

Adoption of the Amended and Restated Bylaws of
ASSISTANCE LEAGUE OF DOWNEY
a California Nonprofit Public Benefit Corporation

The undersigned, being all of the directors of Assistance League of Downey, a California Nonprofit Public Benefit Corporation (the "Corporation"), adopt the following resolutions on behalf of the Corporation by written consent under California Corporations Code section 5211(b):

WHEREAS, bylaws were adopted on or around March 31, 2023, for the regulation of the affairs of the Corporation.

WHEREAS, it is deemed to be in the Corporation's best interest to adopt the amended and restated bylaws (the "Restated Bylaws") attached to these resolutions as the bylaws of the Corporation.

IT IS RESOLVED THAT the Restated Bylaws attached to these resolutions are adopted as the Corporation's bylaws.

IT IS FURTHER RESOLVED THAT the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of the Restated Bylaws, to insert the Restated Bylaws as so certified in the minute book of the Corporation, and to see that a copy of the Restated Bylaws, similarly certified, is kept at the principal office to transact the business of the Corporation.

Date: _____

Stacy Brabant, Director

Lynda Kriss, Director

Deborah Massaglia, Director

Beverly Mathis, Director

Charlene Roche, Director

Virginia Rivas, Director

**Bylaws of
Assistance League of Downey**

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Bylaws of
ASSISTANCE LEAGUE OF DOWNEY
a California Nonprofit Public Benefit Corporation

Article 1 – NAME AND PURPOSE

1.1. NAME AND PURPOSE

- 1.1.1. The name and purpose of this corporation (“Corporation”) are as set forth in the Corporation’s Articles of Incorporation. The Corporation’s name and purpose may be amended only by an amendment to the Articles of Incorporation as set forth in Section 11.4.
- 1.1.2. The Corporation may only engage in activity that is in furtherance of its purpose as set forth in its Articles of Incorporation.

Article 2 – MEMBERS

2.1. QUALIFICATIONS AND CLASSES OF MEMBERSHIP

- 2.1.1. The Corporation shall have two classes of voting members: Active Chapter Members and Lifetime Members. To qualify as an Active Chapter Member, an individual must meet the current qualifications posted on the Corporation’s official website and apply to become a member by contacting the Membership Chair. Active Chapter Members are chosen by the board of directors of the Corporation (the “Board”). To qualify as a Lifetime Member, an individual must have at least twenty years of active membership and have served on the Board. Lifetime Membership is awarded by the Board to outstanding members and cannot be applied for.
- 2.1.2. The Corporation shall have three classes of non-voting members: Sustaining Members, Associate Members, and Auxiliary Members. Sustaining Members are members that have at least ten years of membership with the Corporation, but no longer meet the qualifications of Active Chapter Members. Sustaining Members must be approved by the Board. Associate Members are members that have at least once year of membership as an Active Chapter Member, but no longer meet the qualifications of Active Chapter Members. Such members may request to transition to become an Associate Member and must be approved by the Board. Auxiliary members are members that are in grades nine through twelve and shall be known as “Assisteens®.”
- 2.1.3. The term "member" as used herein shall refer only to the voting members (i.e., Active Chapter Members and Lifetime Members).

2.2. RIGHTS OF MEMBERSHIP

All Active Chapter Members and Lifetime Members in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, the disposition of all or substantially all the assets of the Corporation, any merger and its principal terms and any amendment of those terms, and any election

to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Corporation Law (the "Nonprofit Law").

2.3. RESPONSIBILITIES AND STANDARDS

Members shall comply with the responsibilities and standards of membership, including maintaining conduct that enhances the Corporation's image and reputation and does not cause it embarrassment; behaving in a civil manner; supporting the Corporation's harmony, mission, and welfare; and complying with the Corporation's policies. Other responsibilities and standards of membership shall be defined in the standing rules.

2.4. MEMBERS' DUES, FEES, AND ASSESSMENTS

Each member must pay the dues, fees, and assessments in amounts to be fixed from time to time by the Board by April 15 of each year. Dues, fees, and assessments not submitted by May 15 will be considered delinquent. Acceptance of membership shall be effective upon approval by the Board and payment of membership dues.

2.5. MEMBERS IN GOOD STANDING

Members who have paid the required dues, fees, and assessments in accordance with these bylaws and are not suspended shall be members in good standing.

2.6. DUAL MEMBERSHIP

Chapter members may hold membership in more than one chapter and/or auxiliary. Such members shall declare a primary chapter and/or auxiliary.

2.7. RESIGNATION, EXPIRATION AND SUSPENSION OF MEMBERSHIP, AND LEAVE OF ABSENCE

2.7.1. A member may resign from membership at any time; provided, however, that resignation from membership shall not relieve the resigning member from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning member to any refund of dues, fees or charges previously paid.

2.7.2. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

2.7.3. A membership may be suspended:

2.7.3.1. If a member has not complied with the responsibilities of membership;

2.7.3.2. If a member is more than sixty days delinquent in any membership obligation; or

2.7.3.3. If the Board has established terms and conditions for suspension of memberships and a member has requested suspension of membership under those terms and conditions.

A person whose membership is suspended shall not be a member during the period of suspension, but shall be obligated to pay all dues, fees and assessment coming due during the period of suspension.

- 2.7.4. The Membership Committee may grant or deny requests for temporary leaves of absence to voting members for travel, illness, or emergency needs. While on leave of absence, such member shall continue to pay dues, attend chapter meetings, vote, and be counted in the quorum when present. Other financial obligations shall be optional at the Corporation's discretion.

2.8. TERMINATION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events:

- 2.8.1. The member's failure to cure its delinquent membership obligations within 90 days after notice of suspension;
- 2.8.2. The member's failure to pay dues, fees, or assessments as set by the Board within the period specified by the Board after they are due and payable;
- 2.8.3. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- 2.8.4. Upon a member's death; or
- 2.8.5. The good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests, including a demonstrated disregard for or unwillingness or inability to comply with Section 2.3.

2.9. PROCEDURES FOR TERMINATION AND SUSPENSION OF MEMBERSHIP

If grounds appear to exist for suspending or terminating a member under Section 2.8 of this Article, the following procedure shall be followed:

- 2.9.1. The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records. Membership may be suspended for a period that shall not exceed 90 days.
- 2.9.2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

- 2.9.3. The Board, committee, or person shall decide whether the member should be terminated, expelled, sanctioned, or suspended in any way. Membership may be terminated by a three-fourths vote of the Board. The decision of the Board, committee, or person shall be final.
- 2.9.4. Any action challenging a suspension, termination, or expulsion of membership, or a sanction, including a claim alleging defective notice, must be commenced within one year after the date of the suspension, termination, expulsion, or sanction.
- 2.9.5. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a member's rights of membership if such member violates the statutory or constitutional rights of members or violates any other rule adopted by the Board necessary for the proper operation of the facility. Following such suspension, the Board shall comply with the notice and hearing provisions of this Section 2.9.

