

BYLAWS
of
CALIFORNIA COMMUNITY COLLEGES
EXTENDED OPPORTUNITY PROGRAM SERVICES ASSOCIATION

a California Nonprofit Public Benefit Corporation

(Revised 3/1998)

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BYLAWS OF
CALIFORNIA COMMUNITY COLLEGES
EXTENDED OPPORTUNITY PROGRAM SERVICES ASSOCIATION
a California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in the County of California where the Treasurer of the Board of Directors is employed.

SECTION 2. CHANGE OF ADDRESS

(a) The County of the corporation's principal office can be changed from one location to another within the State of California by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws.

(b) At the first meeting of this corporation the board shall designate the County where the principal office is located following the nomination and/or election of the Treasurer. The Board shall designate the office and address in the space below. Each succeeding change shall be designated by noting here:

_____ Dated: _____, 19__

_____ Dated: _____, 19__

_____ Dated: _____, 19__

_____ Dated: _____, 19__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of directors may, from time to time, designate.

SECTION 4. REGIONS

For convenience of communications, and because the corporation conducts business throughout all of California, this corporation shall recognize the existence of ten regions within the State of California which may operate as a unit pursuant to the Bylaws of this corporation. By operating as a unit, each region shall be subject to the Bylaws and Articles of this corporation but may, as set forth in these Bylaws, meet and confer to elect or nominate various representatives, officers, or board members to this corporation as may be appropriate, and as set forth in these Bylaws.

Each region shall be defined geographically or by participating community college at the annual meeting and voting members within those regions will have primary responsibility for

ensuring that voting members within the region are elected or nominated as required by the Bylaws.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES

The primary objectives of this corporation shall be:

To develop and maintain a statewide association for the sharing, articulation and dissemination of up-to-date information regarding programs for disadvantaged students in the two-year community colleges as set forth in Chapter 2, Article 8 (commencing with section 69640) Part 42, Division 5 of the California Education Code and to assist the local EOPS programs at the two-year community colleges.

SECTION 2. PURPOSES

The primary purposes of this corporation are as follows:

(a) To act as the base of a communications network among EOPS staff, students, statutory advisory committee, the Chancellor's office staff and other groups that serve EOPS students in community colleges;

(b) To communicate the needs of the EOPS program and students to community college administrators, the Chancellor and the State Legislature;

(c) To assist in implementing statewide policies, programs and regulations in relation to the unique needs of each of the community colleges in California; and

(d) To encourage and participate in the development of additional programs on the local, state and national level which will assist disadvantaged students in their quest for an education.

ARTICLE 3. MEMBERS

SECTION 1. QUALIFICATIONS OF MEMBERS

Except as set forth herein in these Bylaws, membership shall be open to all individuals, personnel, students, or educational institutions involved in EOPS programs in the California community colleges and who do not have any delinquent financial obligations to the association.

SECTION 2. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have five classes of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 3. CLASSES AND PRIVILEGES OF MEMBERS

(a) Voting Members: This membership shall be open to all persons who are actively engaged in the operation of the EOPS program on a campus at the EOPS director level and/or below as designated in the program plan, exclusive of student workers. Voting members shall be accorded all of the privileges, including that of voting and holding office, with the exception of the offices of President and Vice-President, which shall be limited to EOPS directors and individuals who run the day to day operation of the EOPS program on their campuses.

(b) Associated Members: This membership shall be opened to all persons who are not actively engaged in the operation of a campus EOPS program. This membership shall include the statutory advisory committee. Associated members shall be accorded the privilege of attending state-wide meetings but shall not be accorded the privilege of voting or holding office in this organization.

(c) Honorary Members: This membership shall be open to those persons who hold one of the following offices, the Chancellor, Vice-Chancellor and staff, Presidents of community colleges, supervising Deans of EOPS, State Senators and Assemblymen, members of local EOPS advisory committees and others designated by the Executive committee. Honorary members shall be accorded the privilege of attending the state-wide meetings. Honorary members may attend, by invitation, the special meetings which may be called, as well as the executive meetings. These members may not vote or hold office.

(d) Institutional Members: This membership shall be open to any community college which has an operational EOPS program. Institutional membership shall provide community colleges the privilege of sending representatives to the statewide meetings, in-service training sessions, informational meetings and special meetings called by the association.

(e) Student Members: Student members shall be accorded the privilege of attending state-wide meetings.

