may resign at any time by providing a written notice of resignation to any Director.

**Compensation for President:**

The President shall be compensated as much as the Board of Directors allows.

**Duties of Vice President:**

The Vice President shall be elected by the Board of Directors. The duties of the Vice President shall be to serve as the primary assistant to the organization’s Chief Executive Officer; as such they will serve in place of the President if the President is unavailable or needs to step down. In addition, the Vice President shall, under the direction of the President and the Board of Directors, manage the employees and the day-to-day activities of the organization. This includes developing responsibilities and assigning them to the staff, hiring employees, developing and mentoring staff and ensuring that the organization accomplishes its aims and goals. Also, the Vice President shall, on a quarterly basis, be responsible for creating and improving public awareness of the organization and for ensuring compliance with federal, state and local laws. The Vice President shall prepare operational reports and work with the Chief Financial Officer to prepare financial reports and provide those to the President, the Board of Directors and the Members.

In the event that the Vice President needs to sign a document such as a note, mortgage, evidence of indebtedness, contract, conveyance or similar instrument, it shall be co-signed by the Secretary or the Chief Financial Officer.

**Term of Vice President:**

The Vice President shall serve (unless they die, resign, become incapacitated or are removed from office) until another Vice President is elected by the Board of Directors to replace them.

The Vice President may resign at any time by providing a written notice of resignation to any Director.

**Compensation of Vice President:**

The Vice President shall be compensated as much as the Board of Directors allows.

**Duties of Secretary:**

The Secretary shall be elected by the Board of Directors.

The duties of the Secretary shall be to serve as the organization’s primary record keeper and central communications point.

The Secretary shall assist the President in conducting meetings of the Board of Directors and meetings of Members.

As archivist of the organization’s records, the Secretary shall generate and file all of the organization’s corporate documents, minutes of meetings, Roster of Members and databases in a safe place; the Secretary shall also provide a secure cache service for any access codes and passwords used in the organization. The Roster of Members is required by state law to have a name, mailing address and an indication of what class of membership for each Member. The Secretary shall not allow (nor shall any other Officer, Director or Employee) any use of the Roster of Members for soliciting property or campaign funds, for commercial purposes, for purposes in competition with the Organization or for purposes that are not in the best interest of the Organization. In no case shall the Roster of Members be sold, lent, leased, or traded.

The Secretary shall keep and maintain copies of the Articles of Incorporation (as currently amended), the Bylaws (as currently amended), minutes of meetings of the Board of Directors, the Members and Committees created by the Board of Directors, Resolutions adopted by the Board of Directors or Members, and shall certify, as needed, that they are true and accurate copies. Minutes of the proceedings and the Roster of Members may be kept in a manner that is easily converted into written form.

As the primary communications point for the organization, the Secretary shall handle all official correspondence of the organization, including monitoring e-mails and (if the organization maintains a web site) ensuring the website is current.

The Secretary shall promptly provide a written copy of the current annual financial statement or any report the organization is required to file with the State of California to anyone that requests it, provided that the requester pays a reasonable copying and mailing fee (unless that requester a government official and the request is in the normal course of their business).

In the event that a Member makes a written demand to inspect the records and minutes of proceedings of the Board of Directors or any committee of the Board, the Secretary shall make those records available at reasonable business hours (provided that the reason given by the Member for inspection of those records is reasonably related to the Member’s interests as a Member).

In the event that the Chairman of the Board, the President or the Vice President needs to sign a document such as a note, mortgage, evidence of indebtedness, contract, conveyance or similar instrument, it shall be co-signed by the Secretary or the Chief Financial Officer.

Should the organization convey ownership of (real or personal) property via an action of the Board of Directors or by an action of the Members and the Board of Directors, the Secretary shall annex a statement to the deed (or other document of conveyance) indicating that:

1. the transfer of the property has been validly approved by the Board of Directors, the property is less than substantially all of the organization’s assets and that no notification of the transfer needs to be reported to the Attorney General, or
2. the transfer of the property has been validly approved by the Board of Directors, the transaction was made as the usual and normal course of business and that no notification of the transfer needs to be reported to the Attorney General, or
3. the transfer of the property has been validly approved by the Members and the Board of Directors, notification of the transfer has been reported to the Attorney General (or if the notification is not required, then the annexed statement needs to state why the notification was not required), that the property transferred constitutes substantially all of the organization’s assets and that the transfer is not the usual and regular course of business for the organization.

**Term of Secretary:**

The Secretary shall serve (unless they die, resign, become incapacitated or are removed from office) until another Secretary is elected by the Board of Directors to replace them.

The Secretary may resign at any time by providing a written notice of resignation to any Director.

**Compensation of Secretary:**

The Secretary shall be compensated as much as the Board of Directors allows.

**Duties of Chief Financial Officer:**

The Chief Financial Officer shall be elected by the Board of Directors. The duties of the Chief Financial Officer shall be to serve as the organization’s primary financial record keeper; as such they will supervise and control all functions of the organization’s accounting. In addition, the Chief Financial Officer shall organize and accurately maintain all financial and investment accounts; the Chief Financial Officer shall be co-signer with the President on all checks issued by the organization. Also, the Chief Financial Officer shall assist in developing the annual budget and shall work with the Vice President on fundraising campaigns.

In the event that the Chairman of the Board, the President or the Vice President needs to sign a document such as a note, mortgage, evidence of indebtedness, contract, conveyance or similar instrument, it shall be co-signed by the Secretary or the Chief Financial Officer.

If the organization receives at least twenty-five thousand dollars ($25,000) in gross revenue in the previous fiscal year, the Chief Financial Officer shall provide the Board of Directors with an annual financial report within sixty days of the end of the fiscal year. The annual report shall include in detail the assets and liabilities (including trust funds) of the organization as of the end of the fiscal year; the principal changes in assets and liabilities (including trust funds) for the fiscal year; the revenues of the organization (both restricted and unrestricted) for the fiscal year; the expenses and disbursements (both restricted and unrestricted) for the fiscal year; statements briefly describing the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars ($10,000) paid during the fiscal year to any Director or Officer of the organization; statements briefly describing any transactions involving more than fifty thousand dollars ($50,000) or multiple transactions that totaled more than fifty thousand dollars ($50,000) where a Director, Officer, employee or agent had a direct or indirect interest in the transaction, if the statements are required, they shall include the name of any person that had direct or indirect interest in the transaction, their relationship to the company and where practicable, the amount of such interest.

In the event that the organization receives gross revenues of $2,000,000 or more (exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds that the organization receives) in a fiscal year, the organization shall prepare financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted accounting standards.

In the event that a Member makes a written demand to inspect the Organization’s books of account, the Chief Financial Officer shall make the accounting books available during reasonable office hours (provided that the reason given by the Member for inspection of those books is reasonably related to the Member’s interests as a Member).

**Term of Chief Financial Officer:**

The Chief Financial Officer shall serve (unless they die, resign, become incapacitated or are removed from office) until another Chief Financial Officer is elected by the Board of Directors to replace them.

The Chief Financial Officer may resign at any time by providing a written notice of resignation to any Director.

**Compensation of Chief Financial Officer:**

The Chief Financial Officer shall be compensated as much as the Board of Directors allows.

**Calling a meeting of the Board of Directors:**

It is the responsibility of the Secretary to call meetings of the Board of Directors. The Secretary shall call a meeting at the request of the Chairman of the Board of Directors, the President, the Vice President or any two Directors, or the Secretary may call such a meeting of their own initiative.

The Directors shall ordinarily meet four times per year and may, if needed, hold extraordinary meetings to deal with situations that cannot wait until the next regular meeting.

In order to call a meeting, the Secretary shall send a “Notice of Meeting” to each interested party.

In the event that the Secretary is incapacitated, the Vice President shall call the meeting and issue the notifications; in the event that the Secretary and the Vice President are both incapacitated, the President shall call the meeting and issue the notifications.

The laws under which this organization are incorporated prohibit the organization from allowing the Articles of Incorporation or the Bylaws to dispense with the requirement for a notice when calling an extraordinary meeting of the Board of Directors.

A “Waiver of Notice” need not specify the purpose of any regular or special meeting of the board.

A “Notice of Meeting” need not be given to a director who provides a “Waiver of Notice”, consents to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Director.

These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Meetings may be held anywhere, provided the (geographic or virtual) location is stated in the Bylaws; if the Bylaws fail to state the location, it may be established by action of the Board of Directors; if not stated in the Bylaws or established by action of the Board of Directors, it must be stated in the “Notice of Meeting” which notifies the Directors of the meeting.

If the location for meetings of the Board of Directors is stated in the Bylaws, an action by the Board of Directors establishing a different location for meetings of the Board shall have preference over the location stated in the Bylaws; if a location for meetings of the Board of Directors is stated in the Bylaws and the Board has established a different location for meetings, the “Notice of Meeting” that notifies the Directors of a meeting of the Board of Directors may indicate a location that has preference over either or both of the other locations.

**Notification of meetings of the Board of Directors:**

When the Secretary (or Vice President, or President) calls a meeting of the Board of Directors, they shall send a “Notice of Meeting” which indicates the date, time for the meeting to each interested party.

The “Notice of Meeting” may specify a place different from the default place established in the Bylaws or by the Board of Directors.

The “Notice of Meeting” may be sent electronically, by United States Postal Service or both.

The “Notice of Meeting” shall be sent to the address of record for each Director, the President, the Vice President and the Chief Financial Officer.