2.10. TRANSFER OF MEMBERSHIP

No membership or right arising from membership shall be transferred.

2.11. MEETINGS OF MEMBERS

Regular meetings shall be held on the fourth Thursday of each month, except for November and December, when they shall be held on the second Thursday, unless otherwise directed by the Board. No regular meetings of the membership will be held during July and August, unless otherwise directed by the Board. The regular meeting held in April shall be known as the "election meeting" whereby directors and officers are elected. The regular meeting held in May shall be known as the "annual meeting." At any regular members meeting, any proper business may be transacted, subject to Section 2.13 of this Article.

2.12. SPECIAL MEETINGS

- 2.12.1. Special meetings may be called by the Board or the President or upon the written request of two or more of the members for any lawful purpose at any time.
- 2.12.2. A special members' meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, a Vice President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a members' meeting may be held when the meeting is called by the Board.
- 2.12.3. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

2.13. NOTICE OF MEETINGS

2.13.1. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

2.13.2. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- 2.13.2.1. Removing a director without cause;
- 2.13.2.2. Filling vacancies on the Board;
- 2.13.2.3. Amending the Articles of Incorporation;
- 2.13.2.4. Electing to wind up and dissolve the Corporation;
- 2.13.2.5. Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any organization in which a director has a material financial interest; or
- 2.13.2.6. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles or bylaws, when the Corporation is in the process of winding up.

2.13.3. Notice of any members' meeting shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date (except in the case of a special meeting, in which case any contrary provisions specified in Section 2.12.2 of this Article shall prevail). The notice shall be given either personally, or by first-class, registered, or certified mail, electronic transmission (pursuant to Section 2.13.4, below), or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either:

- 2.13.3.1. Notice is sent to that member by first-class mail or other written communication to the Corporation's principal office; or
- 2.13.3.2. Notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

2.13.4. Notice may be given by electronic transmission (including, without limitation, by e-mail only if the:

- 2.13.4.1. Recipient has provided an unrevoked consent to the use of those means of transmission for communications from the Corporation;
- 2.13.4.2. Posting or delivery of the electronic transmission is made in such a way that it

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

2.13.4.3. Electronic transmission is preceded by or includes a clear written statement to the recipient as to:

2.13.4.3.1. Any right of the recipient to have the record provided or made available on paper or in nonelectronic form;

2.13.4.3.2. Whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation; and

2.13.4.3.3. The procedures the recipient must use to withdraw the consent.

2.13.5. An affidavit of mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

2.13.6. Notice may not be given to a member by electronic transmission if either:

2.13.6.1 The Corporation is unable to deliver two consecutive notices to the member by that means; or

2.13.6.2. The inability to so deliver notices to the member becomes known to the Secretary, any Assistant Secretaries, or any other person responsible for giving notice.

2.14. QUORUM

Forty percent of voting members in good standing shall constitute a quorum for the transaction of business at any members' meeting.

2.15. VOTING

2.15.1. Subject to the Nonprofit Law, all members in good standing on the record date as determined under Section 2.5 of this Article shall be entitled to vote at any members' meeting.

2.15.2. Each member entitled to vote may cast one vote on each matter submitted to a vote of members.

2.15.3. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member eligible to vote at the meeting. The Board may provide for members to vote by ballot via e-mail or electronic message board or network, but only as follows:

2.15.3.1. Members may vote via e-mail when their e-mail is directed to the e-mail address that the Corporation has provided from time to time to members for sending such communications to the Corporation.

2.15.3.2. Members may vote via electronic message board or network that the Corporation has designated for those communications, and which transmission shall be validly

delivered upon the posting.

2.15.3.3. Voting via e-mail, electronic message board and network shall only be permitted and valid if the Corporation has placed in effect reasonable measures to verify that the sender is the member purporting to send the transmission and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

2.15.4. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on the matter, shall be deemed the act of the members unless the vote of a greater number is required by the Nonprofit Law, these bylaws, or the Articles of Incorporation.

2.16. WAIVER OF NOTICE

2.16.1. The transaction of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if:

2.16.1.1. a quorum is present, and

2.16.1.2. either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 2.13.2 of this Article, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

2.16.2. A member's attendance at a meeting shall constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if the objection is expressly made at the meeting.

2.17. ACTIONS BY UNANIMOUS WRITTEN CONSENT

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

2.18. ACTION BY WRITTEN BALLOT

2.18.1. This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 2.13.3 of this Article. All solicitations of votes by written ballot shall:

- 2.18.1.1. State the number of responses needed to meet the quorum requirement;
 - 2.18.1.2. State, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and
 - 2.18.1.3. Specify the time by which the ballot must be received in order to be counted.
- 2.18.2. Each ballot so distributed shall:
- 2.18.2.1. Set forth the proposed action;
 - 2.18.2.2. Give the members an opportunity to specify approval or disapproval of each proposal; and
 - 2.18.2.3. Provide a reasonable time in which to return the ballot to the Corporation.
- 2.18.3. If approved by the Board, any ballot that is sent by electronic transmission may be returned to the Corporation by the same means.
- 2.18.4. If the Corporation has 100 or more members, any written ballot distributed to 10 or more members shall afford an opportunity on the written ballot form to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon by such written ballot. In addition, it shall provide (subject to reasonable specified conditions) that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.
- 2.18.5. In any election of directors, a written ballot that a member marks “withhold” or otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.
- 2.18.6. Approval by written ballot shall be valid only when:
- 2.18.6.1. The number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - 2.18.6.2. The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- 2.18.7. A written ballot may not be revoked.
- 2.18.8. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least four years.

2.19. RECORD DATE

- 2.19.1. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for:
- 2.19.1.1. Sending notice of a meeting shall be no more than 90 nor less than 10 days before

the date of the meeting; provided, however, that in the case of a special meeting, any contrary provisions specified in Section 2.12.2 of this Article shall prevail.

- 2.19.1.2. Voting at a meeting shall be no more than 60 days before the date of the meeting;
- 2.19.1.3. Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- 2.19.1.4. Taking any other action shall be no more than 60 days before that action.

- 2.19.2. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a members' meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Section 2.19 of this Article, a person holding a membership at the close of business on the record date shall be a member of record.

2.20. PROXIES

No voting shall be held by proxy.

2.21. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after 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. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

Article 3 DIRECTORS, ELECTION, AND REMOVAL

3.1 POWERS

The Corporation shall have a Board. The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board, acting as a body. The Board may delegate the management of the activities of the Corporation to any person or persons, management

company, or committee, however, composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2 NUMBER

3.2.1 The Board shall have not less than four nor more than nine directors. The precise number of directors shall be set within these limits by a vote of the Board. Such number shall be referred to herein as the “authorized number” of directors.

3.2.2 The authorized number of directors may be changed only upon a vote of the Board.

3.3 COMPOSITION, NOMINATION, ELECTION AND TERM OF OFFICE OF DIRECTORS

3.3.1. The Board shall be composed of the four Elected Executive Officers (i.e., President, Vice President, Secretary, and Treasurer) and at least two elected directors.

