

**BYLAWS**  
Revised November, 2016

**AMENDED BYLAWS FOR THE REGULATION, EXCEPT AS OTHERWISE  
PROVIDED BY STATUTE OR ITS ARTICLES OF INCORPORATION OF**

**FRIENDS OF 40PRADO**

**A CALIFORNIA NONPROFIT CORPORATION**

(Original Bylaws were dated December 10, 1999)

**AMENDED BYLAWS OF**

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**TABLE OF CONTENTS**

<b>ARTICLE I. RECITALS .....</b>	<b>1</b>
<u>Section 1. Name of Corporation .....</u>	<u>1</u>
<u>Section 2. Corporation Is Nonprofit .....</u>	<u>1</u>
<u>Section 3. Purpose and Objectives .....</u>	<u>1</u>
<b>ARTICLE II. PRINCIPAL OFFICE .....</b>	<b>1</b>
<u>Section 1. Location of Principal Office .....</u>	<u>1</u>
<b>ARTICLE III. MEMBERSHIP .....</b>	<b>1</b>
<u>Section 1. Members .....</u>	<u>1</u>
<u>Section 2. Associates .....</u>	<u>1</u>
<b>ARTICLE IV. BOARD OF DIRECTORS .....</b>	<b>1</b>
<u>Section 1. General Corporation Powers .....</u>	<u>1</u>
<u>Section 2. Number and Type of Board Members .....</u>	<u>2</u>
<u>Section 3. Terms of Office .....</u>	<u>2</u>
<u>Section 4. Designation of Board Members .....</u>	<u>2</u>
<u>Section 5. Removal of Board Members and filling Vacancies on the Board .....</u>	<u>2</u>
<b>ARTICLE V. DUTIES AND POWERS OF THE BOARD .....</b>	<b>3</b>
<u>Section 1. General Corporate Powers .....</u>	<u>3</u>
<u>Section 2. Specific Powers .....</u>	<u>3</u>
<u>Section 3. Limitations on Powers .....</u>	<u>3</u>
<b>ARTICLE VI. COMMITTEES .....</b>	<b>4</b>
<u>Section 1. Committees .....</u>	<u>4</u>
<b>ARTICLE VII. BOARD MEETINGS .....</b>	<b>5</b>
<u>Section 1. Place of Meetings .....</u>	<u>5</u>
<u>Section 2. Meetings by Telephone Conference or Other Communication Equipment .....</u>	<u>5</u>
<u>Section 3. Public Meetings .....</u>	<u>5</u>
<u>Section 4. Annual Meeting of the Board .....</u>	<u>5</u>
<u>Section 5. Other Regular Meetings .....</u>	<u>5</u>
<u>Section 6. Special Meetings of the Board .....</u>	<u>5</u>
<u>Section 7. Quorum Requirements .....</u>	<u>5</u>
<u>Section 8. Waiver of Notice .....</u>	<u>6</u>
<u>Section 9. Adjournment .....</u>	<u>6</u>
<u>Section 10. Action Without a Meeting .....</u>	<u>6</u>
<u>Section 11. Compensation .....</u>	<u>6</u>

<b>ARTICLE VIII. OFFICERS .....</b>	<b>6</b>
<u>Section 1. Officers.</u> .....	6
<u>Section 2. Election of Officers.</u> .....	6
<u>Section 3. Subordinate Officers.</u> .....	7
<u>Section 4. Removal of Officers.</u> .....	7
<u>Section 5. Resignation of Officers.</u> .....	7
<u>Section 6. Vacancies.</u> .....	7
<u>Section 7. President.</u> .....	7
<u>Section 8. Vice President.</u> .....	7
<u>Section 9. Secretary.</u> .....	7
<u>Section 10. Chief Financial Officer (Treasurer).</u> .....	7
<b>ARTICLE IX. FINANCIAL MATTERS AND REPORTS .....</b>	<b>8</b>
<u>Section 1. Checks.</u> .....	8
<u>Section 2. Books and Records.</u> .....	8
<b>ARTICLE X. MISCELLANEOUS .....</b>	<b>8</b>
<u>Section 1. Inspection of Books and Records.</u> .....	8
<u>Section 2. Corporate Seal.</u> .....	8
<u>Section 3. Amendment or Repeal of Bylaws.</u> .....	8
<u>Section 4. Notice Requirements.</u> .....	8
<u>Section 5. Annual Statement of General Information.</u> .....	8
<u>Section 6. Construction and Definitions.</u> .....	8
<u>Section 7. Indemnification of Corporate Agents.</u> .....	8
<u>Section 8. Nonpaid Board members:</u>	
<u>Alleged Failure to Discharge Duties; No Monetary Liability.</u> .....	9
<u>Section 9. Personal Liability of Volunteer Board member or Officer for Negligence.</u> .....	9
<u>Section 10. Gifts.</u> .....	10
<b>CERTIFICATE OF SECRETARY</b>	<b>10</b>

