

2007516
ENDORSED
FILED

In the office of the Secretary of State
of the State of California

APR 7 1997

Bill Jones
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
LATINO COMMUNITY ROUNDTABLE

I

The name of this corporation is Latino Community Roundtable.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

III

The specific purpose of this corporation is to improve the political, social, and economic condition of Latinos in Stanislaus County.

IV

The name and address in the State of California of this corporation's initial agent for service of process is: Dale Butler, 1821 Vallejo Drive, Modesto, CA 95355.

V

This corporation is organized and operated exclusively for Social Welfare purposes within the meaning of IRC Section 501(c)(4).

VI

The property of this corporation is irrevocably dedicated to Social Welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

VII

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for Social Welfare purposes and which has established its tax exempt status under IRC Section 501(c)(4).

January 1, 1997



(Signature of Incorporator)

DALE BUTLER

(Typed name of Incorporator)

2007516

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

APR 7 1997

Bill Jones
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
LATINO COMMUNITY ROUNDTABLE

I

The name of this corporation is Latino Community Roundtable.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

III

The specific purpose of this corporation is to improve the political, social, and economic condition of Latinos in Stanislaus County.

IV

The name and address in the State of California of this corporation's initial agent for service of process is: Dale Butler, 1821 Vallejo Drive, Modesto, CA 95355.

V

This corporation is organized and operated exclusively for Social Welfare purposes within the meaning of IRC Section 501(c)(4).


VI

The property of this corporation is irrevocably dedicated to Social Welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

VII

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for Social Welfare purposes and which has established its tax exempt status under IRC Section 501(c)(4).

January 1, 1997



(Signature of Incorporator)

DALE BUTLER

(Typed name of Incorporator)

BY-LAWS
of the
LATINO COMMUNITY ROUNDTABLE

ARTICLE I - OFFICES

SECTION 1 NAME

The name of this corporation is the LATINO COMMUNITY ROUNDTABLE (herein called the "LCR").

SECTION 2 NOT FOR PROFIT

This organization is a non-profit public benefit corporation and is not organized for the private benefit of any person.

SECTION 3 PRINCIPAL OFFICES

The organization's principal office shall be fixed and located in such a place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

SECTION 4 OTHER OFFICES

Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II - PURPOSES

SECTION 1. MISSION AND VISION STATEMENTS

MISSION

LCR is committed to improving the political, social, and economic condition of Latinos in Stanislaus County. LCR will leverage the status and power of existing organizations and will serve as a think-tank to provide direction and leadership to the entire Latino community.

VISION

The County of Stanislaus is a diverse community where all people are equally represented. Specifically, the Latino community is represented in city, county, and school affairs by representatives that seek resolution to issues of concern to the Latino community. The Latino community is respected and admired for their commitment to improving the quality of life in Stanislaus County. A higher than the norm of Latinos are registered to vote, and equally important, a higher than the norm actually vote. Latino representation on local, state and federal boards, commissions and elective offices mirrors the availability of Latinos in the Stanislaus County area.

Latinos hold a moderate standard of living, and continue to improve year after year. The average wages of Latinos show constant improvement in earning power, as do the types of jobs held by Latinos. The public health of the Latino community is comparable to the rest of the population in the County. Latinos as a group hold education as a priority and reinforce this value with their children. Thus, the high school dropout rate is almost non-existent, and a high percentage of Latinos are attending and graduating from colleges. Latino graduates are returning to this community to further advance and improve the social, health and political well-being of Latinos in general. Graduates also work in concert with local Latino youth to motivate them to continue their educational pursuits. The crime rate among Latinos has dropped to a record low as a result of strong community efforts to reach out to the youth.

The strength of the economy of Stanislaus County depends on Latino businesses, and the number of Latino businesses is high. As a whole, the Latino business community is prosperous and is emulated by general business communities locally and beyond.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP AND RIGHTS

All members shall have equal voting rights. No member shall have an interest in the property or assets of the LCR.

There shall also be an Honorary Membership category given to such appointed or elected officials or such other individuals as deemed appropriate by the Board of Directors. Honorary members are non-voting members.

SECTION 2. QUALIFICATIONS

Any reputable person, association, community organization, corporation partnership, or sole proprietorship may become a member of this organization by making application therefor and being accepted by the Board of Directors.

SECTION 3. MEMBERSHIP DUES

There shall be annual dues in the amount of \$10. Student annual membership dues shall be \$5.

Non-profit and community organizations shall pay annual dues of \$50, and businesses \$100.

The Board of Directors may authorize the President of LCR to trade memberships with other non-profit organizations.

Membership dues are non-refundable.