3.3.2. In March of each year, the Nominating Committee shall submit its slate of nominees for directors, including the four Elected Executive Officers and at least two elected directors. Only 1 nominee may be selected for each office. The Chair of the Nominating Committee shall submit a copy of the slate to the Secretary and to each voting member at least 1 month prior to the election meeting.

3.3.3. Ten percent (10%) or more of the voting members may nominate, by signed petition, an alternate nominee for any position on the Board by mailing such petition together with the written consent of the nominee to the Secretary at least ten days prior to the election meeting. No member may sign more than 1 nominating petition in a year.

3.3.4. Directors shall be elected by the members to terms of office of one year at the election meeting of the members. Directors’ terms of office shall commence after the close of the annual meeting

3.3.5. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

3.3.6. In accord with the Nonprofit Law, an amendment to the bylaws changing the terms of office of directors may not decrease or increase the terms of office of directors in office at the time the amendment is passed.

3.3.7. No person shall serve as a director of this Corporation for more than two consecutive full terms.

3.4 REMOVAL OF DIRECTORS

3.4.1. A director may be removed without cause by the vote of a majority of the members represented and voting at a duly held members meeting at which a quorum is present.

3.4.2. The Nonprofit Law does not allow directors to be removed for cause. However, the Board may declare the office of a director vacant for the reasons set forth in Section 3.5.2.

3.5 VACANCIES

- 3.5.1. Vacancies on the Board shall exist (i) on the death, resignation or removal of any director, (ii) whenever the authorized number of directors is increased, or (iii) upon a failure of the members, at any members' meeting at which any director is to be elected, to elect the number of directors required to be elected at that meeting.
- 3.5.2. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under sections 5230 through 5239 of the Nonprofit Law.
- 3.5.3. Any Board action or amendment to the bylaws decreasing the number of directors shall not have the effect of removing any director then in office prior to the expiration of that director's term unless such action or amendment expressly provides for the removal of that director.
- 3.5.4. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless such notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein. No director may resign if their resignation will leave the Corporation without at least one duly elected director in charge of its affairs unless they have first given notice to the Attorney General of the State of California.
- 3.5.5. Except for a vacancy created by the removal of a director by the members, 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:
 - 3.5.5.1. The unanimous written consent of the directors then in office;
 - 3.5.5.2. The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with Article 5; or
 - 3.5.5.3. A sole remaining director.
- 3.5.6. A person elected to fill a vacancy as provided by this Section shall hold office for the remainder of the unexpired term in question or until their death, resignation, or removal from office.

Article 4 – BOARD STANDARD OF CONDUCT

4.1. DIRECTOR FIDUCIARY DUTY

It is the obligation of each director of the Corporation to perform their duties (a) in good faith, (b) in a manner such director believes to be in the best interests of the Corporation, and (c) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a director serves.

4.2. GENERAL DUTIES

It is the duty of each director to:

- 4.2.1. Perform any and all duties imposed on them individually, or collectively upon the Board, by law, by the Articles of Incorporation, or by these bylaws; and
- 4.2.2. Register their address, phone, and email address with the Secretary. Notices of meetings delivered or telephoned, including by voice messaging system, to a director at such address or phone number shall be valid notices. Notices of meetings delivered by email or by other electronic means shall be valid notices thereof if given in compliance with Section 11.1.1.

4.3. MANAGEMENT OF CORPORATE INVESTMENTS

In the administration of the powers to make and retain investments and to delegate investment management of corporate funds, the Board shall avoid speculation and shall consider among other relevant considerations the long and short-term needs of the Corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions. The administration of such investments shall comply with additional standards or investment guidelines, if any, imposed by any investment policy adopted by the Board as well as the express terms of any instrument or agreement pursuant to which the assets were contributed to the Corporation.

4.4. RESTRICTION REGARDING INTERESTED PERSONS

Notwithstanding any other provision of these bylaws, not more than 49 percent of the persons serving on the Board may be interested persons. For the purposes of this Article, an “interested person” is:

- 4.4.1. Any person currently being compensated by the Corporation for services rendered it within the previous twelve months excluding any reasonable compensation paid to a director as director. For purposes of this definition, compensation means any payment as a full or part-time employee, an officer, a contractor, a vendor or otherwise.
- 4.4.2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4.5. SELF-DEALING

- 4.5.1. The Corporation shall not enter into any transaction (including, but not limited to, a contract, compensation arrangement, or other agreement), directly or indirectly, with: (i) any director of the Corporation; (ii) any officer of the Corporation, including, but not limited to, the President or chief executive officer, and the Treasurer or chief financial officer; (iii) any person who during the 5-year period ending on the date of such transaction was in a position to exercise substantial influence over the affairs of the Corporation; (iv) any person who is a relative by blood or marriage of such a person; or (v) any entity in which persons described in (i) through (iv), above, own more than 35 percent of the voting power, profit interest or beneficial interest, unless:

- 4.5.1.1. The material facts regarding the transaction and the nature of that person's direct or indirect financial interest are fully disclosed in good faith and noted in the minutes, or are known to all directors, prior to consideration by the Board of such transaction;
- 4.5.1.2. Prior to consummating the transaction or any part thereof, such transaction is authorized in good faith by a vote of the majority of the directors then in office, without counting the votes of any director who has a financial interest in the transaction;
- 4.5.1.3. In addition, for transactions in which a director has a material financial interest, before authorizing or approving the transaction, the Board must also consider and in good faith determine, after reasonable investigation under the circumstances, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- 4.5.1.4. At the time the transaction is entered into:
 - 4.5.1.4.1. The transaction is fair and reasonable to the Corporation; and
 - 4.5.1.4.2. The Corporation entered into it for its own benefit.
- 4.5.2. Each director, upon election to the Board, and thereafter no later than the first board meeting of each fiscal year, shall submit a signed statement on a form determined by the Board or a designated committee of the board disclosing any actual or possible conflict of interest of any interested persons, including all material facts thereof, and affirming that the director:
 - 4.5.2.1. Has received a copy of, read, understands, and agrees to comply with this Section 4.5 of the bylaws or any conflict of interest policy adopted by the Board; and
 - 4.5.2.2. Understands that the Corporation is charitable and in order to maintain its federal tax exemption must engage primarily in activities that accomplish one or more purposes described by section 501(c)(3) of the Internal Revenue Code (the "Tax Code").

4.6. COMMON DIRECTORS

The Corporation shall not enter into a contract or transaction with any other entity of which one or more of the Corporation's directors is a member of that entity's governing body (such director being a "Common Director") unless:

- 4.6.1. The material facts as to the transaction and as to such Common Director's other directorship are fully disclosed or known to the Board, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of any Common Director, or
- 4.6.2. The contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved, or ratified.

4.7. COMPENSATION

- 4.7.1. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.2.
- 4.7.2. Notwithstanding the foregoing, a director who serves the Corporation in any other capacity may be compensated only if such other compensation is reasonable, allowable and has been authorized under the provisions of Sections 4.4 and 4.5.