**AMENDED BYLAWS OF  
FRIENDS OF 40PRADO**

**ARTICLE I. RECITALS**

Section 1. Name of Corporation. The name of this corporation shall be Friends of 40Prado and shall be referred to herein as the “Corporation.”

Section 2. Corporation Is Nonprofit. This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation, and is designated as a 501(c)(3) per the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Purpose and Objectives. The specific and primary purpose of this Corporation shall be to provide support funding for operation of the service center currently located at 40 Prado Road, San Luis Obispo, California, that helps the homeless in the County of San Luis Obispo find a level of self-sufficiency appropriate to each individual.

**ARTICLE II. PRINCIPAL OFFICE**

Section 1. Location of Principal Office. The principal office of the Corporation will be located at such place within the County of San Luis Obispo, California, as the Board may from time to time designate by resolution.

**ARTICLE III. MEMBERSHIP**

Section 1. Members. This Corporation shall have no members as that term is defined in Section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Corporation Law, any action, which would otherwise require approval by a majority of all members or approval by the members, shall require only approval of the Board of Directors. All rights, which would otherwise vest in the members, shall vest in the Board of Directors.

Section 2. Associates. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as “members” even though such persons are not members, as defined in Section 5056 of the California Nonprofit Corporation Law. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in Section 5332 of the California Nonprofit Corporation Law and no such reference shall constitute anyone a member of this Corporation.

**ARTICLE IV. BOARD OF DIRECTORS**

Section 1. General Corporation Powers. The business and affairs of the Corporation shall be vested in and exercised by the Corporation’s Board of Directors (hereafter “the Board”). Subject to the limitations expressed in Article VI, Section 1, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board. The specific powers of the Board, and the

limitations thereon are set forth in Article V hereof.

Section 2. Number and Type of Board Members. The Board shall consist of up to 17 at-large members (hereafter “Board members”) selected from the community by the Board. Every reasonable attempt should be made to select members who represent the demographics, lifestyles, diversity, ethnicity, business composition, and general makeup of our community.

In addition to the 17 at-large board members, the Board shall request that various community organizations that support homeless services designate a nonvoting liaison to the board. Those organizations shall include at least the San Luis Obispo City Council, the San Luis Obispo County Board of Supervisors, the San Luis Obispo Chamber of Commerce, and the San Luis Obispo Downtown Association. The Board shall also request designated liaisons from the governing bodies of other cities in San Luis Obispo County on a rotating basis, as well as from other organizations which, at the Board’s discretion, would contribute to the Corporation’s efforts to address homelessness in our county.

Section 3. Terms of Office. The 17 at-large Board members shall serve staggered terms of three years, so that up to six Board members are selected by the Board each year. Board members may not serve more than two consecutive terms.

If an at-large is not able to serve for the full three years, the Board can vote to accept an interim board member for the remainder of the term. That interim board member shall then be eligible to serve from the beginning of the next term.

Designated liaisons from community organizations shall hold office for one year. The organization shall be asked to provide an alternate representative, in case the primary liaison is unable to attend a meeting or resigns. If a designated representative is not able to serve for the full year, then the alternate shall be asked to serve for the remainder of the term, and the organization shall be asked to look for a new representative to serve from the beginning of the next term.