SECTION 4. ISSUANCE OF MEMBERSHIP

Membership is non-transferable and non-assignable.

SECTION 5. TERMINATION OF MEMBERSHIP

Membership shall terminate upon:

- A. Receipt of written notice from member to LCR.
- B. Death of the member.
- C. Suspension or expulsion of a member.
- D. Members will be terminated for non-payment. All voting and other rights, interests, and privileges in the organization shall cease upon termination.

ARTICLE IV - ELECTION OF THE BOARD OF DIRECTORS**SECTION 1. VOTING**

Members shall be entitled to cast one vote.

SECTION 2. ELECTION

The November meeting of the Board of Directors of LCR shall be for the sole purpose of electing directors as stated in Article IV, Section 4. The installation of officers shall occur in January.

SECTION 3. PROXY VOTING

Members may vote by proxy, upon submission of written notice to LCR.

SECTION 4. BALLOT

Members shall vote in conformity with rules and regulations as adopted by the Board.

SECTION 5. NOMINATIONS

The President shall appoint a Nominating Committee 30 days prior to the election. The Nominating Committee shall present to the Board a slate of candidates for consideration.

Members shall be notified by mail as to who was nominated at least 15 days prior to the date of the elections.

SECTION 6. TERMS OF OFFICE

The term of office of a director shall be two (2) years except for the initial group of directors whose terms will be staggered so that six (6) directors shall be elected to serve a two (2) year term. Five (5) directors shall be elected to serve a term of one (1) year and upon election thereafter serve two (2) year terms. Thereafter, six (6) directors shall be elected at the annual meeting in odd numbered years and five (5) directors shall be elected in even numbered years. No director shall serve more than two terms, excluding partial terms. Appointees to vacancies not completed by outgoing Board members shall serve the remainder of the unexpired term before being eligible for election to full terms

ARTICLE V - BOARD OF DIRECTORS**SECTION 1. NUMBER OF DIRECTORS**

The Board of Directors shall be composed of eleven (11) elected members.

SECTION 2. POWERS

Subject to the provisions of any limitations in the Articles of Incorporation and these By-laws, the activities and affairs of the LCR shall be conducted and all corporate powers shall be exercised by and under the direction of the Board. The Board may delegate the management of the activities of the LCR to any person or persons, a management company or committees however composed, provided that the activities and affairs of the organization shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to

the same limitations, it expressly declares that the Board shall have the following powers in addition to other powers enumerated in these By-laws.

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 By-laws;
- (b) Meet at such times and places as required by these By-laws;
- (c) Register their addresses with the Secretary of the organization, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 4. 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 a court, or convicted of a felony, or been found by a final order or judgement of any court to have breached any duty under applicable State laws.

Any director may resign effective upon giving written notice to the President of the Board. No director may resign if the corporation would be left without duly elected directors in charge of its affairs.

Vacancies on the Board of Directors shall be filled by the Board by majority vote for the unexpired term. Directors so selected shall be eligible for election to a full term following completion of the partial term.

SECTION 5. LIABILITY OF DIRECTORS

As provided by law, directors shall be personally liable for any acts or omissions that they maliciously engage in which are intended to personally harm others or the LCR.

SECTION 6. INDEMNIFICATION BY ORGANIZATION 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 organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure judgement against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such a person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by law.

ARTICLE VI - OFFICERS

SECTION 1. NUMBERS OF OFFICERS

The officers of the corporation shall be President, President-Elect, Vice-President, Treasurer, Secretary, Historian and Sergeant at Arms. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President, President-Elect or Vice-President.

SECTION 2. QUALIFICATIONS, ELECTIONS, AND TERM OF OFFICE

Any Board member may serve as officer of this corporation. Officers shall be elected by the Board of Directors on the first Board of Directors meeting in November.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. The Board may, at its discretion, appoint a committee from its Director members, to review removal actions, and the committee shall make such recommendations as necessary to the full Board.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled within 45 days of vacancy by a majority vote of the Board of Directors. In the event of a vacancy in any other office other than that of President, such vacancy may be filled temporarily by appointment by the President subject to the approval of the Board until such time as the Board shall fill the vacancy.

SECTION 5. PRESIDENT

Subject to such powers, if any, as may be given by the Board, the President is subject to the control of the Board. It is his/her duty to preside at all meetings of the board and general membership. The President appoints all committees, with the exception of the Nominating Committee, unless otherwise directed by the Board. He /she shall be an ex-officio member of all committees except the Nominating Committee. The President has the general powers and duties usually vested in the office of President.