Regardless of whether the meeting is an ordinary meeting or an extraordinary meeting, the “Notice of Meeting” shall include the proposed agenda for that meeting.

Notifications shall be sent at least four days (if mailed in the United States Postal System) or forty-eight hours (if notified personally, by telephone, e-mail or other electronic means) prior to the meeting, but not more than ninety days prior to the meeting.

The “Notice of Meeting” shall include the statement “If you do not consent to meet electronically, or if you have revoked your consent to meet electronically, you may meet at the main office of the organization.”

**Duties of the Board of Directors:**

The Board of Directors shall, on an annual basis, establish the fees charged for membership.

The Board of Directors shall, on an annual basis, establish the method for imposing and collecting the fees charged for membership.

The Board of Directors shall, on an annual basis, obtain (or attempt to obtain) general liability insurance for the organization in an amount not less than five hundred thousand dollars ($500,000). If the annual budget for the previous year was less than twenty-five thousand dollars ($25,000) and the organization maintains a IRS 501(c)(3) status, the maximum amount the organization is allowed to spend on such insurance is five percent (5%) of the previous year’s budget.

In the event that the Board of Directors elects to exercise its right to make investments on behalf of the organization, the Board shall refrain from making speculative investments. The Board of Directors may manage (or authorize an Officer or employee to manage) speculative investments which have been donated to the organization.

The Board of Directors shall be required to operate the organization in such a manner as to avoid having the organization become a “private foundation”, as described in Section 509 of the IRS code (and any subsequent amendments to that code).

The Board of Directors shall, on an as-needed basis, determine the appropriate consideration for allowing the organization to serve, benefit or assist a non-member.

The Board of Directors shall, within 120 days of the end of the fiscal year, distribute the annual report (provided to the Board of Directors by the Chief Financial Officer), along with a report (provided by an independent accountant) about the accuracy of the annual report; if no such report is available, the annual report shall be certified by an authorized Officer of the organization stating the report was prepared without audit from the books and records of the organization. The annual report and associated materials may be distributed electronically to any member that consents to receive it that way, so long as their consent has not been revoked. In the event that the organization maintains a web site, the organization shall post the annual financial report (whether audited or not) on the web site within 120 days of the end of the fiscal year.

**The manner of conducting meetings of the Board of Directors:**

Meetings of the Board of Directors may be conducted in whole or in part, by electronic transmission (conference calls, e-mail, video conferencing and the like) by and to the organization.

Directors are deemed present if all of the Directors can hear each other and are allowed the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the organization.

This organization shall have adequate methods in place to accept, record, tally and archive votes of the Directors.

For ordinary meetings of the Board of Directors, the “Notice of Meeting” shall indicate what item (or items) of business the Board intends to present at the meeting for the Directors to act on; once those items are acted on, additional items that are the proper business of the meeting may be presented by any Director to the Board for action.

For extraordinary meetings of the Board of Directors, the “Notice of Meeting” shall indicate what item (or items) of business the person who requested the meeting wants to bring before the Board; once that item has (or those items have) been acted on, no other items shall be presented.

Each director shall have one vote on each matter presented to the board of directors for action.

No director may vote by proxy.

The laws under which this organization is incorporated prohibit provisions in either the Articles of Incorporation or the Bylaws that allow a quorum for the Board of Directors that is less than the larger of one-fifth of the number of Directors or two (unless the Articles of Incorporation or the Bylaws only allows for a single Director).

A majority of the Directors then in office must be present in order to establish a quorum for the purpose of conducting the proper business that may come before the Board.

If a quorum is present, the affirmative vote of the majority of the votes then available at the meeting, entitled to vote, and voting on any matter shall be the act of the Board.

The laws under which this organization is incorporated prohibit provisions in either the Articles of Incorporation or the Bylaws that allow the vote of less than a majority of the Directors from being an act of the Board.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, so long as any action taken is approved by at least a majority of the required votes available when the quorum was established.

In the absence of a quorum at any meeting of the Board of Directors, the only item of business that can be transacted is whether to adjourn or adjourn to a different time and place. If the board adjourns to another time and place that is more than twenty-four hours away, the Secretary shall notify, in any expedient manner, those Directors that were not in attendance that the meeting was adjourned to a different time and place, and of the date, time and place for the continued meeting.

The transactions of any meeting of the Board, however called and notified, and wherever held, are as valid as though they had occurred at a meeting duly held after regular call and “Notice of Meeting”, if a quorum is present, and if, either before or after the meeting, each of the Directors entitled to vote, not present in person, provides a “Waiver of Notice” or consent to the holding of the meeting or an approval of the minutes thereof in writing. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Neither the business to be transacted at nor the purpose of any ordinary or extraordinary meeting of the Board of Directors need be specified in any written “Waiver of Notice”, consent to the holding of the meeting or approval of the minutes thereof.

The Board of Directors may declare vacant the seat of a Director that has died, been convicted of a felony involving fraud, financial, violent or sexual crime(s), declared of unsound mind by a final order of a court, been found by a final order or judgment of court to have breached any duty required of Directors under these Bylaws, or, if at the time the Director was elected, the Bylaws provided that a Director may be removed for missing a specified number of meetings, fails to attend the specified number of meetings.

The Superior Court of the County of Contra Costa, California, may (at the suit of a Director or twice the “Authorized Number” of Members or twenty Members, whichever is less) remove from office any Director for fraudulent or dishonest acts, or abuse of authority or discretion with reference to the organization or breach of any duty required of Directors in these Bylaws, and may bar from reelection any Director so removed for a period of time prescribed by the court. The Attorney General for the State of California may bring an action in these circumstances, may intervene in such an action brought by any other party and shall be given notice of any such action by any other party that brings suit.

Unless a Director has died, been removed by the Board of Directors for cause, been removed by court order due to fraudulent or dishonest acts or gross abuse of authority or discretion (with references to the organization or a breach of duty required of Directors under these Bylaws), removed as a result of a court ordered reduction in the number of Directors in the organization, or removed from office without cause by the Members, the Director may not be removed from office prior to the expiration of their term of office.

The Board of Directors may appoint a person to become a Director and fill a seat at the Board in order to replace a Director that has died, resigned or become incompetent; such appointment shall occur at an extraordinary meeting of the Board of Directors or by a consent action of the remaining Directors; approval of the appointment requires the “Yes” vote of a majority of the Directors (if a tie-breaking vote is required, the vote shall be cast by a an officer of the organization that is not a Director, in the following precedence: President, Vice President, Secretary, Treasurer; if that is insufficient to break the tie, the appointment shall be considered to have failed).

The Board of Directors may appoint a person to become a Director and fill a seat on the Board in order to replace a Director that has died, resigned or become incompetent; such appointment may occur by consent action of the remaining Directors; approval of the appointment requires the unanimous consent of every remaining Director on the Board if the number of Directors has fallen below the number needed for a quorum.

In the event that the number of Directors available to sit on the Board is reduced to one (whether by death, incapacity, resignation, removal or a combination of these), the following emergency actions shall occur: the minimum number of seats on the Board (if a variable number of Directors is to sit on the Board) or the number of seats on the Board (if the number of seats on the Board is fixed) shall automatically be established at three (if it isn’t already three); if necessary, the Bylaws shall be updated to reflect this (without needing any vote to amend the Bylaws); the remaining Director shall appoint, by a consent action, two other people to assume the duties of Directors and sit on the Board. The record of this change to the bylaws, if necessary, and the consent action related to the appointments shall be included with the minutes of meetings in the corporate records.

Agendas for a meeting of Board of Directors shall include at least the following, in the sequence shown: 1) Call to order, 2) Determination of Quorum, 3) Reading of past minutes, 4) Approval of past minutes, 5) Treasurer’s Report, 6) Approval of Treasurer’s Report, 7) President’s Moment, 8) Business item(s) and 9) Call to Adjourn. Agendas may be modified as circumstances require.

The Board may individually or collectively consent to an action without having a meeting to vote on that action, provided that there are currently enough Directors in office to establish a quorum, all of the Directors consent to the action and the consent (or consents) shall be filed with the minutes of the proceedings of the Board.

The action by written consent (or consents) shall have the same force and effect as a unanimous vote of the Directors.

Consents to action shall not include any Director considered an “Interested Director” in any case where the Board is dealing with the potential of a “self-dealing” Director or any Director considered a “Director in Common” for any case where the Board has satisfied the requirements needed to engage or contract with a firm that has a Director in common with this organization.

**The manner of selecting Committees:**

The Board of Directors may, by resolution adopted by a majority of Directors then in office, and provided that a quorum is present, create one or more committees to serve at the pleasure of the Board.

Appointments to such committees shall be, provided that a quorum is present, by a majority vote of the Directors then in office.

When the Board of Directors appoints persons to a Committee, they shall also indicate who shall be the Committee Chair.

Any Committee created by the Board of Directors shall include two or more Directors and may include any Officer of the organization or any other person the Board deems necessary and appropriate for the Committee to accomplish its goal or goals.

The Board may appoint one or more Directors to act as alternates, to attend in place of Directors that are unable to attend.

Committees created by the Board of Directors are not allowed to act on behalf of the Board, they can only report their findings back to the Board.

In the event that the Bylaws are amended to allow for compensation of any or all Officers, the Organization shall appoint an Executive Compensation Committee as needed to determine if the compensation (including benefits) is just and reasonable. The Executive Compensation Committee shall review the compensation and benefits initially upon hiring or appointment of the Officer, each time the Officer’s term is renewed or extended and any time the Officer’s compensation or benefits are modified.