Section 4. Designation of Board Members. Board members shall be designated as set forth in Section 2 above. Such designations shall be determined by a majority of the Board at any regular meeting of the Board.

Section 5. Removal of Board Members and filling Vacancies on the Board.

- a. *Vacancies, Generally.* A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a Board member, or (ii) an increase of the authorized number of Board members.
- b. *Resignation of Board Members.* Except as provided in this subparagraph, any Board member may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board, unless the notice specifies a later time for the resignation to become effective.
- c. *Authority of the Board to Remove Board Members For Cause.* The Board shall have the power and authority to remove a Board member and declare his or her office vacant if he or she has (i) been declared of unsound mind by a final order of the court; (ii) been convicted of a felony; or (iii) been found by a final order or judgment of any court to have breached any duty under Sections 5230 through 5237 of the California Nonprofit Corporation Law (relating to the standards of conduct of Board members), provided, however, that a Board member who was designated as a Board member, rather than elected by the board, may be removed by a majority vote of the Board.
- d. *Removal of Board Members Without Cause.* Except as otherwise provided in subparagraph (c) above, a Board member may only be removed from office prior to expiration of his or her term by

the affirmative vote of a majority of the Board, provided, however, that a Board member who was designated as a liaison, rather than elected by the Board, may be removed by a majority vote of the Board.

- e. *Filling of Vacancies.* Vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of Board members then in office is less than a quorum, the vacancy may be filled by (i) the unanimous written consent of the remaining Board members; (ii) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting; or (iii) by the sole remaining Board member, except that the vacancy of any Board member who was designated as a liaison, rather than elected, may be filled by the person or persons who designated that liaison.
- f. *Reduction in Number of Board Members.* No reduction of the authorized number of Board members shall have the effect of removing any Board members before his or her term of office expires.

## **ARTICLE V. DUTIES AND POWERS OF THE BOARD**

Section 1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. Specific Powers. Without prejudice to the general powers set forth in Section 1 above of these Bylaws, but subject to the same limitations, the Board members shall have the power to:

- a. Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- b. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.
- c. Adopt and use a corporate seal; and alter the form of the seal.
- d. Enter into contracts on behalf of the Corporation.
- e. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 3. Limitations on Powers.

- a. *Self-Dealing Transactions.* Notwithstanding the powers conferred on the Board pursuant to Section 1, above, and Article IX, Section 1 hereof, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in section 5233 of the California Nonprofit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said Section 5233.

- b. *Transactions Between Corporations Having Common Directorships.* Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Corporation's directors are directors unless the material facts as to the transaction and the director's common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).
- c. *Loans to Board Members.* This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Board member, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses, anticipated to be incurred in the performance of the Board member's duties.
- d. *Standards for Investment.* Except as provided in Sections 5240(c) and 5241 of the California Nonprofit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the Board shall do the following:
  - (i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital; and
  - (ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation.

## **ARTICLE VI. COMMITTEES**

Section 1. Committees. The Board may, by resolution adopted by a majority of the Board members then in office, provided that a quorum is present, designate one or more committees. Each committee shall be chaired by a voting Board member and shall consist of three or more people, to serve at the pleasure of the Board. Committee members other than the chair need not be Board members. Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that *no committee, regardless of Board resolution, may:*

- a. Take any final action on any matter, which, under the California Nonprofit Corporation Law, also requires approval of the members.
- b. Fill vacancies on the Board or on any committee which has been delegated any authority of the Board.
- c. Amend or repeal these Bylaws or adopt new Bylaws.
- d. Amend or repeal any resolution of the Board, which by its express terms is not so amendable or repealable.
- e. Appoint any other committees of the Board or the members of those committees.
- f. Approve any transaction (i) to which the Corporation is a party and in which one or more Board members have a material financial interest; or (ii) between this Corporation and one or more of its Board members or between the Corporation and any person in which one or more of its Board members have a material financial interest.

## **ARTICLE VII. BOARD MEETINGS**

Section 1. Place of Meetings. Regular and special meetings of the Board may be held at any place within the County of San Luis Obispo, California, that has been designated from time to time by resolution of the Board and stated in the notice of the meeting.