SECTION 6. PRESIDENT-ELECT

In the absence of the President, the President-Elect shall perform all duties of the President and whenso acting such have all the powers of, and be subject to, all the restrictions upon the President.

SECTION 7. VICE-PRESIDENT

The Vice-President shall perform all duties as assigned by the Board of Directors, and will have specific responsibility as the LCR's Program Chair, in which capacity, he/she shall be responsible for acquiring the services of speakers who will make presentations on topics of interest to the general membership.

SECTION 8. TREASURER

The Treasurer will be Chair of the Finance Committee and shall keep and maintain adequate and correct accounts relating to LCR. Copies of all said disbursements and transactions should be made available at Board of Director's meetings.

SECTION 9. SECRETARY

The Secretary shall keep or cause to be kept at the principal office of the LCR a membership book showing the name and address of each member. The Secretary shall keep or cause to be kept a book of minutes at the principal office of the LCR of all meetings of the Board of Directors and members. The Secretary shall certify adoption, repeal and/or amendments of the By-laws and record thereof.

SECTION 10. PARLIAMENTARIAN

The Parliamentarian will insure that all laws governing meetings are properly used during the course of LCR meetings.

SECTION 11. HISTORIAN

The Historian will be responsible for keeping a running account of LCR history. Such historical record shall be maintained in the LCR's principal office.

SECTION 12. SERGEANT AT ARMS

The Sergeant at Arms will be responsible for maintaining orderly conduct and security at LCR meetings and other LCR-related functions as assigned by the Board of Directors.

ARTICLE VII - COMMITTEES**SECTION 1. DUTIES**

The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 2. APPOINTMENTS

The President shall appoint all committees and chairpersons subject to confirmation by the Board of Directors.

SECTION 3. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, President-Elect, Vice-President, Secretary, Treasurer, and Parliamentarian. The Executive Committee shall have the following powers and duties: (a) to consider and recommend to the Board of Directors, matters of policy, (b) in the interim between meetings of the Board of Directors, to advise on the conduct of business of the corporation, and (c) to perform such duties as may, from time to time, be delegated by the Board of Directors.

ARTICLE VIII - MEETINGS**SECTION 1. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the LCR unless otherwise provided by the Board or such place within or without the State of California which has been designated

from time to time as determined by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in such meeting can hear one another.

SECTION 2. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held monthly, a minimum of nine (9) a year, at such places within the County of Stanislaus as may be designated from time to time by the Board of Directors. The annual meeting shall be held in January of each year, the place and hour to be designated by the Board of Directors. Absence from three meetings in a twelve (12) month period without an excuse deemed valid and so recorded by the Board of Directors shall be construed as resignation.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, President-Elect, Vice-President, Secretary, or by any three directors, and such meetings shall be held at the place designated by the person or persons calling the meeting.

SECTION 4. NOTICE OF MEETINGS

Notice of the time and place of general and special meetings shall be delivered to each director by mail or telephone at least seven (7) days prior to such meetings.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of a majority of directors then in office. Except as otherwise noted in these By-laws or in the Articles of Incorporation of this organization, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present. 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 quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter must be approved by a least a majority of the required quorum for such meeting or such greater percentage as required by law, or the Articles of Incorporation or By-laws of this organization.

SECTION 6. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held is the act of the Board of Directors, unless the Articles of Incorporation or By-laws of this organization, or other applicable laws dictate otherwise.

SECTION 7. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the President-Elect of the corporation, or in the absence 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 at all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these By-laws, with the Articles of Incorporation of this corporation, or with provisions of law.

ARTICLE IX - ADMINISTRATION**SECTION 1. EXECUTIVE DIRECTOR**

The Board of Directors, upon a majority vote, may hire an Executive Director to administer and manage the business of the LCR. The Executive Director is an ex-officio Board of Director. The Executive Director is employed by the the LCR and is responsible to it, and shall serve at the pleasure of the organization. The services of the Executive Director may be terminated at any time by a majority vote of the total Board of Directors at a closed-session Board meeting.

The Executive Director shall be subject to the Board of Director's definition of the intent and purpose of corporate actions, policies and desires. No individual Board member shall interfere with the administrative duties of the Executive Director, nor shall anyone, except as the Board of Directors, as a whole, or as assigned by them, dictate or interpret policy and/or attempt to assign work to the Executive Director.

The Executive Director shall be empowered to act, speak for and otherwise represent the corporation between meetings and within the boundaries of policies and purposes as set forth in the By-laws. The Executive Director shall attend all Board of Directors and committee meetings, unless otherwise specified by the Board of Directors.

The Executive Director shall be responsible for hiring and firing all personnel in accordance with personnel policies and procedures adopted by the Board of Directors.