**Prohibitions of and exemptions to Self-Dealing:**

If any Director has divulged to the remaining Directors that they have a material interest in an item that the Board will need to act on, the remaining Directors may, at their discretion and in writing, acknowledge that interest and determine that it is not significant to the action of the Board.

If any Director has divulged to the remaining Directors that they are also a Director in another company, the remaining Directors may, at their discretion and in writing, acknowledge that common directorship and determine that it is not significant to the approval, authorization or ratification of a contract being considered between this organization and the other firm.

Either of these determinations must be unanimous amongst the remaining Directors, shall be included with the minutes of the proceedings of the Board and must be recorded prior to any written consents that are effected by the divulged material interest(s) or common directorship(s).

Unless the Board has recorded appropriate determinations, the following shall apply to actions approved by consent:

 Any Directors that have a material interest in the action being considered by the Board may be considered for the purpose of determining a quorum but their consent to such an action shall show that they abstain.

 If the Board is considering the authorization, approval or ratification of a contract with another firm and one (or more) of this organization’s Directors is (or are) also a Director (or Directors) of that other firm, the Director’s (or Directors’) consent shall disclose the Director’s (or Directors’) other directorship(s) and show that the Director abstains (or the Directors abstain); the consents from the remaining Directors (those that are not also Directors for the contractual counterparty) must be unanimous to carry the action and shall contain determinations that the “Director in Common” relationship is (or the relationships are) not significant to the action being considered by the remainder of the Directors (the abstaining Director or Directors may be considered for the purpose of determining a quorum).

**The manner of conduction a meeting of Directors in an emergency:**

In anticipation of (or during) an emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any Director, Officer, Employee or Agent resulting from the emergency, and may relocate the principal office, designate an alternate principal office (or authorize the Officers to do so), in order to conduct the organization’s ordinary business operations and affairs.

During an emergency, the Board of Directors may give notice to a Director (or to Directors) in any practicable manner under the circumstances, including (but not limited to) by publication and radio, when notice of a meeting of the Board of Directors cannot be given to that Director (or those Directors) in a normal manner.

During an emergency, the Board of Directors may deem that one or more Officers of the organization, that are not already Directors of the organization, that is present at a Board Meeting is a Director according to the following precedence: President, Vice President, Secretary, Chief Financial Officer; this action shall only occur in order to achieve a quorum and confer temporary voting rights; the designation of Director shall end when the meeting is adjourned.

In anticipation of (or during) an emergency, the Board of Directors may not take any action that requires a vote of the Members or is not in the organization’s ordinary course of business (unless the required vote of the Members was obtained prior to the emergency).

Any actions taken in good faith in anticipation of (or during) an emergency shall bind the corporation and may not be used to impose liability on a corporate director, officer, employee, or agent.

If this organization has an even number of directors who are equally divided and cannot agree as to the management of its affairs, so that its activities can no longer be conducted to advantage or so that there is danger that its property, activities, or business will be impaired or lost, the Superior Court for the County of Contra Costa California, may, notwithstanding any provisions of the articles or bylaws and whether or not an action is pending for an involuntary winding up or dissolution of the corporation, appoint a provisional director pursuant to this section. Action for such appointment may be brought by any director, by members holding not less than 33 1/3 percent of the voting power or by the Attorney General. Anyone that brings an action of this sort must notify the Attorney General (who may intervene).

If the members of this organization are deadlocked so that they cannot elect the directors to be elected at the time prescribed therefor, the Superior Court for the County of Contra Costa, California, may, notwithstanding any provisions of the articles or bylaws, upon petition of members holding 50 percent of the voting power or by action of the Attorney General, appoint a provisional director or directors pursuant to this section or order such other equitable relief as the court deems appropriate. Anyone that brings an action of this sort must notify the Attorney General (who may intervene).

**Calling a meeting of a Committee:**

The Board of Directors shall establish meetings for the Committees that it establishes, appoints and authorizes.

When Committee meetings are established, the Board will notify the Directors associated with that Committee as needed in whatever manner is appropriate.

The Committee Directors may, if they decide to, have more meetings than the Board has established; in this case, they will conduct their own notifications as needed.

**Notifications of meetings of Committees:**

When the Board of Directors calls a meeting for a committee it has appointed, it will specify the date, time and place, as well as a proposed agenda, for the meeting.

In the event that the committee decides to hold additional meetings, they will provide the date, time and place as needed to the interested parties.

**The manner of conducting Committee meetings:**

Committees are appointed by the Board of Directors and given the authority needed to accomplish their appointed business.

Committees are expected to do ordinary research on the issue assigned, to debate and discuss the issue, to determine the best interests of the organization in the natter and to report their conclusions to the Board of Directors.

Committees appointed by the Board of Directors may not, under any circumstances, act on behalf of the Board of Directors, they may only report their recommendations to the Board.

Committee meetings may be conducted in whole or in part, by electronic transmission (conference calls and e-mail) by and to the organization or by electronic video screen communication.

For all committee meetings, the Board of Directors shall indicate what item (or items) of business the committee shall research, debate and discuss; once the item (or those items) have been decided, the Committee shall report its results to the Board of Directors.

A Committee meeting shall not need a quorum to conduct its proper business, but all of the persons appointed to that committee must be present at a meeting in order to act on the item (or items) before the Committee.

Each person appointed to the committee shall have one vote on each matter that comes before the committee.

The actions of a Committee are determined by majority vote of the persons appointed to be on the Committee.

If any of the appointed Directors fails to attend a committee meeting and is not replaced at the meeting by the designated alternate Director, the only item of business that can be transacted is whether to adjourn or adjourn to a different time and place. In the event that the meeting is adjourned to a different time or place, the Committee Chair (as appointed by the Board of Directors) shall notify the Director(s) that did not attend where the adjourned meeting will resume.

If all Directors appointed to the Committee are present, the agenda for a Committee meeting shall include at least the following, in the sequence shown: 1) Call to order, 2) Reading of past minutes, 3) Approval of past minutes, 4) Comments from the Chair, 5) Business item(s) and 6) Call to Adjourn. Agendas may be modified as circumstances require.

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

**Indemnification of the organization:**

Directors, Officers, Employees and Agents of the organization, when acting in good faith and in the best interests of the Organization shall be indemnified by the organization if necessary unless that person has been adjudged liable to the organization for the performance of their duties. This organization shall not indemnify persons for payments made to settle (or otherwise dispose of) matters out of court.

Such indemnification shall require an act of the majority of the Directors that are not party to the proceedings, or approval of the Members (with the person to be indemnified not being allowed to vote), or an order by the court handling the proceeding.

If a Director, Officer, Employee or Agent of this organization is indemnified, the funds provided to them by this organization shall not be considered a “disbursement off assets” or a “loan”.

This organization shall have the authority to purchase and maintain errors and omissions insurance on behalf of any Director, Officer, Employee or agent so long as (in the case of a Director) they have not been adjudged liable for Self-Dealing.

**Duties and Responsibilities of Trustees:**

When this organization receives present (but not future) interest in (real or personal) property that is to be held in trust for charitable purpose, the organization shall inquire of the Attorney General what initial registration forms and documents the organization is required to file, what procedures must be followed and what fees must be paid (and to whom the fees must be paid) to file them; once received, the organization shall promptly follow the required procedures and file the required form(s) and documents, along with payment of whatever fees may apply.

For as long as this organization shall hold (real or personal) property in trust for charitable purpose, it shall file the reports required by the Attorney General regarding the nature and administration of those assets. These reports shall be filed as often as, and in the manner required by the Attorney General. The first written report of this nature shall be provided to the Attorney General within four months and fifteen days following the close of the Organization’s fiscal year.

In the event that this organization is required to file such reports and receives or accrues gross receipts of $2,000,000 or more in a fiscal year, the organization shall prepare annual financial statements (using generally accepted accounting principles) that are audited by an independent certified public accountant (in conformity with generally accepted accounting standards). For any services provided by the auditing firm that are not audit related, the firm and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book).

In the event that this organization is required to file such reports and receives or accrues gross receipts of $2,000,000 or more in a fiscal year, the Board of Directors shall appoint an Audit Committee.

The Audit Committee, if appointed, will be comprised of Directors and (if needed) other persons; no one on the Audit Committee shall be a member of the staff of the organization (this specifically prohibits the President and the Chief Financial Officer from serving on the Audit Committee). If the organization has a Finance Committee, it must be separate from the Audit Committee; Persons that are members of the Finance Committee may serve on the Audit Committee, however the chair for the Audit Committee cannot be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half of the Audit Committee.

Members of the Audit Committee shall not be compensated in excess of the compensation (if any) provided to other Directors and shall not have a material financial interest in any entity doing business with this organization.

The Audit Committee shall have the duty and responsibility of recommending to the Board of Directors the retention and termination of the independent auditor. If the Audit Committee negotiates the compensation for the independent auditor, the results of that negotiation shall be reported to the Board of Directors for approval (or other action).

The Audit Committee shall act as representatives of the organization’s membership for the purpose of reviewing and determining whether the organization’s finances are in order. The Audit Committee shall confer with the auditor as needed, shall review the audit, recommend to the Board of Directors whether to accept the audit, assure that any nonaudit services performed by the auditing firm conform with the standards for auditor independence referenced above and shall recommend to the Board of Directors whether the Board shall approve of those nonaudit services that may have been provided by the auditing firm.

