



By Laws
of
The San Luis Obispo County YMCA

Revised January 10, 2005
Revised, September 25, 2012
Revised, August 26, 2022

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of business is located in San Luis Obispo County at 1020 Southwood Drive, San Luis Obispo, CA 93401. The name of this corporation is the San Luis Obispo County YMCA, incorporated under the general non-profit corporation law of California on August 31, 1956. Name amended in October 1981 to read San Luis Obispo County YMCA, hereinafter referred to as YMCA

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may, however, change the principal office from one location to another by noting the changed address and effective date below and such changes of address shall not be deemed an amendment of these Bylaws:

----- Dated: -----

----- Dated: -----

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

SECTION 4. BRANCHES

The Board at any place or places within the service area may establish Branches or subordinate offices at any time.

**ARTICLE 2
PURPOSE**

SECTION 1. OBJECTIVE AND PURPOSE

The primary objectives for this Corporation shall be to:

Develop the total person - spirit, mind, and body - through values-based programs that build strong kids, strong families, strong communities.

**ARTICLE 3
BOARD OF DIRECTORS**

SECTION 1. NUMBER (OF DIRECTORS)

The Corporation shall have up to thirty-five (35) Directors and collectively shall be known as the Board of Directors. Ideal size of the Board of Directors is 20-23 Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the State of California Nonprofit Public Benefit Corporation law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Participate in Board training and work with experts from other nonprofit organizations and others in order to enhance board member effectiveness; and
- (f) Register their addresses with the Secretary of the Corporation and notices of meetings shall be mailed, written, or emailed to them at such addresses shall be valid notice thereof.

SECTION 4. TERMS OF OFFICE

Directors shall hold office for a period of three (3) years. They can serve up to 2 full terms. All Directors terms expire December 31st.* Elections for Directors shall be held at the annual meetings as specified in these Bylaws, and a Director shall hold office until his or her successor is elected and qualifies. After 2 full terms, an individual must leave the Board of Directors, and cannot qualify to serve as a Director for at least one full year, unless term is extended by a majority vote by the Board.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering- services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

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

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

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

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the YMCA on the fourth Tuesday of each month unless otherwise provided by the Board or at such place within or outside the State of California, which has been designated from time to time by resolution of Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Conference telephone or similar communications equipment may hold any meeting, regular or special, so long as all Directors participating in the meeting can hear one another..

SECTION 8. ANNUAL MEETINGS

Annual meetings of Directors shall be held in January. At the annual meeting of Directors, Directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by Directors for the election of Directors shall not be permitted. Candidates are voted in at the Annual Meeting by majority vote.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair of the Board, the Vice Chair, the Chief Executive Officer, or by a majority of the Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

SECTION 10. NOTICE OF MEETINGS

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

SECTION 11. CONTENTS OF NOTICE

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

SECTION 12. MEETING TRANSACTIONS

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

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of at least 50% of the seated Directors.

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

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

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

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

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chair of the Board or, if no such person has been so designated or, in his or her absence, the Vice Chair of the corporation or, in the absence of each of these persons, by a Chair 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 his or her absence, the presiding officers shall appoint another person to act as Secretary of the Meeting.

Robert's Rules of Order shall govern meetings, and such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

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

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order judgement of any court to have breached any duty under **Section 5223 and following of the Nonprofit Public Benefit Corporation Law**. Directors may be removed without cause by a majority of the Directors then in office. Any Director may resign effective upon giving written notice to the Chair of the Board, the Vice Chair, The Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affair, except upon notice to the Attorney General. Vacancies on the Board may be filed by approval of the Board or, if the number of Directors then in office is less than quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, pr (3) a sole remaining director person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

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

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

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

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

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a Chair, Chair Elect, Secretary, and Treasurer. Officers serve for a two year term. The Corporation may also have, as determined by the Board of Directors, a Chair of the Board, one or more Chair Elects, Assistant Secretaries, Assistant Treasurers, or other officers. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the Chair of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this Corporation. New Officers take office in January. Officers shall be elected by the Board of Directors, for a term of two years, and after each officer shall serve at the discretion of the Board of Directors until the successor shall have been duly elected and qualified, or earlier death, resignation or removal in accordance with these bylaws.