The Executive Director shall be empowered to solicit any and all available funds for any sources necessary to conduct business so long as the Board of Directors is informed of said activities at the next scheduled meeting for ratification. Copies of said documents shall be forwarded to the Board members, and approved by the Board at the next regularly called meeting.

With the prior authorization of the Board of Directors, all notes and contracts, including occupancy agreements, shall be executed on behalf of the corporation by the President and Executive Director, and all checks shall be executed on behalf of the corporation by the Executive Director, and countersigned by any one of the following Board members:

President, President-Elect and Treasurer. In the absence of the Executive Director, any two of the three officers herein mentioned can sign checks and executive agreements on behalf of the LCR.

The salary for the Executive Director shall be determined by the Board of Directors, and the Executive Director, with the approval of the Board of Directors, shall, in turn, establish salaries for program staff subject to the approval of the Board of Directors.

ARTICLE X - FISCAL YEAR

SECTION 1. FISCAL YEAR

The fiscal year shall end on the 31st day of December.

ARTICLE XI - DISSOLUTION

SECTION 1. DISSOLUTION

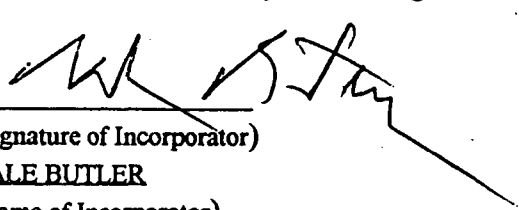
The LCR shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or be distributed to the members of the LCR. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for Social Welfare purposes and which has established its tax exempt status under IRC Section 501(c)(4).

ARTICLE XII - AMENDMENTS

SECTION 1. AMENDMENTS

These By-laws may be amended by (a) 2/3 vote of the members in good standing in attendance at any regular meeting or meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are considered or (b) by a 2/3 vote of the Board of Directors provided at least 10 days notice is given to the membership.

January 1, 1997



(Signature of Incorporator)

DALE BUTLER

(Name of Incorporator)

99 MAY 10 AM 7:47
@0J-PUBLIC INQUIRY UNIT
SACRAMENTO OFFICE

BY-LAWS
of the
LATINO COMMUNITY ROUNDTABLE

ARTICLE I - OFFICES

SECTION 1 NAME

The name of this corporation is the **LATINO COMMUNITY ROUNDTABLE** (herein called the "LCR").

SECTION 2 NOT FOR PROFIT

This organization is a non-profit public benefit corporation and is not organized for the private benefit of any person.

SECTION 3 PRINCIPAL OFFICES

The organization's principal office shall be fixed and located in such a place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

SECTION 4 OTHER OFFICES

Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II - PURPOSES

SECTION 1. MISSION AND VISION STATEMENTS

MISSION

LCR is committed to improving the political, social, and economic condition of Latinos in Stanislaus County. LCR will leverage the status and power of existing organizations and will serve as a think-tank to provide director and leadership to the entire Latino community.

DEPARTMENT OF
UNRELIABLE TRUSTS
MAY-4 98

VISION

The County of Stanislaus is a diverse community where all people are equally represented. Specifically, the Latino community is represented in city, county, and school affairs by representatives that seek resolution to issues of concern to the Latino community. The Latino community is respected and admired for their commitment to improving the quality of life in Stanislaus County. A higher than the norm of Latinos are registered to vote, and equally important, a higher than the norm actually vote. Latino representation on local, state and federal boards, commissions and elective offices mirrors the availability of Latinos in the Stanislaus County area.

Latinos hold a moderate standard of living, and continue to improve year after year. The average wages of Latinos show constant improvement in earning power, as do the types of jobs held by Latinos. The public health of the Latino community is comparable to the rest of the population in the county. Latinos as a group hold education as a priority and reinforce this value with their children. Thus, the high school dropout rate is almost non-existent, and a high percentage of Latinos are attending and graduating from colleges. Latino graduates are returning to this community to further advance and improve the social, health and political well-being of Latinos in general. Graduates also work in concert with local Latino youth to motivate them to continue their educational pursuits. The crime rate among Latinos has dropped to a record low as a result of strong community efforts to reach out to the youth.

The strength of the economy of Stanislaus County depends on Latino businesses, and the number of Latino businesses is high. As a whole, the Latino business community is prosperous and is emulated by general business communities locally and beyond.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP AND RIGHTS

All members shall have equal voting rights. -No member shall have an interest in the property or assets of the LCR.

There shall also be an Honorary Membership category given to such appointed or elected officials or such other individuals as deemed appropriate by the Board of Directors. Honorary members are non-voting members.