SECTION 4. ADMISSION OF MEMBERS

Applicants shall be admitted to a respective class of membership on payment of registration of fall conference or payment of the annual dues, as specified in the following sections of this by-law. Membership extends from January 1 to December 31 of the calendar year.

SECTION 5. FEES, DUES AND ASSESSMENTS

(a) Any change to the annual dues will be determined by the board by July 1 of each fiscal year.

(b) The annual dues of all members shall be paid by January 1 of the calendar year.

SECTION 6. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 7. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 8. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 9. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer for value a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 10. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a) (2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board.

The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) Any expelled person from the corporation is not entitled to a refund of admission fee or a pro-rated amount of yearly dues, except on a showing of good cause.

SECTION 11. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 12. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4. MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. MEETINGS AND THE ANNUAL CONFERENCE

(a) The annual membership meeting will be held in the Fall with preference given to the month of October in each year, for the purpose of transacting such corporate business as may come before the meeting.

(b) An annual calendar for the regularly scheduled Board Meetings for the next year shall be established by the incoming board at the Board Meeting in June/July. The dates and location of the meetings shall be distributed to the membership through the minutes.

(c) The annual Fall conference may rotate sequentially through four (4) areas of the state and may be hosted by the regions in each respective area in the following grouping:

Regions 9 and 10;
Regions 3, 4, and 5;
Regions 6, 7, and 8;
Regions 1 and 2.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members may be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the active members as reflected in the last membership book at the time of the last day prior to the annual meeting.

SECTION 4. NOTICE OF MEMBERSHIP MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice-President or Secretary of the corporation. The office receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meeting. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person 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, sign a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of

members, except that if an action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of Directors without cause;
- (2) Filling of vacancies on the Board by members;
- (3) Amending the Article of Incorporation; and
- (4) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS FOR THE ANNUAL CONFERENCE

(a) A quorum for the annual conference shall consist of ten percent (10%) of the total active members in attendance and eligible to vote but provided that where a quorum consists of less than one-third of the total active members all matters to be voted upon at the annual conference must be duly noticed to the members as provided for by Section 5511 of the Non-profit Corporation Law and part (e) of this Section.

(b) The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

(c) In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

(d) When an annual or special meeting of active members is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, 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 meeting shall not be adjourned for more than forty-five (45) days.

(e) Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting in person or by proxy, then no action may be taken on a matter was stated in the notice of the regular meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

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

SECTION 7. VOTING RIGHTS

(a) Each active member is entitled to one vote on each matter submitted to a vote by the members. Voting at a duly held meeting shall be by voice vote. Election of Directors, however, shall be by ballot.

(b) Any other members shall only vote as authorized by Article 3, Section 2 of these Bylaws.

SECTION 8. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy. No provision in this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no chairperson, by the President of the corporation or, in his or her absence, by the Vice-President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

Any departure from Roberts' Rules of Order must be approved by two-thirds (2/3) of the members present and voting.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of voting members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, 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.

SECTION 12. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members of any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5. DIRECTORS OF THE EXECUTIVE BOARD

SECTION 1. NUMBER

The corporation shall have fifteen (15) voting Members of the Board of Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Board shall consist of ten (10) Board members with one to be elected from each of the ten regions, four (4) elected officers, and the past-President.

SECTION 2. PURPOSE

This Board shall be responsible for the month-to-month operation and activities of the association. It shall appoint members to the standing and special committees as needed. It shall be composed of the President, the immediate past-President, the Vice-President, the Treasurer, the Secretary, the Standing Committee chairpersons who shall be non-voting members of the Board, and ten (10) Regional representatives. It shall be responsible for the replacement of officers when a vacancy arises, with the exception of the office of the President, which office shall be assumed by the Vice-President if a vacancy arises.

By majority vote of the Directors during any official noticed meeting of the Board, the Board of Directors shall have authority to:

(a) Execute on the behalf of this organization those matters which commit the organization to policies, agreements, contracts, or activities in relation to its internal members and in relation to external groups, organizations, or parties.

(b) Censure or discipline by warning and/or expulsion of any member of the Board of Directors or any active or associate member of this organization for conduct judged prejudicial to the interests, security, or viability of this organization.

(c) Direct and approve actions undertaken by committees of the Board or members of this organization.