SECTION 3. SUBORDINATE OFFICERS

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

SECTION 4. REMOVAL AND RESIGNATION

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the board of directors relating to the employment of any officer of the Corporation.

SECTION 5. VACANCIES

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

SECTION 6. DUTIES OF THE CHAIR

The Chair shall be the Chief Volunteer Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. they shall perform or issue that all duties are performed incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, he or she they shall preside at all meetings of the Board of Directors. Except as

otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she they shall, in the name of the Corporation, execute such deeds, mortgages, bond, contracts, checks, or other instruments and documents which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the President Elect should perform or insure that all the duties of the Chair are performed, and when so acting shall have the powers of and be subject to all the restrictions on, the Chair. The President Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise alters to date;
- (b) Keep at the principal office of the Corporation or at such other places as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meeting of committees of Directors, recording therein the time and place of holding whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (c) See that all meeting notices are duly sent out in accordance with the provision of these Bylaws or as required by law;
- (d) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to an duly executed documents, the execution of which on behalf of the Corporation under its seals is authorized by law or these Bylaws;
- (e) Exhibit at a reasonable time to any Directors of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation
- (f) In general, perform or cause to be performed any duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provision of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or the depositories as shall be selected by the Board of Directors;
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- (d) Keep and maintain, or cause to be maintained, the adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gain and losses;
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor;
- (f) Render to the Chair and Directors, whenever requested, an account of any or all his or her transactions as Treasurer and of the financial condition of the Corporation;
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate four (4) or more of its members (who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the Corporation, except with respect to:

- (a) Filling of vacancies on the Board or on any committee that has the authority of the board;
- (b) Amendment or repeal of Bylaws or the adoption of new Bylaws
- (c) Amendment or repeal or any resolution of the Board which by its express terms is not so amenable or repeal able
- (d) The appointment of committees of the Board or the members thereof.
- (e) Will develop the class of incoming Board Members and the offices and committee chairs.
- (f) Approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 of the Nonprofit Public Benefit Corporation Law By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. FINANCE COMMITTEE

The Board shall establish a Finance Committee, which shall consist of the President Elect - Finance and two (2) or more other directors as the Board shall annually determine. The duties of the committee shall be as delegated by the Board, but shall include such duties as to provide for the continued financial wellbeing of the Association. The Finance Committee will prepare and submit the budget to the Board no later than sixty (60) days prior to commencement of the new fiscal year, which commences in December. The Finance Committee should recommend the terms of the policy for self-funding and ownership of buildings. Each standing committee shall keep minutes of its meetings and file the same with the C.E.O. in the Association office. It shall submit to the board a monthly report of work done.

SECTION 3. AUDIT COMMITTEE

If the San Luis Obispo County YMCA receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the Channel Islands YMCA shall do the following:

(a) Have an Audit Committee appointed by the Board of Directors. The Audit Committee may include persons who are not directors. The Audit Committee shall not include any members of the staff, including the President/CEO and the Chief Financial Officer (whether or not such persons are unpaid volunteers). The Audit Committee may have as few as one member. If the San Luis Obispo County YMCA has a finance committee, it must be separate from the Audit Committee. Members of the finance committee may serve on the Audit Committee. The chair of the Audit Committee may not be a member of the finance committee. Members of the finance committee shall constitute less than fifty percent (50%) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the San Luis Obispo County YMCA. Members of the Audit Committee shall not have a material financial interest in any entity doing business with the San Luis Obispo County YMCA. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board of Directors. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the San Luis Obispo County YMCA are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence referred to in this Section, and shall approve performance of non-audit services by the auditing firm, if any.