If this organization is not required to file reports concerning property held for charitable purposes and prepares audited financial statements anyhow, those audited financial statements shall be made available for inspection by the Attorney General and the general public.

Audited financial statements that are made available for inspection by the Attorney General and by members of the public (whether they are required or not) shall be made available no later than nine months after the close of the organization’s fiscal year. The organization shall make the audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 (the organization’s tax return) and by the latest revision of Section 6104(d) of the Internal Revenue Code and associated regulations.

This organization shall not submit for filing any statement, report, financial statement attachment or other information to be filed with the Attorney General that contains information, a statement, or an omission that is false or misleading.

For any fiscal year that this organization reports holding restricted net assets while it also reports negative assets that are unrestricted, the organization shall provide to the Attorney General’s Registry of Charitable Trusts a statement explaining its compliance with its charitable trust responsibilities and proof of Directors’ and Officers’ liability insurance coverage.

**Prohibitions related to Fundraising:**

This organization shall not contract with persons or organizations for the purpose of fundraising. In the event that the Organization wishes to amend the Bylaws and revoke this prohibition, the Board will appoint a committee to research the currently existing laws in order to determine what other amendments will be necessary in order to assure compliance (specifically with Sections 12580 through 12599.8 of the California Government Code).

This organization shall not misrepresent (either by words or conduct) the purpose of the organization.

This organization shall not misrepresent (either by words or conduct) the purpose of fundraising.

This organization shall not conduct fundraising by coercion.

This organization shall not conduct fundraising solicitations if the registration with the Attorney General has expired, been suspended or revoked.

This organization shall not conduct fundraising with unfair or deceptive acts or practices.

This organization shall not conduct fundraising via fraudulent conduct that creates a likelihood of confusion or misunderstanding.

The organization may use the following statement in its fundraising: “The official registration and financial information regarding Earth S.T.O.R.M. can be obtained from the Attorney General’s web site at http://caag.state.ca.us/charities/. Registration does not imply endorsement.”

This organization shall not conduct fundraising in publications of for-profit organizations.

**Qualifications of Members:**

Members need to be at least eighteen years old and legally able to execute contracts on their own behalf. Persons that are less than eighteen but more than thirteen years old shall have their parent or legal guardian enter into the Membership contract on their behalf. Persons younger than thirteen shall not be granted Membership (but may be allowed to attend meetings).

**Membership Roster:**

The Roster of Members shall be an electronically-stored database, designed to keep all of the appropriate information about each Member, Registered Representative and organization that joins this organization.

The categories of membership (Regular, Academic, Science Club, For-Profit Organization, Nonprofit Organization, Event Sponsor, IP Donor and Patron) shall also be stored, along with the dates that a Member may have moved from one category into another.

The database shall also indicate if the Member pays dues, whether the dues are current or owing and whether the Member has been suspended or expelled (along with the dates of suspension, when the suspension ended and whether they were expelled).

When allowing Members into meetings, each Member’s status and the status of any authorized proxy shall be readily available via a search of this database, so that only Members in good standing are allowed admittance and the presence of a quorum can be determined. Attendees of meetings of Members that are under thirteen years old may be admitted if accompanied by a Member (or Registered Representative) and that Member (or Registered Representative) agrees to be responsible for the behavior of the under-aged attendee.

Each person that joins this organization shall have no more and no less than one membership; organizations shall not hold memberships if they are affiliated with this organization (all membership interest is held by the individual persons in their organization that are granted membership in this organization, but those organizations do not hold membership for themselves as organizations).

**Becoming a Member:**

Provided that they have not been previously expelled from this organization, a person can become a **General Member** by paying the annual dues and signing the membership contract and personal profile. They shall become a General Member the date their payment to the organization is valid. Their General Membership shall be suspended one year later and all rights afforded them by this organization shall cease after five years (unless they renew their dues or move into a different class of membership). General Members shall be issued a membership card.

Provided that they have not been previously expelled from this organization, students, faculty or school administrators may join this organization as **Academic Members**. Academic Members are represented by a Registered Representative. In the case of Academic Members, their Registered Representative is called an “Academic Membership Representative”. It is the duty of the Academic Membership Representative to liaise between their academic institution, their students and this organization; they shall also be the person that signs the membership contract and the organization profile. Academic Members are accepted into this organization when an Academic Membership Representative in good standing informs the organization who those members are. There are no dues for Academic Members, or for the Academic Membership Representative. It is up to the Academic Membership Representative to notify this organization when a person is no longer an Academic Member; in all cases, Academic Members and Academic Membership Representatives shall be stricken from the Membership Roster on the fifth anniversary of their joining or latest renewal date. The Academic Membership Representative may begin informing this organization of who the Academic Members are once the Academic Membership Representative receives the acknowledgement certificate that they are the Registered Representative for their academic institution. Academic Membership Representatives shall be issued a Registered Representative card.

Provided that they have not been previously expelled from this organization, people that are members of Scientific Clubs can join this organization as a **Science Club Member**. Science Club Members are represented by a Registered Representative. In the case of Science Club Members, the Registered Representative is called a “Science Club Advisor”. It is the duty of the Science Club Advisor to liaise between their backing or support organization, their club members and this organization; they are also the person that signs the membership contract and the organization profile. Science Club Members are accepted into this organization when a Science Club Advisor in good standing informs this organization who those Members are. There are no dues for a Science Club Member or for the Science Club Advisor. It is up to the Science Club Advisor to notify this organization when someone is no longer a member; in all cases, Science Club Members and the Science Club Advisor shall be stricken from the Membership Roster on the fifth anniversary of their joining or latest renewal date. The Science Club Advisor may begin informing this organization of who the Science Club Members are once the Science Club Advisor receives the acknowledgement certificate that they are the Registered Representative for their Science Club. Science Club Advisors shall be issued Registered Representative cards.

Provided that they have not been previously expelled from this organization, people that are a part of a for-profit organization can join this organization as a **For-Profit Organization Member**. For-Profit Organization Members are represented by a Registered Representative. In the case of a For-Profit Organization, the Registered Representative is called the “For-Profit Organization Manager”. It is the duty of the For-Profit Organization Manager to liaise between the For-Profit Organization, their officers, directors, employees and members and this organization; they are also the person that signs the membership contract and the organization profile. For-Profit Organization Members are accepted into this organization when a For-Profit Organization Manager in good standing informs this organization who those Members are. There are no dues for a For-Profit Organization Member, however the For-Profit Organization Manager is expected to pay annual dues on behalf of their organization. It is the duty of the For-Profit Organization Manager to notify this organization when someone is no longer a Member; in all cases, the For-Profit Organization Members and the For-Profit Organization Manager shall be stricken from the Membership Roster on the fifth anniversary of their joining or latest renewal date. The For-Profit Organization Manager may begin informing this organization of who the For-Profit Organization Members are once the For-Profit Organization Manager receives the acknowledgement certificate that they are the Registered Representative for their For-Profit Organization. For-Profit Managers shall be issued Registered Representative cards.

Provided that they have not been previously expelled from this organization, people that are members or employees of a nonprofit organization can join this organization as a **Nonprofit Organization Member**. Nonprofit Organization Members are represented by a Registered Representative. In the case of a Nonprofit Organization, the Registered Representative is called the “Nonprofit Organization Manager”. It is the duty of the Nonprofit Organization Manager to liaise between their nonprofit organization, their members and this organization; they are also the person that signs the membership contract and the organization profile. Nonprofit Organization Members are accepted into this organization when a Nonprofit Organization Manager in good standing informs this organization who those Members are. There are no dues for a Nonprofit Organization Member, however it is expected that the Nonprofit Organization will give this organization a membership in return. It is the duty of the Nonprofit Organization Manager to notify this organization when someone is no longer a Member; in all cases, the Nonprofit Organization Member and the Nonprofit Organization Manager shall be stricken from the Membership Roster on the fifth anniversary of their joining or latest renewal date. The Nonprofit Organization Manager may begin informing this organization of who the Nonprofit Organization Members are once the Nonprofit Organization Manager receives the acknowledgement certificate that they are the Registered Representative for their Nonprofit Organization. Nonprofit Organization Managers shall be issued Registered Representative cards.

Provided that they have not been previously expelled from this organization, people or organizations that are willing to provide sponsorship for events held by this organization may do so. **Event Sponsor** membership is granted on a case by case basis and need not be transferred from another membership category. Event Sponsors can influence current and future events by attending meetings of the event planning staff.

Provided that they have not been previously expelled from this organization, people or organizations that are willing to provide intellectual property to this organization may do so. **IP Donor** membership is granted on a case by case basis and need not be transferred from another membership category.

Provided that they have not been previously expelled from this organization, people or organizations that want to ensure the success of this organization can help by providing funding. **Patron** membership is granted on a case by case basis and need not be transferred from another membership category. Large donations are encouraged and will be accepted after this organization obtains a 501(c)(3) status from the United States Internal Revenue Service.

**Withdrawing from Membership:**

A Member, regardless of which class of Member they are, may withdraw from this organization by providing written notice of intent to withdraw to the Secretary of the organization; in the case of General Members, they will forfeit the remainder of their annual dues. Members of classes that have Registered Representatives may withdraw by providing notice to the representative, who shall, in turn, notify this organization in writing.

Registered Representatives that wish to withdraw from this organization for any reason can do so by written notification to the Secretary of this organization. Their withdrawal shall be automatic if the background or support organization has another Registered Representative apply to join this organization and replace the previous representative. In the case of For-Profit Organizations that withdraw, they will forfeit the remainder of their annual dues.