(d) Host at least one annual statewide membership conference; plan, implement, and evaluate this or other conferences sponsored; conduct the conference(s) at such times and places deemed appropriate by the Board of Directors; and shall make every effort to hold the annual conference in the same month of each year, preferably in October.

(e) Hear and resolve disputes arising in connection with the conduct of the business of this organization.

(f) Approve and confirm constitutions and bylaws which create the CCCEOPSA student component, and approve and confirm amendments related thereto.

(g) Authorize for service on the Board of Directors to appoint an ex-officio student representative to the Board, selected by the students in accordance with their constitution.

(h) Approve and authorize for service all appointments made by the CCCEOPSA President.

(i) Advise the President of CCCEOPSA on all official business conducted by that office.

(j) Authorize the annual budget.

SECTION 3. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

By majority vote during any official meeting of the Board, the Board of Directors shall have authority to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws including, but not limited to:

(a) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(b) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(c) Meet at such times and places as required by these Bylaws; and

(d) Register their addresses with the Secretary of the corporation, and notices of meeting mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. TERMS OF OFFICE

The term of office of the elected officers shall be two (2) years beginning July 1st of even numbered years. The term of office of the Regional Representatives shall be two (2) years beginning July 1st of even numbered years for even numbered regions and July 1st of odd numbered years for odd numbered regions. The term of office of the past-President shall be two (2) years.

Except as otherwise stated in these Bylaws, Directors shall hold office until the next annual meeting for election of the Board of Directors or as specified in these Bylaws, and until his or her successor is elected and assumes office.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in attending Directors' meetings. In addition, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 7. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 8. PLACE OF MEETING

Meetings of Directors shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 9. REGULAR MEETINGS OF THE BOARD

Regular meetings of Directors shall be held at least four (4) times each year.

SECTION 10. SPECIAL MEETINGS OF THE BOARD

Special meetings of the Board of Directors may be called by the President of the Board or at the written request of any seven (7) voting members of the Board of Directors who are acting in concert out of a shared concern.

SECTION 11. NOTICE OF MEETINGS OF THE BOARD

Regular and special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 12. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approvals of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporation records or made a part of the minutes of the meeting.

SECTION 14. QUORUM FOR BOARD MEETINGS

(a) A quorum shall consist of one-third of the voting members of the Board of Directors, including at least two officers.

(b) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(c) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

(d) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be

approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 15. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 16. CONDUCT OF BOARD MEETINGS

(a) Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice-President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meeting of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provisions of law.

SECTION 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. BOARD VACANCIES

(a) Existence of Vacancies

(1) Vacancies on the Board of Directors shall exist upon the end of a Director's elected term, or upon the death, resignation or removal of any Director.

(2) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

(a) If this corporation has any members, then, if the corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

(b) Resignation of Board Members

(1) Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

(c) Filling Vacancies

(1) Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director. Vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

(2) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 19. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-profit Public Benefit Corporation Law.

SECTION 21. INSURANCE FOR CORPORATION AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer,

employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board

SECTION 2. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, but only with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 4. VACANCIES

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 5. DUTIES OF OFFICERS

(a) The President shall:

- (1) Set the time and dates for all meetings.
- (2) Preside over all business meetings.

- (3) Sign all correspondence necessary to carry out the will of the body.
- (4) Act as the representative of the organization to outside persons and other organizations.
- (5) Appoint committees as directed by the Bylaws or by motion of the body.
- (6) Perform all other duties assigned to him by the Bylaws.

(b) The Vice-President shall:

- (1) Assume temporarily the office and duties of the President in case of the absence or incapacity of that officer.
- (2) Assume the office of President in the event of the resignation or permanent incapacity of the President.
- (3) Have all of the powers, duties, privileges, and responsibilities of the President when performing in that office.
- (a) Perform duties and chair committees assigned by the President or the Board of Directors

(c) The Secretary shall:

- (1) Keep a record of the proceedings of the organization, and review the minutes of the previous meeting at the beginning of each meeting of the board of Directors for approval by the Board.
- (2) Preserve all records, reports and documents of the organization which are not assigned to others.
- (3) Furnish information from the minutes.
- (4) Write official letters for the organization and keep a file of all correspondence.

(d) The Treasurer shall:

- (1) Be the Chief Financial Officer and shall be the official custodian of the funds of the organization.
- (2) Be the disbursing officer.
- (3) Be responsible for collecting money due the organization and for its safekeeping.
- (4) Keep an accurate record of all funds collected.
- (5) Issue checks to cover bills incurred by the organization.
- (6) Give a report at each Board of Directors meeting and at the

annual Fall conference.