4.8. LOANS TO OFFICERS OR DIRECTORS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation, its parent, or any subsidiary.

4.9. NON-LIABILITY OF DIRECTORS

Subject to the limitations as set forth in the Nonprofit Law or other laws, directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.10. INSURANCE FOR CORPORATE AGENTS

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such, whether or not the Corporation would have the power to indemnify such person against the liability under Section 4.11; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any such person for a violation of the prohibition on self-dealing in Section 5233 of the Nonprofit Law.

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

- 4.11.1. For purposes of this Section, the following terms shall have the meanings ascribed:

- 4.11.1.1. "Agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

- 4.11.1.2. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- 4.11.1.3. "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of their position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.
- 4.11.2. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action brought (a) by or in the right of the Corporation to procure a judgment in its favor, (b) under Section 5233 of the Nonprofit Law, or (c) by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
- 4.11.3. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, or brought under Section 5233 of the Nonprofit Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of the Corporation, against expenses actually and reasonably incurred in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. Provided, however, that no indemnification shall be provided under this Section:
 - 4.11.3.1. In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of the person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
 - 4.11.3.2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - 4.11.3.3. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

- 4.11.4. To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in Section 4.11.2 or 4.11.3, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim.
- 4.11.5. Except as provided in Section 4.11.4, any indemnification shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Section 4.11.2 or 4.11.3, by:
- 4.11.5.1. A majority vote of a quorum consisting of directors who are not party to the proceeding; or
- 4.11.5.2. The court in which the proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.
- 4.11.6. Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking (within the meaning of Code of Civil Procedure section 995.010 et seq.) by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Section.
- 4.11.7. No indemnification or advance shall be made under this Section, except as provided in Section 4.11.4 or Section 4.11.5.2, in any circumstance where it appears:
- 4.11.7.1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- 4.11.7.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 4.11.8. Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, savings, thrift, or other retirement, incentive, or benefit plan, trust, or provision for any or all of the Corporation's directors, officers, employees, and persons providing services to the Corporation or any of its subsidiary or related or affiliated corporations, in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in these bylaws. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

4.12. EMERGENCY POWERS

4.12.1. Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 5.5 and 5.8 of these bylaws:

4.12.1.1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion;

4.12.1.2. An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

4.12.1.3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

4.12.1.4. A state of emergency proclaimed by the Governor of this state or by the President of the United States.

4.12.2. In anticipation of or during an emergency, the Board may:

4.12.2.1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

4.12.2.2. Relocate the principal office or authorize the officers to do so; or

4.12.2.3. Take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders.

4.12.3. During an emergency, the Board may:

4.12.3.1. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication, email, texting and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by Section 5.5; and

4.12.3.2. Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

Article 5 – MEETINGS OF THE BOARD

5.1. REGULAR MEETINGS

The Board will hold regular meetings of the directors on the second Thursday of each month from June through May at a place and time to be determined by the Board or, if not determined by the Board, by the President. The regular meeting held in May shall be the annual meeting at which the Board shall review and approve financial statements and budgets and transact other business, as needed.

5.2. SPECIAL MEETINGS

Special meetings of the Board may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

5.3. MINUTES

5.3.1. The Board shall be responsible for preparing, approving and maintaining minutes of the proceedings of the meetings of the Board. The Secretary or such person designated by the presiding officer shall take the minutes.

5.3.2. Minutes of all meetings, proceedings and actions of the Board and of committees of the Board must be maintained pursuant to Section 9.1. The minutes of meetings must include:

- 5.3.2.1. The time and place that the meeting was held;
- 5.3.2.2. Whether the meeting was annual, regular, or special, and, if special, how authorized;
- 5.3.2.3. How notice was given and to whom;
- 5.3.2.4. If applicable, waivers of notice and consents to holding of meeting pursuant to Section 0;
- 5.3.2.5. The names of the persons present at the meeting; and
- 5.3.2.6. The actions taken and decisions made by the Board at that meeting, including the number of votes for, against and in abstention of each such action or decision, and may include how each director voted on such action or decision.

5.4. PLACE OF MEETINGS

5.4.1. Meetings of the Board may be held at any place that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.

5.4.2. If such means is provided, any director may attend a meeting of the Board by conference telephone, video screen or other electronic transmission, provided the following requirements are met:

- 5.4.2.1. Each director participating in the meeting can communicate with all other directors concurrently, and

- 5.4.2.2. Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Corporation.
- 5.4.3. A director who participates in a meeting that satisfies the requirements above shall be considered present in person at that meeting.

5.5. NOTICE OF MEETINGS

- 5.5.1. Notices of Board meetings are valid if made by:

- 5.5.1.1. First-class mail, postage prepaid;
- 5.5.1.2. Personal delivery of oral or written notice;
- 5.5.1.3. Delivery by overnight courier or private delivery service that can be and is confirmed;
- 5.5.1.4. Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- 5.5.1.5. Email; or
- 5.5.1.6. Other electronic means;

provided, however, that notice may only be provided by email or other electronic means to a director if given in compliance with Section 11.1.1.

- 5.5.2. Notice of regular meetings need not be given if the time and place of the meeting is fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail, which will not be valid unless made four days prior to the date of the meetings.
- 5.5.3. All notices of Board meetings shall be given or sent to each director's address, telephone number or email address as shown on the Corporation's records.
- 5.5.4. 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 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 24 hours from the time of the original meeting.

5.6. CONTENTS OF NOTICE

Notices of meetings shall specify the place (if other than the Corporation's principal office) or means of electronic attendance, day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

5.7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

- 5.7.1. If any director did not receive valid notice pursuant to Sections 5.5 and 5.6, the meeting held shall be void and any actions taken therein shall not be valid unless each director who did not receive valid notice either:
 - 5.7.1.1. Attends the meeting and does not protest the lack of proper notice to them before the meeting begins; or
 - 5.7.1.2. At any time before or after the meeting:
 - 5.7.1.2.1. Signs a waiver of notice;
 - 5.7.1.2.2. Signs a written consent to the holding of the meeting; or
 - 5.7.1.2.3. Approves of the minutes of the meeting.
- 5.7.2. The waiver of notice or consent need not specify the purpose of the meeting.
- 5.7.3. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

5.8. QUORUM FOR MEETINGS

- 5.8.1. A majority of the directors then in office shall constitute a quorum.
- 5.8.2. Notwithstanding the foregoing, a quorum cannot be constituted with less than one-fifth of the authorized number of directors, or less than two directors, whichever number is larger, unless the authorized number of directors is one, in which case one director may constitute a quorum.
- 5.8.3. A meeting may not commence unless a quorum is present. The only motion that is permitted at a meeting at which a quorum is not initially present is a motion to adjourn.
- 5.8.4. If one or more directors leave during a meeting at which a quorum was initially present rendering the meeting without a quorum, the Board may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