Any Member or Registered Representative that withdraws from the organization shall still be liable for any obligation for charges incurred by the organization on their behalf, services or benefits actually rendered by the organization for the Member or Registered Representative, dues, assessments or fees required by the organization from that Member or Registered Representative, or any contractual obligation the Member or Registered Representative is party to.

**Membership Dues:**

Annual Dues for General Members and for For-Profit Organizations shall be set by the Board of Directors. Payment of Dues shall accompany General Member and For-Profit Organization applications and renewal forms.

**Procedure for suspending a Member:**

Persons that are General Members shall pay their dues annually. In the event that the annual period expires before the next year’s dues are received by this organization, the Member’s General Member status shall be suspended. The next business day after the membership expires, this organization shall notify the Member that their membership has expired, and that unless the organization receives payment for another year’s dues within fifteen days of the receipt of notice, their membership (and the member’s associated rights) will be suspended. The same notification shall state that the member has the right to contest the suspension in writing or orally before the Membership Review Board not less than five days before the suspension is to become effective.

Any class of Member may be suspended for violating the Membership Contract. If this organization determines that a violation of the Membership Contract has occurred, a “Suspension Notice” shall be sent to the offending Member’s address of record, and, if appropriate, an informative notice shall be to the appropriate Registered Representative. The Suspension Notice shall notify the Member that the organization intends to suspend the Member’s membership (and the associated membership rights) fifteen days from the receipt of the notice, the length of time the Member is suspended and shall notify the Member that they have the right to contest the suspension in writing or orally before the Membership Review Board not less than five days before the suspension is to become effective. When a Member’s suspension becomes effective, their membership rights are also suspended; when the suspension ends, the Member’s rights are restored.

**Procedure for suspending a Registered Representative:**

Persons that are For-Profit Organization Managers shall pay the dues for their For-Profit Organization annually. In the event that the annual period expires before the next year’s dues are received by this organization, the Manager’s Registered Representative status shall be suspended and the status of all of the For-Profit Organization Members that are associated with that Registered Representative shall also be suspended. The next business day after the membership expires, this organization shall notify the Registered Representative that their membership has expired, and that unless the organization receives payment for another year’s dues within fifteen days of the receipt of notice, their membership (and the member’s associated rights) and the memberships of the Members associated with that organization (and those associated rights) will be suspended. The same notification shall state that the member has the right to contest the suspension in writing or orally before the Membership Review Board not less than five days before the suspension is to become effective.

Any of the Registered Representatives may be suspended for violating the Membership Contract. If this organization determines that a violation of the Membership Contract has occurred, a “Suspension Notice” shall be sent to the offending representative’s address of record, and, if appropriate, an informative notice shall be to the Members associated with the Registered Representative. The Suspension Notice shall notify the Registered Representative that the organization intends to suspend the person’s Registered Representative status, as well as the memberships of the members associated with their organization (and the associated membership rights) fifteen days from the receipt of the notice, it shall also state the length of time the Registered Representative is suspended and shall notify the Registered Representative that they have the right to contest the suspension in writing or orally before the Membership Review Board not less than five days before the suspension is to become effective. When a Registered Representative’s suspension becomes effective, their membership rights (and the rights of the members they are registered to represent) are also suspended; when the suspension ends, the Registered Representative’s rights are restored (as are the rights of the members they are registered to represent).

**Procedure for expelling a Member:**

Any Member may be expelled for repeated violations of the Membership Contract, for acts of violence against other Members, for wanton disregard for safety procedures, for reckless and rash acts that endanger others, for fraud or coercion and for other serious offenses against the mores of the organization. If the organization decides that it is warranted, an “Expulsion Notice” shall be sent to the offending Member’s last address of record, and, if appropriate, an informative notice shall be sent to the appropriate Registered Representative. The Expulsion Notice shall notify the Member that the organization intends to expel the Member from the organization (and terminate the associated membership rights) fifteen days from the receipt of the notice. The same notification shall state that the member has the right to contest the expulsion in writing or orally before the Membership Review Board not less than five days before the expulsion is to become effective.

**Procedure for expelling a Registered Representative:**

Any of the Registered Representatives may be expelled for repeated violations of the Membership Contract, for acts of violence against other Members, for wanton disregard for safety procedures, for reckless and rash acts that endanger others, for fraud or coercion and for other serious offenses against the mores of the organization. If the organization decides that it is warranted, an “Expulsion Notice” shall be sent to the offending Registered Representative’s last address of record, and an informative notice shall be sent to the members represented by the Registered Representative.

The Expulsion Notice shall notify the Registered Representative that the organization intends to revoke the person’s Registered Representative status and indefinitely suspend the memberships (and the membership rights of the members associated with their organization) fifteen days from the receipt of the notice; the notice shall notify the Registered Representative that they have the right to contest the expulsion in writing or orally before the Membership Review Board not less than five days before the expulsion is to become effective. When a Registered Representative’s expulsion becomes effective, their membership rights are terminated; the suspension of rights of the members they are registered to represent shall end when the organization places another person into the position of Registered Representative.

The review board shall be a person or committee authorized to decide that the proposed suspension, expulsion or termination not take place.

Any notice of suspension, expulsion or termination may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the member shown on the corporation's records.

A Member or Registered Representative who is expelled or suspended or whose membership rights are terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

A Member or Registered Representative that is expelled from this organization shall not be allowed to rejoin the organization in any capacity.

**Rights of Members:**

The Members of every class of membership shall have the right to vote for Directors and for the proper business matters that are placed before the membership. In addition to the members of the class, if the class includes Registered Representatives, those Registered Representatives (specifically this means the Academic Representatives, the Science Club Advisors, the For-Profit Organization Managers and the Nonprofit Organization Managers) shall also have the right to vote as members of their respective classes; the Members and Registered Representatives must be in good standing to exercise this right.

Rights of Members cannot be transferred (including the provisions made for Proxy; when a Proxyholder casts a vote on behalf of a Member, the Member still retains the right to vote), whether for valuable consideration or not.

Membership cannot be transferred by Members; moving from one class of Member to another shall be only done by the action and authority of the Organization.

Members that are in good standing at the close of business on the business day before a notice is given for a Meeting of Members (or, if notice is waived, then the close of business on the business day prior to the meeting) shall be entitled to vote in any election or on other business matter that may occur at that meeting. Members so entitled shall remain entitled in the event that the meeting is adjourned to a different time or place (or a different time and place).

Members that are in good standing at the close of business on the business day that a ballot is mailed or solicited shall be entitled to vote in any election or on other business matter that may be contained in the written ballot.

Voting agreements and voting trust agreements made by Members shall not be enforced.

**Voting that affects a class of Members:**

In the event that an amendment of the Articles of Incorporation or the Bylaws materially and adversely impacts the rights of a class of members, each member in that class shall vote on the matter (even if they have not had a right to vote established in the Articles of Incorporation or in the Bylaws); an 80% majority of all of the members of that class shall be required to adopt the amendment.

If the amendment would terminate the membership of all persons in the class, the organization shall provide written notice to the membership not less than forty-five days and not more than ninety days prior to the vote on the amendment; the written notice shall describe the effect of the amendment on the organization and the Members; it may also include a “Waiver of Notice”, if all Members in that class sign and return the “Waiver of Notice”, the organization may dispense with the forty-five day notice.

**Voting that affects a category of Members:**

In the event that an amendment of the Articles of Incorporation or the Bylaws materially and adversely impacts the rights of a category of Members, each Member in each class in that category shall vote on the matter (even if they have not had a right to vote established in the Articles of Incorporation or in the Bylaws); an 80% majority of all of the members in each class of that category shall be required to adopt the amendment.

If the amendment would terminate the membership of all persons in the category, the organization shall provide written notice to the membership not less than forty-five days and not more than ninety days prior to the vote on the amendment; the written notice shall describe the effect of the amendment on the organization and the Members; it may also include a “Waiver of Notice”, if all Members in that category sign and return the “Waiver of Notice”, the organization may dispense with the forty-five day notice.

**Voting that affects all Members:**

In the event that an amendment of the Articles of Incorporation or the Bylaws materially and adversely impacts the rights of Members, the Members shall vote on the matter; a 75% majority of all of the members shall be required to adopt the amendment.

If the amendment would terminate the membership of all Members, the organization shall provide written notice to the membership not less than forty-five days and not more than ninety days prior to the vote on the amendment; the written notice shall describe the effect of the amendment on the organization and the Members; it may also include a “Waiver of Notice”, if all Members sign and return the “Waiver of Notice”, the organization may dispense with the forty-five day notice.

If an amendment to the Articles of Incorporation or the Bylaws passes and terminates the rights of any class of Members, category of Members or all of the Members, the termination of those rights shall not be considered to be an “Expulsions” from the organization.

**Proxy matters:**

Any Member may authorize another person or persons to vote on their behalf in order to conduct whatever business may come before the members.

The proxy must be in writing and signed by the member (or by the member’s attorney in fact) authorizing another person to act for them.

The proxy shall be dated and will expire eleven months from that date.

The proxy shall describe the general nature of the business (whether it be the election or removal of a Director, change in the number of seats on the Board of Directors, change in proxy rights, approval of amendments, the sale, lease transfer, conveyance, exchange or other form of disposal of corporate assets, corporate merger, or corporate dissolution, etc.) in order to be valid; in the event that a proxy is authorized for the purpose of electing a Director, the names of the nominees must appear on the proxy in order to be valid.

A proxy shall not be made irrevocable.