- (7) Furnish a statement at any time requested by the President and/or the Board of Directors showing the financial condition of the organization.
- (8) If so directed by the President and/or the Board of Directors, secure the services of a Certified Public Accountant to perform an audit of the financial records of the organization prior to the annual Fall conference.

SECTION 6. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6, of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 7. NOMINATION AND ELECTION OF BOARD MEMBERS AND OFFICERS

SECTION 1. QUALIFICATION FOR OFFICE

Only active voting members may be nominated or selected for elected offices or for membership on the Board of Directors.

SECTION 2. NOMINATION FOR REGIONAL REPRESENTATIVES TO THE BOARD

(a) *Nomination at the Annual Meeting*: At the first annual conference following the incorporation of this organization, and thereafter at each annual conference that falls on even numbered years, those present at the conference shall solicit nominations from among the voting members, whether present or not, for election as regional representatives to the Board of Directors. Nominations shall be solicited to allow each of the ten regions at least one nominee submitted to the voting members of that region for election to the Board.

(b) *Nomination by Endorsement*: Any qualified voting member may also be nominated for election to the Board if they obtain the verified signatures of two voting members of this organization between the time of the annual conference and six weeks prior to the time ballots are sent out in February. The voting member shall have the responsibility of sending his or her nomination papers to the Secretary of the Board to ensure that his or her nomination is duly noticed and included on any electoral ballot.

SECTION 2.1 ELECTION OF REGIONAL REPRESENTATIVES TO BOARD

The Secretary of this corporation shall be responsible for distributing written ballots to all voting members indicating the person nominated and seeking election to the Board as regional representatives. Only one person from each region shall be elected to the Board, and voting members shall be limited to voting for only one person from their region.

SECTION 3. NOMINATION OF ELECTED OFFICERS TO THE BOARD

(a) At the first annual conference following the incorporation of this organization, and thereafter at each annual conference that falls on an odd year, those present at the conference shall solicit nominations from among the voting members, whether present or not, for the election of the following officers: President, Vice-President, Secretary, and a Treasurer.

(b) Nomination for these offices shall not be limited by region but no voting member shall be nominated for more than one officer position.

SECTION 3.1 ELECTION OF BOARD MEMBERS

(a) The Nominating Committee Chair of this corporation shall be responsible for distributing written ballots to all voting members indicating the persons nominated and seeking election to the Board as officers. Voting members shall be limited to voting for only one person for each officer position.

(b) Any voting member shall be entitled to vote for one person for each officer position and shall not be limited by region.

(c) The Nominating Committee Chair shall follow all other election procedures set forth in this Article for sending out, receipt and counting of ballots.

SECTION 4. RETURN AND COUNTING OF BALLOTS

All ballots shall be returned by hand delivery or first class mail within a reasonable period of time or as designated by the Board, to the Nominating Committee Chair of this organization and shall be counted at the first regularly scheduled Board meeting following the deadline to return the ballots. Any ballot which fails to list a preference for voting, or is otherwise marked in a manner indicating that the authority to vote for the election of Regional Representatives is withheld, shall not be counted as votes either for or against the election of a Regional Representative.

SECTION 5. PROCEDURES FOR SOLICITATION OF VOTES

This corporation shall make available to all members reasonable procedures with respect to the solicitation of votes, including, but not limited to procedures for obtaining the names and addresses of voting members.

The Nominating Committee Chair of this corporation may also, upon written demand and payment of a reasonable charge, provide a list of the names, addresses and voting rights of those members entitled to vote for the election of Regional Representatives to the Board, as of the most recent record date for which it has been compiled.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for Regional Representative at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of

space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

SECTION 6. VOTING PROCEDURES IF MORE THAN 500 VOTING MEMBERS

If the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election as Regional Representatives to the Board of Directors.

SECTION 7. VOTING PROCEDURES IF MORE THAN 5,000 MEMBERS

If this corporation has five thousand (5000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons as Regional Representatives to the Board of Directors.