5.9. MAJORITY ACTION AS BOARD ACTION

- 5.9.1. The Board may act by approving a resolution properly set before the Board by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present.
- 5.9.2. Notwithstanding the foregoing, these bylaws or the Nonprofit Law may have more stringent requirements including, without limitation, provisions relating to:
 - 5.9.2.1. Approval of contracts or transactions in which a director has a direct or indirect material financial interest,
 - 5.9.2.2. Approval of certain transactions between corporations having Common Directors,

5.9.2.3. Creation of and appointment to committees of the Board, and

5.9.2.4. Indemnification of directors.

5.10. CONDUCT OF MEETINGS

The President shall preside at meetings of the Board or, in their absence, the Vice President of the Corporation or, in the absence of each of these persons, a person chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

5.11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

5.11.1. Any action of the Board may be taken without a meeting if all directors individually or collectively (i.e., in one or more identically worded documents) consent in writing to such action. Consent in writing includes consent by electronic transmission to the Corporation if all of the requirements set forth in Section 11.1.2 are satisfied. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

5.11.2. Notwithstanding, unanimous written consent of a transaction in which a director has a material financial interest or with a Common Director as defined in Section 4.6 does not require that director's approval so long as the following requirements are satisfied:

5.11.2.1. The facts described in Subsection 4.5.1, above, are established or the provisions of Subsections 4.6.1 and 4.6.2, above, are satisfied, as appropriate, at or prior to execution of the written consent or consents;

5.11.2.2. The establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the Corporation; and

5.11.2.3. The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the Interested Directors or Common Directors.

Article 6 – OFFICERS

6.1. NUMBER OF OFFICERS

The Corporation will have a President, a First Vice President, a Secretary, and a Treasurer (the "Elected Executive Officers"). The Corporation may also have one or more additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers, as determined by the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

6.2. QUALIFICATION

Only members may serve as officers of the Corporation.

6.3. ELECTION AND TERM OF OFFICE

Elected Executive Officers shall be elected by the members at the election meeting as provided for in Section 3.3. and shall serve at the pleasure of the members.

6.4. APPOINTMENT OF SUBORDINATE OFFICERS

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

6.5. REMOVAL AND RESIGNATION

6.5.1. Any officer appointed by or under the direction of the Board may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or by an officer on whom such power of removal may be conferred by the Board, subject to the rights, if any, of any officer under their terms of employment.

6.5.2. Elected Executive Officers may be removed as provided for in Section 3.4.

6.5.3. Any officer may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect on the date of receipt of such notice or on any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to any rights or remedies of the Corporation.

6.6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. 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 fills the vacancy. A person appointed or elected to a vacant office may hold that office until the next election meeting or until their death, resignation or removal from office, whichever comes first. Vacancies occurring in subordinate offices may, but need not, be filled at the discretion of the Board.

6.7. DUTIES OF THE PRESIDENT

The President is to:

6.7.1. Be the chief executive officer of the Corporation and, subject to the control of the Board, generally supervise, direct and control the Corporation's activities, affairs, and offices, unless the Corporation has appointed a person to a position equivalent to that of Chief Executive Officer;

6.7.2. Preside at all meetings of the Board and the members;

- 6.7.3. Be an *ex officio* member of all committees except the Nominating Committee;
- 6.7.4. Present an annual report of the Corporation's activities to the membership.
- 6.7.5. Submit to the national office the Chapter Year End Summary within thirty days following the end of the Corporation's fiscal year;
- 6.7.6. Confirm that appropriate Chapter Hub updates have been made to the Board roster within thirty days following the election and for any changes throughout the year;
- 6.7.7. Serve as delegate to the annual and special meetings of National Assistance League; and
- 6.7.8. Perform all other duties incident to their office and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board.

6.8. DUTIES OF FIRST VICE PRESIDENT

- 6.8.1. In the absence of the President, the First Vice President shall perform all powers of, and be subject to all the restrictions upon, the President.
- 6.8.2. In addition, the Vice President shall serve as the first alternate delegate to represent the chapter at the annual and special meetings of the National Assistance League.
- 6.8.3. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

6.9. DUTIES OF SECRETARY

The Secretary is to:

- 6.9.1. Keep, or cause to be kept, and certify as needed, the Corporate Records pursuant to Section 9.1.1;
- 6.9.2. See that all notices of meetings are duly given in accordance with these bylaws or as required by law;
- 6.9.3. Certify, immediately following receipt of the call to the annual or special meetings of National Assistance League, the names of the chapter delegate and alternate to the National Secretary; and
- 6.9.4. In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board.

6.10. DUTIES OF TREASURER

The Treasurer is to:

- 6.10.1. Keep and maintain, or cause to be kept and maintained, and certify as needed, adequate and correct Financial Records pursuant to Section 9.1.2;
- 6.10.2. Provide, or cause to be provided, to the President or the Board such financial statements and reports as requested or as required by law or by these bylaws;
- 6.10.3. Generally oversee all funds and other assets of the Corporation, and (i) deposit, or cause to be deposited, all funds and other assets in the name and to the credit of the Corporation with such depositories as the Board may designate, and (ii) disburse, or cause to be disbursed, the Corporation's funds as the Board may order;
- 6.10.4. Whenever requested, provide, or cause to be provided, to the President or the Board an account of any or all of their transactions as Treasurer, and of the financial condition of the Corporation;
- 6.10.5. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board; and
- 6.10.6. Provide, or cause to be provided, to the public upon request, all tax and charity regulator filings required to be disclosed and made generally available to the public.

6.11. COMPENSATION

- 6.11.1. Officers of the Corporation may receive reasonable compensation for services personally rendered to the Corporation. Such compensation, if any, shall be fixed from time to time by resolution of the Board. No officer shall be prevented from receiving such compensation by reason of the fact that they are also a director of the Corporation; provided, however, that such compensation shall only be allowed if permitted under the provisions of Sections 0 and 4.5.
- 6.11.2. In accordance with California Government Code section 12586(g), the Board shall periodically review the fairness of compensation, including benefits, paid to the president, chief executive officer, treasurer, or chief financial officer (or any person with comparable powers, duties, or responsibilities, regardless of title) at the following intervals: (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

Article 7 – COMMITTEES AND AUXILIARIES

7.1. COMMITTEES OF THE BOARD

- 7.1.1. A "committee of the Board" is a committee that may exercise authority of the Board, subject to Section 7.1.3 below. Committees of the Board must consist of two or more directors. Persons who are not directors may not serve on committees of the Board. The Board may have standing committees of the Board as set forth below or as established by vote of a majority of directors then in office, provided a quorum is present.