Every proxy shall continue in full force and effect until revoked in writing or superseded by a subsequent proxy. A revocation of proxy shall be made in writing, shall state that all proxies previously executed are null and void, and delivered to the Secretary of the corporation. If a member has executed multiple proxies, the most recent shall prevail (provided that it has not yet expired) and all other proxies shall be null and void.

Members that attend a duly called and held meeting and vote for themselves shall automatically revoke any otherwise valid proxy.

A proxy is not revoked by the death or incapacity of the member that authorized it unless written notice of the death or incapacity of the Member is received in writing by the Secretary of the corporation.

The dates contained on the forms of proxy presumptively determine the order of Execution, regardless of the postmark dates on the envelopes in which they are mailed.

Any amendment to the Bylaws repealing, restricting, creating or expanding proxy rights shall be approved by a majority of the Members.

Any right which may be exercised by the “Authorized Number”, or some multiple thereof, may be exercised by a Member with written authorizations obtained within any 11-month period from members who, in the aggregate, hold the equivalent voting power. Any such authorization shall specify the right to be exercised thereunder and the duration thereof (which shall not exceed three years). Where a provision specifies twice the authorized number, that means two times the number calculated.

Within sixty days of any regular or special meeting of Members, any Member in good standing may make a written request to the Organization, and the Organization will promptly provide that Member with a report showing the vote results for that meeting. The vote results will be broken down by class and shall indicate the total “Yes”, “No” and “Abstain” votes and a calculation of the number of votes withheld. In the event that there was an election of Directors, the report shall state the number of votes each nominee received.

**Nominations of Directors:**

Any Member in good standing may nominate any qualified person for election to the Board of Directors at any time by providing a written nomination stating the name of the person nominated, signed by the Member nominating, to any Director or Officer of the organization; persons that are not qualified to be Directors shall not be named on the election ballot; nominations received within ninety days of the regular meeting of Members (which is the meeting where Directors are elected) shall be carried forward until the following year.

**Campaigning by Nominees:**

Nominees seeking election to the Board of Directors may provide campaign materials to the organization and request that the materials be mailed to the Members (or to a reasonably specified subset of the Members, as described by the nominee); the organization shall do so provided that reasonable costs (including postage) are paid by the nominee. The nominee must request this service in writing, provide the election materials (which must be reasonably related to the election), provide payment for the reasonable cost of mailing and once those conditions are met, the organization shall conduct the mailing within ten business days. Any nominee requesting this service shall indemnify the organization, its Directors, Officers, employees and agents from any and all criminal and civil liability resulting from the mailing of the election materials provided by the nominee. In the event that the organization, in the opinion of any Director, Officer, employee or agent, would be exposed to any criminal or civil liability by distributing the election materials provided by the nominee, the organization shall refuse to provide the service, shall return the election materials and shall refund the reasonable costs that were paid by the nominee.

In no case shall the organization expend its own funds to support any election efforts for any nominee.

**Election of Board Members (when conducted at a meeting):**

Any Member may require that the election of a Director (or Directors) being conducted at a duly called and held meeting and be accomplished by ballot (rather than by voice vote or a show of hands).

Each Member shall cast no more votes than the number of vacant seats being contested during the then-current election; no member shall cast more than one vote for any Nominee during an election.

If the meeting was called at the request of one or more Members, the membership shall decide whether the number of Election Inspectors is one or three, otherwise the Secretary (or Secretary Pro Tempore) and the Vice President (or Vice President Pro Tempore) shall act, with the assistance of the President (if needed), as the Inspectors of the Election.

If any of the Inspectors of the Election fail to appear or refuse to act as Inspector of Election, the Board may appoint Inspectors of Election at the meeting, in order to replace those missing or refusing to serve.

The Inspector(s) of Election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspector(s) of Election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

Any report or certificate made by the Inspector(s) of Election is prima facie evidence of the facts stated therein.

In the event that three Inspectors of Election are required, matching vote tallies from any two of the three shall be considered validation of the vote tally, and the Inspectors shall notify the President that the tally has been verified and that the vote is valid; in the event that the three Inspectors of Election arrive at different tallies, they shall each recount the votes until they can reach agreement.

If the Officers of the corporation act as Inspectors of Election, the Secretary (or Secretary Pro Tempore) and the Vice President (or Vice President Pro Tempore) shall tally the votes and compare their findings. If the tallies match, they each shall inform the President (or the President Pro Tempore) that the tally has been verified and is valid; if the tallies do not match, the President (or the President Pro Tempore) shall independently tally the votes and compare their result against the two other tallies; if the third tally matches either of the other two tallies, those will be the results used to determine the election, otherwise the vote will be considered fouled and will need to be recast.

The Nominee that receives the highest number of votes shall be seated on the Board. If there are additional vacant seats, the Nominee with the next-highest number of votes shall be seated on the Board. This process shall continue until all of the vacant seats on the Board have been filled.

**Election of Board Members (when conducted by written ballot):**

Each Member shall cast no more votes than the number of vacant seats being contested during the then-current election; no member shall cast more than one vote for any Nominee during an election.

Written ballots shall be sent to each member (either by US Mail or by electronic delivery). The ballot instructions shall include the deadline for returning the ballots; ballots that arrive after the cut-off date shall not be tallied. The ballots shall be marked in accordance with their instructions and returned to the organization. Once the written ballot has been returned to the organization, it is no longer revocable.

The Secretary (or Secretary Pro Tempore) and the Vice President (or the Vice President Pro Tempore) shall tally the votes and compare their findings. If the tallies match, they each shall inform the President (or the President Pro Tempore) that the tally has been verified and is valid; if the tallies do not match, the President (or the President Pro Tempore) shall independently tally the votes and compare their result against the two other tallies; if the third tally matches either of the other two tallies, those will be the results used to determine the election, otherwise the Secretary (or the Secretary Pro Tempore) and the Vice President (or the Vice President Pro Tempore) shall re-tally the ballots until they reach agreement.

The Nominee that receives the highest number of votes shall be seated on the Board. If there are additional vacant seats, the Nominee with the next-highest number of votes shall be seated on the Board. This process shall continue until all of the vacant seats on the Board have been filled.

The number of seats on the Board of Directors is fixed.

The Members shall have the right to change the number of seats which comprise the Board. This change requires an amendment to the Bylaws and a vote at a duly called and held meeting; approval by an 80% majority of each class of Membership is required to become effective. If the number of seats increases, the organization will hold an election to fill the vacant seats. If the number of seats decreases, the existing Directors will serve the remainders of their terms; the following election shall be for the reduced number of seats.

Changing from a fixed number of seats on the board to a variable number of seats on the board (or vice-versa) will require an amendment to the Bylaws, and shall require an approval by majority vote of the Members.

Changing the length of a Director’s term shall require an amendment to the Bylaws that must be approved by a majority of the members before the new length of term can become effective; the new length of term shall apply to all Directors and shall not become effective until the next vote to elect Directors.

**Liabilities of Members:**

A Member (or Registered Representative) of this organization shall not become liable for any debts, liabilities or obligations of the Organization merely because they are a Member (or Registered Representative).

Persons that consent to Membership and sign a Membership Contract, shall be liable for the obligations specified in the Membership Contract.

**Calling a meeting of Members:**

It is the responsibility of the Secretary to call meetings of Members. The Secretary shall call a special meeting at the request of the Chairman of the Board, the President, the Vice President, any Director, any of the Registered Representatives or a group comprising five percent or more of any class of Member. Upon receiving a request in writing to the corporation addressed to the attention of the Chairman of the Board, the President, or the Vice President by any person entitled to request a meeting of the Members, that officer shall forthwith communicate the request to the Secretary of the organization for appropriate action; if the Secretary receives such a request in writing, they will act as is appropriate. Special meetings of the Members must be called within twenty days of receiving a valid request for a meeting; such meetings must be held no less than thirty-five and no more than ninety days after the request was received.

There shall be at least one regular meeting of the Members per year, so that the Members can elect Directors to the Board and to conduct any other proper business that may be needed. In order to call a meeting, the Secretary shall send a “Notice of Meeting” to each interested party. In the event that the Secretary is incapacitated, the Vice President shall call the meeting and issue the notifications. In the event that the Secretary and the Vice President are both incapacitated, the President shall call the meeting and issue the notifications. Each “Notice of Meeting” shall specify the location of the meeting; if not so stated, the location will be the principal office of the organization.

In the event that the organization fails to hold the regular meeting within sixty days of the designated date, or (in the case where no date has been designated) for a period of fifteen months after the formation of the organization (or after its last regular meeting), or if the organization fails to hold a written ballot within sixty days of the designated date for that ballot, then the Superior Court for the County of Contra Costa, California, may summarily order the meeting to be held (or the ballot to be conducted) upon application by any Member of the organization, or by the Attorney General, after notice to the organization giving it an opportunity to be heard. If the Superior Court of the County of Contra Costa, California, orders such a meeting, the votes personally represented and represented by proxy shall constitute a quorum, notwithstanding any requirements to the contrary that are established in the Bylaws; if the Superior Court of the County of Contra Costa, California, orders a written ballot to be conducted, the votes represented by the collected ballots shall constitute a quorum, notwithstanding any requirements to the contrary that are established in the Bylaws. The Superior Court for the County of Contra Costa, California, may issue such orders as may be appropriate including, without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote, and the form of notice of the meeting.