SECTION 8. REASONABLE NOMINATION AND ELECTION PROCEDURES

These election procedures may be changed, as authorized by a majority vote of all voting members at the annual conference or as may be authorized by these Bylaws, provided that any election or nomination procedure which is adopted shall be reasonable given the nature, size, and operation of the corporation, and shall include:

- (1) A reasonable means of nominating persons for election as Directors.
- (2) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (3) A reasonable opportunity for all nominees to solicit votes.
- (4) A reasonable opportunity for all members to choose among the nominees.

SECTION 9. ASSUMPTION OF OFFICE

Except as provided for in these Bylaws, the Regional Representatives and officers shall assume office on July 1st of the year they are elected to the Board.

SECTION 10. STAGGERED TERMS

Except as may be provided by the Bylaws herein, or by the death, resignation or removal of any member of the Board of Directors, officers of the Board and each Regional Representative from an even numbered region shall assume office on July 1st in even-numbered years and each Regional Representative from an odd numbered region shall assume office on July 1st in odd-numbered years. Any member who is appointed to this Board shall hold that position until the position which they filled expires or the member removes or resigns himself from that position.

SECTION 11. APPOINTING OTHER OFFICERS

(a) A Regional Representative is not precluded from seeking nomination, election, or appointment for a Board position while he or she holds a Regional Representative position to the Board.

(b) In the event that a Regional Representative is elected, or appointed to the Board, a vacancy shall occur upon that person assuming office and the President of the Board of Directors shall appoint a person to fill the unexpired term of the Representative.

(c) In the event that no Regional Representative is nominated or elected from a specific region, the President of the Board of Directors may appoint a person as representative from that region to the Board provided that no person shall be appointed who is not affiliated with that region.

SECTION 12. TERMS OF OFFICE

(a) Except as set forth in Section 12(b) below, each officer or representative shall hold office or a position on the Board for two years.

(b) If an officer or representative is appointed by the President of the Board of Directors to fill a vacancy, then that officer or representative shall hold that position until the next regularly scheduled election for that position.

ARTICLE 8. COMMITTEES

SECTION 1. DUTIES OF THE STANDING COMMITTEES

The Standing Committees shall be: Membership, Budget/Finance, Nominating, Legislative, Constitution and Bylaws, and Special Committees.

(a) Membership Committee: It shall be the responsibility of this Committee to increase the membership of this association. A Chairperson for this Committee shall be appointed by the President of the Board of Directors, and the Chairperson shall appoint the committee members.

(b) Budget/Finance Committee: This Committee shall be responsible for the development of an annual budget which must be presented at the Fall general meeting of the association. The Chair of this Committee will be the Chief Financial Officer or Treasurer of the Board. Other members of this Committee may be appointed from the Board of Directors by the President.

(c) Nominating Committee: Appointments to this Committee will be made by the President by September 1 of the odd numbered years. This Committee shall have the responsibility to develop a slate of officers for each new term and to present the slate of nominated members to the assembly when the nominations are completed. Each member must be active in the association. This Committee shall present a proposed slate of new officers to the President and body during the annual conference at the designated business meeting.

(d) Legislative Committee: The Legislative Committee shall serve to monitor current legislation and advise the Executive Board of pending legislation which may have effect on EOP&S. The Chair of this Committee shall be appointed by the President of the Board of Directors.

(e) Constitution and Bylaws: The Committee receives all proposed amendments to the constitution or Bylaws. It is the duty of this Committee to follow the constitutional guidelines for changes in the constitution. The Chairperson of this Committee shall be appointed by the President of the Board of Directors.

(f) Conference Committee: The Conference Committee shall have the primary responsibility to the Board of Directors for all aspects of the Annual Fall Conference. The Conference Committee Coordinator shall, with the assistance of the association members of the designated Conference Region, plan and implement all aspects of the conference. The Conference Committee Coordinator shall be appointed by the President of the Board of Directors and shall make a final report to the Board on all of the conference proceedings (including financial) no later than the January following the conference.

SECTION 2. OTHER COMMITTEES

The corporation may have such other committees as may from time to time be designated by resolution of the Board of Directors. Such Other Committee may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

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

ARTICLE 10. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of Directors, Committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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 properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or Committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any Director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

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

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 11. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year. The Treasurer shall present a projected fiscal budget to the Board at the June/July transitional meeting for approval.

ARTICLE 12. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. By-laws changes shall be submitted in written format to voting members for feedback to the Regional Representatives before any action is taken.

ARTICLE 13. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors. Such amendments shall require the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present.

ARTICLE 14. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.