- 7.1.2. By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease (but not fewer than two) the number of members of any committee of the Board, and fill vacancies in any committee of the Board from among the directors.
- 7.1.3. The following powers are reserved for the Board of Directors as a whole and may not be delegated to any committees thereof:
 - 7.1.3.1. The filling of vacancies on the Board or on any committee that has the authority of the Board;
 - 7.1.3.2. The appointment of committees of the Board or the members thereof;
 - 7.1.3.3. The fixing of compensation of the directors for serving on the Board or on any committee;
 - 7.1.3.4. The amendment or repeal of bylaws or Articles of Incorporation, or the adoption of new bylaws or Articles of Incorporation;
 - 7.1.3.5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - 7.1.3.6. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
 - 7.1.3.7. The approval of any action for which the law requires approval of members or approval of a majority of all members regardless of whether the Corporation has members; and
 - 7.1.3.8. The approval of any transaction to which the Corporation is a party and in which one or more of the directors has a material financial interest, except where (i) it was not reasonably practical to obtain approval of the Board prior to entering into the transaction, (ii) a committee authorized by the Board approved the transaction in a manner consistent with the standards set forth in Section 4.5, and (iii) the Board, after determining in good faith that the preceding conditions were satisfied, ratified the transaction at its next meeting by a vote of the majority of directors then in office without counting the vote of any directors interested in the transaction.

7.2. EXECUTIVE COMMITTEE

The Board may, by a vote of a majority of the directors then in office, designate two or more directors to constitute an Executive Committee. One of those directors shall be the President, who shall serve as the Executive Committee's chair. The Executive Committee shall be a committee of the Board and exercise the authority of the Board when the Board is not in session subject to the restrictions set forth in Section 7.1.3.

7.3. AUDIT COMMITTEE

7.3.1. If in any fiscal year the Corporation has gross revenues of \$2 million or more, the Corporation shall have an Audit Committee to ensure compliance with the independent audit requirements of California Government Code section 12586, including, but not limited to, preparation and reporting of an independent audit and financial statements using generally accepted accounting principles. In other years, the Corporation may have an Audit Committee.

7.3.2. It shall be the duty of the Audit Committee to:

7.3.2.1. Recommend to the Board of Directors the engagement, retention and termination of a qualified independent auditor;

7.3.2.2. Confer with the Corporation's auditor to ensure that the financial affairs of the Corporation are in order;

7.3.2.3. Review and determine whether to accept the Corporation's audited financial statements; and

7.3.2.4. Approve performance of any non-audit services to be provided by the Corporation's auditing firm.

In addition, the Audit Committee may negotiate the compensation of the auditor on behalf of the Board.

7.3.3. Notwithstanding other provisions of these bylaws, the Audit Committee shall be composed of at least one person. Audit Committee members need not be directors of the Corporation. In addition, the composition of the Audit Committee is restricted as follows:

7.3.3.1. No person who receives compensation from the Corporation, including, without limiting the foregoing, any paid staff and anyone who does business or has any financial interest in any entity that does business with the Corporation, may serve on the Audit Committee.

7.3.3.2. If the Corporation has a Finance Committee, it must be separate from the Audit Committee, Finance Committee members must comprise less than 50 percent of the members of the Audit Committee and the chair of the Audit Committee may not serve on the Finance Committee.

7.3.3.3. Any members of the staff, including, if applicable, the CEO, President, Treasurer or CFO may not serve on the Audit Committee.

7.3.4. Audit Committee members may receive no more compensation than directors receive for their service to the Corporation as directors.

7.4. ADVISORY COMMITTEES

The Corporation may designate by resolution of the Board committees that act in a non-governing, advisory capacity only. Such committees may consist of persons who are not directors of the Corporation and shall be referred to as advisory committees. The following standing committees are all advisory committees.

7.5. NOMINATION COMMITTEE

Each January, the Nominating Committee shall be elected. Two directors and one alternate shall be elected by and from the Board, along with a minimum of three members and one alternate member elected by and from the voting membership. The chair and vice chair of the Nominating Committee shall be elected by and from the members of Nominating Committee. No member shall be eligible to serve on the Nominating Committee for more than two consecutive years. The Parliamentarian shall call the first meeting of the Nomination Committee. The Nominating Committee shall be responsible for nominating a slate of directors as provided for in Article 3.

7.6. MEMBERSHIP COMMITTEE

The Chair of the Membership Committee shall be elected by the membership. The Chair shall select the members of the Membership Committee as deemed necessary. The duties of the Membership Committee shall be to maintain all membership records and procedures as outlined in the bylaws and standing rules and to be responsible for the recruitment of new members. Membership Committee members shall be responsible for updating and distributing the Membership Roster by September 1 each year, to update the pages in our RED BOOK, publish and distribute the chapter's monthly newsletter. The Chapter Hub Administrator shall be an *ex officio* member of the Membership Committee and maintain member information including auxiliaries on the chapter HUB site; submit to the Treasurer and Membership Committee Chair updated membership reports on or before June 1 and throughout the fiscal year as necessary; and update chapter Board positions within thirty (30) days of their election.

7.7. PHILANTHROPIC COMMITTEE

The Philanthropic Committee shall be composed of the chairs of the following subcommittees: Operation School Bell®, H.O.M.E., Christmas Distribution, Hug A Bear, Dental Program, Action Week, and Scholarships. The purpose of the Philanthropic Committee shall be to coordinate the philanthropic programs of the Corporation. Each subcommittee shall be composed of members as deemed necessary by the chair of such subcommittee. The purpose of the Christmas Distribution subcommittee shall be to purchase, wrap, and distribute gifts to the needy. The purpose of the Dental Program subcommittee shall be to coordinate our Dental Program with Children's Dental Health Clinic in Long Beach, CA. The purpose of the Operation School Bell subcommittee is to be responsible for the operation and management of the Operation School Bell Program. The purpose of the Housing of Medical Emergencies (H.O.M.E.) subcommittee is the operation and management of the H.O.M.E. program. The purpose of the Scholarships subcommittee shall be to award scholarship funds for community service hours and merits. The purpose of the Action Week subcommittee is to raise awareness of the importance of promoting childhood literacy and putting books in the hands of children who might not have access to them. The purpose of the Hug A Bear subcommittee is to distribute to children in need.

7.8. FINANCE COMMITTEE

The chair of the Finance Committee shall be elected by the membership. The committee shall be composed of the Treasurer and the following committee chairs: Buildings and Properties, H.O.M.E., Thrift Shop, and Resource Development/Fundraising. The duties of this committee are to review financial reports prepared by the Treasurer, review and recommend any large expenses presented to the Treasurer, approve disbursements of philanthropic funds, prepare the annual budget in March, and present it to the membership at the March meeting. The budget shall be approved at the April meeting. Annual corporate budgets (including auxiliaries) shall be approved by the Board and membership prior to the beginning of the fiscal year. Annual auxiliary budgets (operating and capital expenditures) shall be approved by the auxiliary governing body and membership and presented to the chapter Finance Committee to be included in the annual corporate budgets.

7.9. RESOURCE DEVELOPMENT/FUNDRAISING COMMITTEE

The Resource Development chair shall be a member of the Finance Committee. The committee shall be composed of members deemed necessary by the Nominating Committee. The purpose of the Resource Development committee is to devise and carry out means of raising money with Board and member approval.