**Notification of meetings of Members:**

When the Secretary calls a meeting of Members, they shall send a notification which indicates the date, time and place (whether geographically specific or conference call, video conference or other virtual place) for the meeting to each interested party. Notifications may be sent electronically, by United States Postal Service or both. Notifications will be sent to the address of record for each Member, the President, the Vice President, the Chief Financial Officer and the Directors. Notifications shall include the type of meeting (regular or special), an indication of who is requesting the meeting (the President, some Directors, “a group of Members”, etc.) the proposed agenda for the meeting and, if necessary, a written ballot with instructions on how to execute that ballot. The notification for any meeting where Members are allowed or required to vote shall include a statement to the effect that Members who are in good standing as of the recorded date of the notification are able to vote at the meeting.

For regular meetings of the Members where an election of Directors is to occur, the notice shall include the names of all nominees that will be, as of the recorded date of the notification, on the ballot. Notifications for a regular meeting made by electronic communication (or by First Class, Certified or Registered mail via the United States Postal Service) shall be sent at least ten days prior to a the meeting, but not more than ninety days prior to the meeting; other forms of notification shall be sent at least twenty days prior to the meeting.

For special meetings of the Members, notification shall be sent to those Members entitled to vote that a meeting will be held, at a date and time determined by the Board of Directors, no less than thirty-five days and no more than ninety days from the recorded date of the notification. If the notification is not made within twenty days of the receipt of a valid request, the requester may issue the notification of the meeting, or the Superior Court of the County of Contra Costa, California, shall summarily order the issuance of notification, after giving the organization the opportunity to be heard. The court may issue such orders as may be appropriate, including, without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote and the form of notice.

Notices sent by the United States Postal Service which get returned to the organization with an indication that the Postal Service cannot deliver them, all future notices shall be deemed to have been delivered; notices shall be retained so that Members can request in writing to obtain copies of the notifications. The organization shall stop sending notifications to a Member electronically if the organization attempts to deliver two successive notifications that fail or if the Secretary receives notice that electronic delivery will no longer work.

When a meeting of Members is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic communications by and to the organization, or electronic video conferencing, or the like, is available for Members to participate) are announced at the meeting where the adjournment is taken. No meeting may be adjourned for more than forty-five days. At the adjourned meeting the organization may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

A court may find that notification given in a fair and reasonable manner is still valid even if it is not in complete compliance with the Bylaws.

**The Manner of conducting a meeting of Members:**

Meetings of Members may be conducted in whole or in part, by electronic transmission (conference calls and e-mail) by and to the organization or by electronic video screen communication.

Regardless of whether members represent themselves in person, are represented by proxy or participate by conference call, video conferencing or the like, the organization shall have adequate methods in place to verify membership, to accept, record, tally and archive votes, and to allow Members to read and hear the proceedings of the meeting (substantially concurrently with those proceedings).

For regular meetings of Members, the notification shall indicate what item (or items) of business the Board intends to present at the meeting for the Members to act on; once those items are acted on, additional items that are the proper business of the meeting may be presented to the Members for action.

For special meetings of the Members, the notification shall indicate what item (or items) of business the requester of the meeting wants to bring before the Members; once that item has (or those items have) been acted on, no other items shall be presented.

One third of the Members in good standing must be present (either representing themselves or being represented by proxy) in order to establish a quorum for the purpose of amending the Articles of Incorporation, amending the Bylaws or voting on Directors.

If Members are disqualified from voting on any matter, their membership shall not be considered when determining whether a quorum exists for a meeting or if the required number of votes have been cast in order to pass an item being voted on.

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though they had occurred at a meeting duly held after regular call and notice, if a quorum is present either by personal representation or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, provides a waiver of notice or consent to the holding of the meeting or an approval of the minutes thereof in writing. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by this part to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by the bylaws.

If no quorum is present at a regular meeting, the only business matters that may be voted upon are those that were generally described in the notice of meeting.

In the absence of a quorum at any meeting of Members, the meeting may only be adjourned or adjourned to a different time and place.

If a quorum is present at a duly called or held meeting, the members may continue to conduct business even if members leave and reduce their numbers below that required to establish the quorum. In this case, any action must be approved by at least a majority of the members required to establish a quorum.

If the organization has fewer than fifty Members, those Members may remove any or all Directors sitting on the Board if the removal is approved by a majority of all the Members; if the organization has more than fifty Members, those Members may remove any or all Directors sitting on the Board if the removal is approved by the Members; if the general nature of the proposal was not stated in the notice for the meeting (or in any waiver of notice of meeting), the approval must be unanimous for all Members entitled to vote; if the vote removes all remaining Directors from the Board, the meeting shall not be adjourned until all of the Directors that were removed have been replaced.

Members shall elect a Director to replace a Director that was removed from the Board (but not a Director that died, resigned or became incapacitated); such election shall occur at a special meeting of Members; approval requires the “Yes” vote of a majority of the Members; if the general nature of the proposal was not stated in the notice for the meeting (or in any waiver of notice of meeting), the vote must be unanimous for all.

Any vote on an amendment to the Articles of Incorporation by the Members shall be approved by a majority of all the Members; if the general nature of the proposal was not stated in the notice for the meeting (or in any waiver of notice of meeting), the vote must be unanimous for all Members.

Any bylaw amendment to increase the quorum may be adopted only by approval of the members; if the general nature of the proposal was not stated in the notice for the meeting (or in any waiver of notice of meeting), the vote must be unanimous for all Members.

Any amendment to the Bylaws which reduces the number of Directors does not reduce the number of Directors until the following election of Directors.

Agendas for a meeting of Members shall include at least the following, in the sequence shown: 1) Call to order, 2) Determination of Quorum, 3) Reading of past minutes, 4) Approval of past minutes, 5) Treasurer’s Report, 6) Approval of Treasurer’s Report, 7) President’s Moment, 8) Registered Representative’s reports, 9) Business item(s), 10) Call to Adjourn. Agendas may be modified as circumstances require.

Any proper item of business (including the election of Directors) that can be acted on at a regular or special meeting of Members can be acted on by written ballot; such ballot shall set forth the proposed action and allow for a vote of “Yes”, “No” or “Abstain”; such ballot (and related materials) shall be sent to all members in good standing as of the recorded date of issue; Members shall have a reasonable amount of time to return their ballots to the organization; once returned to the organization, such written ballots are not revocable. In order to conduct business by written ballot, the requirements for a quorum shall be deemed met if one third of the Members entitled to vote return their written ballots before the required deadline; the item of business shall be deemed approved if the votes totaled equal or exceed the percentage of votes that would be needed to approve the item at a regular or special meeting of the Members.

Written Ballots shall indicate, either on the ballot itself or on the materials that accompany the ballot, the number of responses needed to meet the quorum requirement, (if not for the election of Directors) the percentage of “Yes” votes needed to pass the proposed item of business and shall state a reasonable deadline by which the ballot must be returned to the organization.

If the organization has 100 or more Members, any form of proxy or written ballot that is distributed to ten or more Members shall give the Member the opportunity to approve (or vote “Yes”), disapprove (or vote “No”) or to withhold their vote (to “Abstain”) for each proper item of business indicated on the ballot or proxy; proxy forms shall bear a statement that unless the Member returns a fouled proxy, the Member’s votes will be cast as the Member has indicated for each and every item of business.

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

If the name signed on a ballot, consent, waiver, or proxy authorization corresponds to the name of a Member, the corporation shall accept the ballot, consent, waiver, or proxy appointment and give it the same effect as the act of the Member.

If the name signed on a ballot, consent, waiver, or proxy authorization corresponds to the name of the attorney-in-fact for a member, the organization shall accept the ballot, consent, waiver, or proxy appointment and give it the same effect as the act of the member, provided that the attorney-in-fact provides a copy of their Power of Attorney.

This organization reserves the right to reject a ballot, consent, waiver, or proxy appointment if the Secretary (or other officer or agent authorized to tabulate votes), acting in good faith, has a reasonable basis for doubt concerning the validity of the signature (or the signatory's authority to sign for the member).

This organization and any officer (or agent thereof) who accepts or rejects a ballot, consent, waiver, or proxy appointment in good faith shall not be liable for damages to the member for the consequences of the acceptance or rejection.

Action by this organization based on the acceptance or rejection of a ballot, consent, waiver, or proxy appointment under this section shall be valid unless a court of competent jurisdiction determines otherwise.

**Manner of providing reports to Members:**

Reports (including financial statements) shall be provided to Members either in person, by electronic transmission (provided the Member has provided the organization with a valid, unrevoked consent to receive such transmissions) or by mail; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Reports to the Members shall be made available to the Members via the organization’s web site. Reports and financial statements provided to Members shall be available for Members to review at the organization’s principal office during regular business hours.

**Admission Fees:**

In the event that this organization hosts seminars, presentations by its Members, conferences, fundraisers or the like, it shall charge an appropriate admission fee. Admission tickets may be sold in advance, raffled, given away as prizes or sold at the door. Admission fees will be determined on a case-by-case basis by the Board of Directors.

**Assessments:**

This organization has the authority to set, impose and collect assessments, but has not done so.

**Prohibition against fraud:**

Any Directors, Officers, employees or agents of this organization that do any of the following are liable (jointly and severally) to this organization or any person injured who relied thereupon or both: makes, issues, delivers or publishes any report, circular, certificate, financial statement balance sheet, public notice or document respecting the organization or its memberships, assets, liabilities, business, earnings or accounts which is false in any material respect, knowing it to be false, or participating in the making, issuance, delivery or publication thereof with knowledge that the same is false in a material respect; makes (causes to be made) in the books, minutes, records or accounts of this organization any entry which is false in any material particular, knowing it to be false; or removes, erases, alters or cancels any entry in any book or records of the organization, with intent to deceive.