(b) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any non-audit services performed by the firm conducting the audit, the firm, and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book). The audited financial statements shall be made available for inspection by the Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. The San Luis Obispo County YMCA shall make such annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by Code Section 6104(d) and associated regulations.

SECTION 4. INVESTMENT COMMITTEE

The Board of Directors shall have an Investment Committee, which shall be responsible for the maintenance of a fund for the benefit of the San Luis Obispo County YMCA. Each standing committee shall keep minutes of its meetings and file the same with the C.E.O. in the Association office. It shall submit to the board a monthly report of work done. All standing committees, other than the Executive Committee may have non-Board members among their number. The chairman of each committee shall be a member of the Board of Directors

SECTION 5. ADVISORY BOARD

The Board of Directors may appoint an Advisory Board consisting of volunteers knowledgeable about the Agency, nonprofit corporations and/or special issues. The Advisory Board shall provide consultation to the Board and help represent the Agency to the public. The Board of Directors shall approve all commissions for each committee. Each standing committee shall keep minutes of its meetings and file the same with the C.E.O. in the Association office. It shall submit to the board a monthly report of work done.

SECTION 6. MEETINGS AND ACTION OF COMMITTEES

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

SECTION 7. OTHER COMMITTEES

The Corporation shall have other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board. They shall have no voting rights and serve at pleasure to the Board. Additionally, forthcoming commissions shall be flexible and with ability to be designated by the agency.

**ARTICLE 6
CHIEF EXECUTIVE OFFICER**

SECTION 1. EMPLOYED OFFICIALS AND STAFF

The Board of Directors shall employ a Chief Executive Officer (C.E.O.) after consultation with the regional consultant of the National Council of YMCA's with which this Association is affiliated. The Board of Directors shall have authority to employ and remove at its pleasure the C.E.O. The C.E.O. shall be responsible for the selection and employment of all other members of the Association staff with the approval of the Board of Directors, and shall designate their duties and have general supervision of their work; shall be responsible for the preparation of all budgets and regular financial statements; shall sign all purchase requisitions and orders of the Treasurer for disbursement of funds, subject to the approval of the Finance Committee; shall attend all Board meetings and monthly reports to the Board of Directors; shall, unless otherwise instructed, attend all meetings of the Director/Trustees and provide such information as may be required by them for the fulfillment of their duties.

**ARTICLE 7
MEMBERS**

SECTION 1. MEMBERS AND MEMBERSHIP

Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in activities of the Corporation, as "members" even though such persons are not Members as defined in section 5056 of the State of California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law and no such reference shall constitute anyone a member of this Corporation. The Agency can call anyone who participates in its activities a "Member" but those "members" don't have any legal rights to run the Corporation.

**ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENT

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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, draft, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chair of the Corporation. If a check is written for \$10,000 or more, two signatures are required, one of which must be a designated signer as a member of the board.

SECTION 3. DEPOSIT

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

SECTION 4. GIFTS

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

**ARTICLE 9
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California.

(a) Minutes of all meetings of Directors, committee 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;

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

(c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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

SECTION 4. RIGHT TO COPY AND MAKE EXTRACT

Agent or attorney may make copies in person or inspect any documents under the provisions of this Article. The right to inspect includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

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

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

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

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

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

(e) The accomplishments and challenges met during the fiscal year.

ARTICLE 10 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws, of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

**ARTICLE 12
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation maybe adopted by approval of the Board of Directors.

SECTION 2. AMENDMENTS REGARDING INITIAL DIRECTORS AND INITIAL AGENT FOR SERVICE OF PROCESS

This Corporation shall not amend its Article of Incorporation to alter any statement, which appears in the original Articles of Incorporation regarding initial Directors or initial agent for service of process except to correct an error or delete such reference only after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation. Pursuant to section 5810 California of the Nonprofit Corporation Law"

**ARTICLE 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the corporation.