Notice of the time and place of all regular and special meetings of the Board shall be given to the Board members at least 24 hours prior to the meeting personally, by telephone, or email.

Section 2. Meetings by Telephone Conference or Other Communication Equipment.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting pursuant to this Section 2 constitutes presence in person at that meeting if all of the following apply:

- a. Each member participating in the meeting can communicate with all of the other members concurrently.
- b. Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation.
- c. The Corporation adopts and implements some means of verifying both of the following:
  - (i) A person communication by telephone, electronic video screen, or other communications equipment is a Board member entitled to participate in the Board meeting; and
  - (ii) All statements, questions, actions, or votes were made by that Board member and not by another person not permitted to participate as a Board member.

Section 3. Public Meetings. All regular meetings of the Board are open to the public. The agenda for all regular meetings shall be published on the Corporation's website at least 24 hours prior to the meeting, and shall include the time and place of the meeting.

Section 4. Annual Meeting of the Board. The annual meeting of the Board shall be held on the third Wednesday of January of each year at the principal office of the Corporation. If the annual meeting date falls on a legal holiday, the annual meeting shall be held at the same hour and location on the next day following the regular annual meeting date. Notice of this meeting shall not be required.

Section 5. Other Regular Meetings. Other regular meetings of the Board shall be held without notice at such time and place as may be fixed by the Board from time to time.

Section 6. Special Meetings of the Board. Special meetings of the Board for any purpose, may be called at any time by the president, any vice president, secretary or any two Board members.

Section 7. Quorum Requirements.

- a. The attendance of a majority of the authorized number of Board members at any meeting of the Board members shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article VII.
- b. Except as otherwise provided herein or in the California Nonprofit Corporation Law, every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.



- c. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Articles of Incorporation or these Bylaws.

Section 8. Waiver of Notice. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present; and (ii) either before or after the meeting, each of the Board members not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consent and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting, shall also be deemed to have been waived by any Board member who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 9. Adjournment. A majority of the Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than twenty-four (24) hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the Board members who were not present at the time of the adjournment. Except as herein above provided, notice of adjournment need not be given.

Section 10. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Board members, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. For purposes of this Section 10, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law.

Section 11. Compensation. Board members, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This Section 11 shall not be construed to preclude any Board member from serving the Corporation in any other capacity, such as an officer, agent, employee, or otherwise and receiving compensation for those services.

## **ARTICLE VIII. OFFICERS**

Section 1. Officers. The officers of the Corporation shall be: (1) a president, (2) a vice president, (3) a secretary, and (4) a chief financial officer. The officers will serve as the Executive Committee for the Corporation. The Corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant financial officers, and such other officers as may be appointed in accordance with the provisions of Section 3 following. One person may hold two or more offices, except that neither the secretary nor the chief financial officer may serve concurrently as president.

Section 2. Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 3 and 5 following, shall be chosen annually by majority vote of the Board at its annual meeting in January, and each shall hold his or her office for one year or until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board may appoint, and may empower the president to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws and as the Board may from time to time determine.

Section. 4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the board at any regular or special meeting, or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that no such officer shall remove an officer chosen by the Board.

Section 5. Resignation of Officers. Any officer may resign at any time by giving notice to the Board or to the president or to the secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

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

Section 7. President. The president shall be elected by the Board from among the Board members. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation. He or she shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Vice President. The vice-president shall be elected by the Board from among the Board members. In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restriction upon, the president. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

Section 9. Secretary. The secretary shall keep or cause to be kept at the principal office, or such other place as the Board may order, a book of minutes of all meetings of Board members and the Executive Committee, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at such meetings and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of any persons designated as "members" of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

Section 10. Chief Financial Officer (Treasurer). The chief financial officer, who shall be known as the treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any Board member. The treasurer shall provide for the deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. He or she shall provide for the disbursement of the funds of the Corporation as may be ordered by the Board, shall render to the president and Board members whenever they request it, an account of all of his or her transactions as treasurer and of

the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. If required by the Board, the treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

## **ARTICLE IX. FINANCIAL MATTERS AND REPORTS**

Section 1. Checks. All checks or demands for money and notes of the Corporation shall be signed by the president or treasurer, or by such other officer or officers or such other person or persons as the Board may from time to time designate.