7.10. THRIFT SHOP COMMITTEE

The Thrift Shop chair shall be a member of the Finance Committee. The committee shall be composed of members deemed necessary by the Thrift Shop Committee chair. The purpose of this committee shall be the operation of the Thrift Shop.

7.11. MARKETING COMMITTEE

The Media Coordinator shall be the Marketing Committee chair. The committee shall be composed of members deemed necessary by the President. The purpose of this committee shall be to provide information to the community and publicity for the Corporation by way of social media and our website.

7.12. GRANTS COMMITTEE

The Grants Committee will work with the Philanthropic and Finance Committee to search and apply for available grants that could possibly fund one or more of our philanthropic programs.

7.13. CHAPTER AUXILIARY RELATIONS COMMITTEE

7.13.1. The chapter liaison to the Assisteens® shall represent the chapter at all Assisteens® governing body meetings in a nonvoting capacity, shall be the chair of the Chapter Auxiliary Relations Committee, and report to the Board when necessary.

7.13.2. The Chapter Auxiliary Relations Committee shall be composed of the chair, Assisteens® Coordinator, Chapter Liaison to Assisteens®, and four representatives from membership (preferably past coordinators). The duties of the Chapter Auxiliary Relations Committee are to provide assistance to the coordinator(s), a form of education, and problem-solving. The Chapter

Auxiliary Relations Committee shall meet at least quarterly, and report to the Board when necessary. The Chapter Auxiliary Relations Committee shall be the governing body of Assisteens®.

7.14. RISK MANAGEMENT COMMITTEE

The Treasurer shall be the chair of the Risk Management committee. The committee shall be composed of members deemed necessary by the Finance Committee chair and the Treasurer. The duties of the Risk Management committee shall be to review insurance policies and principles, contracts, invitations, and letters soliciting donations, oversee the hiring and salary control of any personnel, oversight of regulatory compliance, ethics, and any whistleblower complaints. It will build a plan to respond to any emerging events. The Risk Management Committee shall make all recommendations and report directly to the Board. All complaints and ethical violations shall remain confidential.

7.15. BYLAWS COMMITTEE

The Bylaws committee shall be composed of members deemed necessary by the Bylaws Committee chair. The purpose of this committee is to update the bylaws, standing rules, and policies as necessary.

7.16. COURTESY COMMITTEE

The Courtesy committee shall be composed of members deemed necessary. The purpose of the Courtesy committee is to extend amenities to members as provided in the Standing Rules.

7.17. BUILDING AND PROPERTIES COMMITTEE

This committee shall be composed of members as deemed necessary by the Building and Properties Committee chair. The Buildings and Properties chair shall be a member of the Finance Committee. The purpose of this committee is to be responsible for the real and personal properties of the Corporation.

7.18. SPECIAL EVENTS COMMITTEE

This committee will be responsible for the Past Presidents Luncheon, Volunteer Luncheon, and Installation.

7.19. HOSPITALITY COMMITTEE

The Hospitality Chairman shall be appointed by the President. The committee shall be composed of members deemed necessary by the Hospitality Committee chair. The duties of the Hospitality Committee are to act as hostess at the chapter house and liaison with the coffee and luncheon committees.

7.20. FUN PARTY COMMITTEE

The Fun Party chair shall be appointed by the President. The committee shall be composed of volunteer members deemed necessary. The purpose of this committee is to plan a party for “fun” and not for funds.

7.21. ADVISORY COUNCIL

An Advisory Council, composed of representative members of the community, including an attorney, shall serve the Corporation in an advisory capacity. Members shall serve for a two (2) year term on a rotation basis. Members shall be selected by the Board at its June meeting and approved by the Board. Vacancies on this council shall be filled by vote of the Board.

7.22. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all committees of the Board shall be governed by, noticed, held, recorded in minutes, and taken in accordance with the provisions of Article 5, substituting the word “committee” for “Board” and “committee member” for “director,” as context requires. All committees of the Board shall keep regular minutes of their proceedings as described in Article 5. The committee chair shall designate a person to take the minutes. The Board 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.

7.23. AUXILIARIES

- 7.22.1. The Corporation may form auxiliaries. An auxiliary name shall identify the auxiliary as an auxiliary of the Corporation. Auxiliaries shall support the Corporation’s programs and activities.
- 7.22.2. Each auxiliary shall have its own governing body for administrative purposes. An auxiliary shall be governed by the bylaws of the Corporation. Auxiliary policies and standards shall not conflict with the bylaws, policies, procedures, and standards of the Corporation or National Assistance League.
- 7.22.3. Each auxiliary shall establish **Policies for Adult Auxiliaries** or **Policies for Assisteens® Auxiliaries**. These policies shall set forth procedures to: Nominate and elect members of the governing body, conduct governing body meetings, establish and operate committees, conduct meetings of the membership; and ensure fiscal compliance.
- 7.22.4. **Policies for Adult Auxiliaries** and **Policies for Assisteens® Auxiliaries**, and any proposed amendments thereto, shall be written by the auxiliary and submitted to the Board for approval prior to a vote of the auxiliary membership.
- 7.22.5. Adoption of **Policies for Adult Auxiliaries** or **Policies for Assisteens® Auxiliaries**, and any amendments thereto, by the auxiliary, shall be by majority vote of the auxiliary members.
- 7.22.6. Each auxiliary shall have a voting representative on the Board, either a Chapter Liaison to the auxiliary, elected by and from the chapter, or a member, elected by and from the auxiliary.
- 7.22.7. The use of the name “Assisteens® Auxiliary” shall be approved by the National Board. The name of the Assisteens® Auxiliary shall begin with the chapter name, followed by “Assisteens® Auxiliary”. Members may be in the seventh grade through twelfth grade and young people in a similar age range to the specified grades. It shall be represented on the Board by the Assisteens® Coordinator or by the Chapter Liaison to the Auxiliary. The Assisteens® Coordinator and/or Chapter Liaison to the Auxiliary shall be a member of the Assisteens® governing body and all Assisteens® committees.

Article 8 – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

8.1. EXECUTION OF INSTRUMENTS

The Board may by resolution authorize any officer or agent of the Corporation to execute and deliver any contract or instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances as the Board may determine. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or other instrument. If no other officer or agent has been so authorized, the President shall be the authorized signatory to execute and deliver any contract or instrument in the name of and on behalf of the Corporation.

8.2. CHECKS AND NOTES

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to execute debt instruments, authorize financial transfers, sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

8.3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board may select.