**Part V**

**Reorganization:**

This organization has the authority to establish and implement a plan of reorganization. Reorganization of the organization requires unanimous action by the Board of Directors and an approval by at least 80% the Members.

The reorganization plan may alter, amend or repeal the organization’s Bylaws; constitute or reconstitute the Board of Directors; name, constitute or appoint Directors and Officers in place of or in addition to Directors and Officers already in office; amend the Articles of Incorporation; dissolve the organization; transfer all of the organization’s assets to another organization; merge with another organization; change the location of its principal executive office; remove or appoint an agent for service of process; authorize and fix terms, manner and conditions of the issuance of bonds or other obligations; or lease its property and franchises to any corporation (if permitted by law).

In the event that the organization decides to reorganize, the Board of Directors shall appoint a committee to research the current laws, regulations and requirements before acting to reorganize. Any reorganization shall comply with all applicable laws, regulations and requirements.

**Merger:**

In the event that this organization decides to merge with another organization, the Board of Directors shall appoint a Merger Committee to research the current laws, regulations and requirements before acting to merge. Any merger of this organization with another organization shall comply with all applicable laws, regulations and requirements.

**Dissolution:**

This organization may voluntarily wind up its affairs by approval of a majority of all Members (including the registered representatives) or by approval of the Board and approval of a majority of Members (including the registered representatives); if the general nature of the proposal was not stated in the notice for the meeting of Members (or in any waiver of notice of meeting of Members), the vote must be unanimous for all Members (including all of the registered representatives).

This organization may voluntarily wind up its affairs by a majority vote of the Directors then in office if they vote at a meeting of the Board of Directors that was validly called (or if the notice of meeting was validly waived) even if there are too few Directors present to constitute a quorum.

In the event that the Organization is the subject of an order for relief in bankruptcy; or the organization has disposed of all of its assets and not conducted any business for five continuous years; or if the organization has no Members; then the Board of Directors may approve dissolution of the Organization.

This organization may be dissolved by consent action, provided that the consent is unanimous among all Directors then in office.

In the event that there is only one remaining Director, that Director may dissolve the organization.

While the Organization is in the process of voluntary Dissolution, the Board may appoint any qualified person to fill vacant seats on the Board of Directors.

In the event that the Organization elects to wind up and dissolve, a certificate evidencing that election shall be filed with the Attorney General. The certificate may be issued by any Officer, or it may be signed by a majority of the Directors on the Board, or it may be signed by one or more Members authorized to do so by a majority of Members. The certificate shall include statements indicating that the Organization has elected to wind up and dissolve. If the vote was made solely by Members, the certificate shall also state the votes that were available, the number of votes for this action, and that it was a majority of the Members as authorized under these Bylaws. If the vote was made by Directors and Members, the certificate shall also state that the action is approved by a majority of the Directors and approved by a majority of the Members. If the vote was made solely by the Board of Directors, the certificate shall also state either that the organization is subject to an order of relief in bankruptcy, or that the organization has disposed of all of its assets and not conducted any activity in the preceding five years, that the corporation has no Members or it shall cite some other appropriate reason. If the certificate is being filed by one or more Members, the certificate shall also state that the signers of the certificate were authorized to do so by a majority of all Members.

Once dissolution has commenced, the Board of Directors shall send, by US Mail, a notice (that dissolution has commenced) to all Members (except for those that voted for Dissolution), all known creditors and the Attorney General. Once voluntary dissolution has commenced, the Organization shall cease operating as an organization (except to continue whatever business is necessary to continue winding down the business) and the Board of Directors shall continue to serve as needed, even after the Certificate of Dissolution has been filed with the Attorney General.

Once dissolution has commenced, all known creditors and claimants shall be notified. The notification shall state all of the information that must be included in the claim, provide a mailing address where the claim should be sent, state the deadline by which the Organization must receive the claim (which must not be less than 120 days from the date of the notice) and state that the claim will be barred unless received by that deadline.

At the end of the claim resolution period (during a voluntary dissolution) or with permission of the Court (during an involuntary Dissolution), any assets that are not subject to attachment or sale to satisfy the Organization’s debts or to provide for the Organization’s liabilities may be distributed, even though not all debts have been paid or not all liabilities have been provided for; as long as arrangements have been made to pay all remaining debts and provisions have been made to adequately satisfy all of the Organization’s liabilities, it is acceptable to distribute whatever assets are surplus.

Once dissolution has commenced, the Directors and Officers shall, as appropriate, elect officers and employ agents or attorneys to liquidate or wind up the affairs of the Organization; continue to conduct the affairs of the Organization that are necessary to winding up; carry out contracts and collect, pay, compromise and settle debts and claims for or against the Organization; defend law suits brought against the Organization; to sue (in the name of the Organization) for all sums due or owing to the Organization or to recover any of its property; to collect any amounts remaining unpaid on memberships; to recover unlawful distributions; to sell, exchange, convey or otherwise dispose of all or any part of the Organization’s assets for amounts deemed reasonable by the Board, to execute bills of sale and deeds of conveyance in the name of the Organization and to return, transfer or convey any (real or personal) property the Organization is contractually required to return, transfer or convey upon dissolution.

In general, the Directors and Officers shall (in the name of the Organization) do any of the things that are necessary, proper and convenient for the purposes of winding up, settling and liquidating the affairs of the Organization.

Once dissolution has commenced, the Organization may entrust funds to a person, corporation or the government for the purpose of repaying debts that have been incurred by the Organization, whether or not the whereabouts of the creditor are known. The Board of Directors shall determine (in good faith and with reasonable care) that the entrusted funds are adequate at the time of distribution. The Board may make other provisions to repay debts and satisfy liabilities.

Distributions that are allowed may be made in the form of cash, property or securities and may be made in one transaction or in multiple transactions over time, so as to be consistent with the orderly and beneficial liquidation of the Organization’s assets.

Once dissolution has commenced, in the event that a creditor or other claimant cannot (after diligent research) be located, if they fail to or refuse to accept their payment or distribution, or if the existence or amount of a claim of a creditor or other person is contingent, contested, or not determined, the Organization may deposit any such payment, distribution or the maximum amount of the claim with the Controller of the State of California in trust for the benefit of those lawfully entitled to the payment, distribution or the amount of claim.

The final distribution of assets for the Organization shall be made by decree of the Superior Court of the County of Contra Costa, in proceedings to which the Attorney General is a party, upon petition to the court by any Director or Officer of the Organization.

Voluntary dissolution may be revoked, prior to the distribution of any assets. To undo the decision to wind up and dissolve, the revocation must be accomplished in the same manner; an action of the Board must undo the action of the Board, etc. A certification to this effect shall be filed with the Attorney General. The certificate shall set forth that the organization has revoked its election to wind up and dissolve, and that (pursuant to that election) no assets have been distributed. If the revocation was made by a vote of Members alone, the certificate shall also state the number of votes available, the number of votes for revocation and that the revocation was made by a majority of Members in accordance with the Bylaws. If the revocation was made by a vote of the Board and the Members, the certificate shall also state that the revocation is the result of actions of a majority of both the Board and the Members. If the revocation was made by the Board alone, the certificate shall also state that the revocation is authorized by the Board.

Once the voluntary dissolution has been completed, and absent of any court proceedings, a majority of the Board of Directors then in office shall sign and verify a certificate of dissolution; which shall state the following: all business of the organization has been completely wound up, that the organization’s known debts and liabilities have actually been paid, or adequately provided for, or paid and adequately provided for as far as the Organization’s assets permitted, or that is has incurred no known liabilities (as the case may be); if there have been adequate arrangements made to take care of known liabilities, the certificate of dissolution shall state what provisions have been made and shall set forth the name of the corporation, person or governmental agency that has assumed or guaranteed payment, or whatever other information is needed in order for the liability to be satisfied. The certificate of Dissolution shall also state that the organization is dissolved; further it shall state that all final returns required under state and federal tax codes have been or will be filed.

As an alternative to filing a certificate of dissolution, the Organization may petition the Superior Court in the County of Contra Costa for an order declaring that the Organization is duly wound up and dissolved.

This Organization can be dissolved involuntarily if it has abandoned its activities for more than a year; has an even number of Directors and the Board of Directors are deadlocked and cannot agree to manage the Organization; internal dissention between two or more factions has produced a deadlock that prevents the Organization from conducting its affairs; the Members have been unable to elect Directors for two consecutive Election cycles; those in control of the Organization have been guilty of (or have knowingly countenanced) persistent and pervasive fraud, mismanagement or abuse of authority; if the Organization’s property is being misapplied or wasted by the Directors or Officers; if the Organization is failing to (and has continuously failed to) carry out its purpose, causing the reasonable need for liquidation.

A complaint for involuntary dissolution based on any one or more of the items mentioned in the previous paragraph may be filed in the Superior Court of the County of Contra Costa, California, by any of the following persons: one-half or more of the Directors that are currently sitting on the Board of Directors; any person holding written authorization from more than one-third of the Members (none of which can be involved in any of the activities mentioned in the previous paragraph); or by the Attorney General.

In the even that a court orders dissolution proceedings, The Board of Directors will cooperate however possible, the organization shall cease its activities (except to the extent necessary for winding things up) and the Directors shall notify each Member and all creditors in writing and by mail that the organization is in the process of dissolving.