Section 2. Books and Records. This Corporation shall keep adequate and correct books and records of account; minutes of the proceedings of its Board and committees of the Board; and a record of the members of the Board showing their names and addresses.

## **ARTICLE X. MISCELLANEOUS**

Section 1. Inspection of Books and Records. In accordance with Section 6334 of the California Nonprofit Corporation Law, every Board member shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a Board member includes the right to make extracts and copies of documents.

Section 2. Corporate Seal. The Corporation shall have a seal in circular form having within its circumference the words "Friends of 40Prado, Incorporated December 10, 1999, State of California."

Section 3. Amendment or Repeal of Bylaws. Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, and new Bylaws adopted by the affirmative vote of a majority of a quorum of the Board.

Section 4. Notice Requirements. Any notices or other document permitted or required to be delivered as provided herein shall be delivered either personally or by first class mail in accordance with the notice requirements of Article Vii, Section 6 hereof.

Section 5. Annual Statement of General Information. As and when required by Section 6210 of the California Nonprofit Corporation Law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of Board members, the names and complete business or residence addresses of all incumbent Board members, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

Section 6. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

Section 7. Indemnification of Corporate Agents.

- a. Any person who was or is a Board member, officer, employee or other agent of the Corporation (collectively “Agents”) may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent’s service to or on behalf of the Corporation to the full extent permitted by California Nonprofit Corporation Law, Section 5238.
- b. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Corporation would have the power to indemnify the agent against such liability under Section 5238 of the California Nonprofit Corporation Law; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Corporation Law.

Section 8. Nonpaid Board members: Alleged Failure to Discharge Duties; No Monetary Liability.

Except as provided in Section 5233 or 5237 of the California Nonprofit Corporation Law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid Board members, including any nonpaid Board member who is also a nonpaid officer, of this Corporation based upon any alleged failure to discharge the person’s duties as Board member or officer if the duties are performed in a manner that meets all of the following criteria:

- a. The duties are performed in good faith.
- b. The duties are performed in a manner such Board member believes to be in the best interests of the Corporation.
- c. The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 9. Personal Liability of Volunteer Board member or Officer for Negligence.

- a. Except as provided in subparagraph (c) below, there shall be no personal liability to a third party on the part of a volunteer Board member or volunteer executive committee officer of this Corporation caused by the Board member’s or officer’s negligent act or omission in the performance of that person’s duties as a Board member or officer, if all the following conditions are met:
  - i. The act or omission was within the scope of the Board member’s or executive committee officer’s duties;
  - ii. The act or omission was performed in good faith.
  - iii. The act or omission was not reckless, wanton, intentional, or grossly negligent; and
  - iv. Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a Board member’s and officer’s liability policy, or personally to the Board member or executive committee officer. In the event that the damages are not covered by a liability insurance policy, the volunteer Board member or volunteer executive committee officer shall not be personally liable for the damages if the Board and the person had made all reasonable efforts in good faith to obtain available liability insurance.
- b. For purposes of this Section 9, “volunteer,” means the rendering of services without compensation. “Compensation” means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a

Board member or executive committee officer does not affect that person's status as a volunteer within the meaning of this section.

- c. This section does not eliminate or limit the liability of a Board member or officer for any of the following:
  - i. As provided in Section 5233 or 5237 of the California Nonprofit Corporation Law; or
  - ii. In any action or proceeding brought by the California Attorney General.

Section 10. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

### **CERTIFICATE OF SECRETARY**

KNOW ALL BY THESE PRESENTS:

The undersigned, secretary of the Corporation, does hereby certify that the above and foregoing amended Bylaws consisting of ten (10) pages were duly adopted by the Board members of said Corporation on the 16<sup>th</sup> day of November, 2016, and that they now constitute said Bylaws.

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Roy Rawlings, President