8.4. GIFTS

In its sole discretion, the Board may accept or refuse, in whole or in part, on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

Article 9 – RECORDS AND REPORTS

9.1. MAINTENANCE OF RECORDS

9.1.1. The Corporation shall maintain the following records of the Corporation (the "Corporate Records"):

9.1.1.1. Minutes of all meetings of directors and committees of the Board, 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; and

9.1.1.2. A copy of the Corporation's Articles of Incorporation and these bylaws with any amendments to date.

9.1.2. The Corporation shall maintain the following financial records (the "Financial Records"):

9.1.2.1. Adequate and correct books of account and all other financial records, including accounts of its properties and business transactions and accounts of its assets,

liabilities, receipts, disbursements, gains, and losses in accordance with the accounting method adopted by the Board; and

- 9.1.2.2. Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, California Attorney General, and local and state charity regulators that the Corporation is required by law to make available to the public.
- 9.1.3. Corporate Records and Financial Records may be maintained in electronic form provided that they can be printed at any time. If kept in hard copy, Corporate Records and Financial Records must be maintained at the Corporation's principal office. If the Corporation has no principal office, it shall, upon written request, furnish a copy of any Corporate Record or Financial Record it is required by law to make available to the public.
- 9.1.4. Corporate Records and Financial Records shall be maintained for a period no less than that required by law.

9.2. 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 property of the Corporation. Any inspection under this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts. For documents that are under the custodianship of an officer, that officer shall make the requested documents available for inspection at any reasonable time.

9.3. MEMBERS' INSPECTION RIGHTS

- 9.3.1. Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:
 - 9.3.1.1. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; and
 - 9.3.1.2. Obtain from the Secretary, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

- 9.3.2. The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method if reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
- 9.3.3. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.
- 9.3.4. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

9.4. ANNUAL REPORT

- 9.4.1. As required by the Nonprofit Law, the Board must furnish within 120 days after the close of the Corporation's fiscal year to all members a report that shall contain the following information in appropriate detail:
 - 9.4.1.1. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
 - 9.4.1.2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - 9.4.1.3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - 9.4.1.4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
 - 9.4.1.5. Any statements regarding interested transactions or indemnification required by Section 9.4.
- 9.4.2. 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 an audit from the books and records of the Corporation.
- 9.4.3. This requirement of an annual report to members shall not apply if the Corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year.
- 9.4.4. Notwithstanding Section 9.4.3, an annual report with the information required by Section 9.4.1 shall be furnished annually to all directors and any member who requests it in writing.

9.5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The annual report to all members and directors shall include a statement of any transactions or indemnifications of the following kind:

- 9.5.1. Any transaction (i) to which the Corporation, or its parent or subsidiary, was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For the purposes of this Section, an “interested person” is either:
 - 9.5.1.1. Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - 9.5.1.2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.
- 9.5.2. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Section 4.11.

Article 10 – NATIONAL ASSISTANCE LEAGUE®

- 10.1.1. Unless otherwise provided in these bylaws, the Corporation shall elect at its election meeting, to serve for one year, a voting delegate, and an alternate thereto, for up to one hundred of the Corporation’s membership (but not less than one voting delegate and with the membership rounded off to the next highest hundred for such determination), to represent the Corporation at annual and special meetings of National Assistance League. Additional delegates/alternates shall be elected for each one hundred additional members, and if there are additional members in excess of those divisible by one hundred, one additional delegate/alternate shall be elected if there are fifty-one or more additional members.
- 10.1.2. The Corporation at its own expense, shall send its delegate(s) and may send its alternate(s) to the annual meeting and special meetings of the National Assistance League. The delegate(s) shall go “UNINSTRUCTED”, unless otherwise directed by the Board, with membership approval.
- 10.1.3. Should neither the delegate nor the alternate be available to serve, the Board may elect another delegate who shall be certified to the National Secretary at least twenty-four hours prior to the annual meeting and special meetings of National Assistance League.
- 10.1.4. The Corporation shall be entitled to that number of votes equal to its number of delegates.

Article 11 MISCELLANEOUS PROVISIONS

11.1. ELECTRONIC COMMUNICATIONS

The California Corporations Code provides that only electronic communications, such as communications by email, between a member or a director and the Corporation that meet the requirements set forth in the following subsections are valid.

11.1.1. As used in these bylaws, the term “electronic transmission by the Corporation” means a communication:

- 11.1.1.1. Delivered by (a) email when directed to the email address for that recipient on record with the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the post or delivery of the separate notice thereof, or (c) other means of electronic communication;
- 11.1.1.2. To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- 11.1.1.3. That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

11.1.2. As used in these bylaws, the term “electronic transmission to the Corporation” means a communication:

- 11.1.2.1. Delivered by (a) email when directed to the email address which the Corporation has provided from time to time to directors for sending communications to the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (c) other means of electronic communication;
- 11.1.2.2. As to which the Corporation has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission; and
- 11.1.2.3. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

11.2. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of June in each calendar year and end on the last day of the succeeding May.

11.3. AMENDMENT OF BYLAWS

11.3.1. Subject to any provision of these bylaws or to any law applicable to the amendment of bylaws of a nonprofit public benefit corporation, these bylaws, or any of them, may be altered, amended,

or repealed and new bylaws adopted by approval of:

- 11.3.1. Two-thirds of the directors then currently in office; and
 - 11.3.2. A majority of the members represented and voting, provided that written notice of each proposed amendment or the proposed new bylaws shall have been given to each voting member at least thirty days prior to the date of any such meeting, or at the previous regular meeting.
- 11.3.2. Subject to the members' rights under these bylaws and the limitations set forth below, the Board may adopt, amend or repeal the bylaws unless doing so would materially and adversely affect the members', or a class or classes of members' rights, as to voting, dissolution, redemption or transfer. The Board may not extend a director's term beyond that for which the director was elected.
- 11.3.3. Once members have been admitted to the Corporation, the Board may not, without the members' approval, specify or change any bylaw that would:
- 11.3.3.1. Fix or change the minimum or maximum number of directors;
 - 11.3.3.2. Fix or change the authorized number of directors; or
 - 11.3.3.3. Change from a fixed number of directors to a variable number of directors or vice versa.
- 11.3.4. Without the approval of the members, the Board may not adopt, amend or repeal any bylaw that would:
- 11.3.4.1. Allow any director to hold office by designation or selection rather than by election of the members;
 - 11.3.4.2. Extend or increase a director's term of office;
 - 11.3.4.3. Increase the quorum for members' meetings;
 - 11.3.4.4. Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - 11.3.4.5. Authorize cumulative voting.
- 11.3.5. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.
- 11.3.3. The bylaws shall not be in conflict with the bylaws of **National Assistance® League**. Conflicts unresolved by a standing committee to be determined by the National Board shall be referred to the National Board for resolution, and the decision of this body shall be final. In the event of any conflict, the state's laws shall prevail.

11.4. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by a majority of the members represented and voting and approved by a majority of the directors then currently in office.

11.5. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, the term “person” includes both a legal entity and a natural person. All references to statutes, regulations, and laws shall include any future statutes, regulations, and laws that replace those referenced.

11.6. CONFLICTS OF LAW

Whenever there is a conflict between these bylaws and the Articles of Incorporation, the Articles of Incorporation shall control. Whenever there is a conflict between these bylaws or the Articles of Incorporation, on the one hand, and the Nonprofit Law, on the other hand, the Nonprofit Law shall control.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Assistance League of Downey and that such Bylaws were duly adopted by the Board and members of said Corporation as of the date set forth below.

Dated: _____

Lynda S. Kriss, Secretary