SECTION 2. QUALIFICATIONS

Any reputable person, association, community organization, corporation partnership, or sole proprietorship may become a member of this organization by making application therefor and being accepted by the Board of Directors.

SECTION 3. MEMBERSHIP DUES

There shall be annual dues in the amount of \$10. Student annual membership dues shall be \$5.

Non-profit and community organizations shall pay annual dues of \$50, and businesses \$100.

The Board of Directors may authorize the Executive Director or President of LCR to trade memberships with other non-profit organizations

Membership dues are non-refundable.

SECTION 4. ISSUANCE OF MEMBERSHIP

Membership is non-transferable and non-assignable.

SECTION 5. TERMINATION OF MEMBERSHIP

Membership shall terminate upon:

- A. Receipt of written notice from member to LCR.
- B. Death of the member.
- C. Suspension or expulsion of a member.
- D. Members will be terminated for non-payment. All voting and other rights, interests, and privileges in the organization shall cease upon termination.

ARTICLE IV - ELECTION OF THE BOARD OF DIRECTORS**SECTION 1. VOTING**

Members shall be entitled to cast one vote.

SECTION 2. ELECTION

The November meeting of the Board of Directors of LCR shall be for the sole purpose of electing directors as stated in Article IV, Section 4. The installation of officers shall occur in January.

SECTION 3. PROXY VOTING

Members may vote by proxy, upon submission of written notice to LCR.

SECTION 4. BALLOT

Members shall vote in conformity with rules and regulations as adopted by the Board.

SECTION 5. NOMINATIONS

The President shall appoint a Nominating Committee 30 days prior to the election. The Nominating Committee shall present to the Board a slate of candidates for consideration.

Members shall be notified by mail as to who was nominated at least 15 days prior to the date of the elections.

SECTION 6. TERMS OF OFFICE

The term of office of a director shall be two (2) years except for the initial group of directors whose terms will be staggered so that six (6) directors shall be elected to serve a two (2) year term. Five (5) directors shall be elected to serve a term of one (1) year and upon election thereafter serve two (2) year terms. Thereafter, six (6) directors shall be elected at the annual meeting in odd numbered years and five (5) directors shall be elected in even numbered years. No director shall serve more than two terms, excluding partial terms. Appointees to vacancies not completed by outgoing Board members shall serve the remainder of the unexpired term before being eligible for election to full terms

ARTICLE V - BOARD OF DIRECTORS**SECTION 1. NUMBER OF DIRECTORS**

The Board of Directors shall be composed of eleven (11) elected members.

SECTION 2. POWERS

Subject to the provisions of any limitations in the Articles of Incorporation and these By-laws, the activities and affairs of the LCR shall be conducted and all corporate powers shall be exercised by and under the direction of the Board. The Board may delegate the management of the activities of the LCR to any person or persons, a management company or committees however composed, provided that the activities and affairs of the organization shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to

the same limitations, it expressly declares that the Board shall have the following powers in addition to other powers enumerated in these By-laws.

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 By-laws;
- (b) Meet at such times and places as required by these By-laws;
- (c) Register their addresses with the Secretary of the organization, and notices of meetings mailed to them at such addresses shall be valid notices thereof;

SECTION 4. 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 a court, or convicted of a felony, or been found by a final order or judgement of any court to have breached any duty under Section 5230.

Any director may resign effective upon giving written notice to the President of the Board. No director may resign if the corporation would be left without duly elected directors in charge of its affairs.

Vacancies on the Board of Directors shall be filled by the Board by majority vote for the unexpired term. Directors so selected shall be eligible for election to a full term following completion of the partial term.

SECTION 5. LIABILITY OF DIRECTORS

As provided by law, directors shall be personally liable for any acts or omissions that they maliciously engage in which are intended to personally harm others or the LCR.

SECTION 6. INDEMNIFICATION BY ORGANIZATION 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 organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure judgement against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such a person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by law.

ARTICLE VI - OFFICERS

SECTION 1. NUMBERS OF OFFICERS

The officers of the corporation shall be President, President-Elect, Vice-President, Treasurer, Secretary, Historian and Sergeant at Arms. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President, President-Elect or Vice-President.

SECTION 2. QUALIFICATIONS, ELECTIONS, AND TERM OF OFFICE

Any Board member may serve as officer of this corporation. Officers shall be elected by the Board of Directors on the first Board of Directors meeting in November.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the corporation. Any such resignation shall take effect at the date of the

receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. The Board may, at its discretion, appoint a committee from its Director members, to review removal actions, and the committee shall make such recommendations as necessary to the full Board.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled within 45 days of vacancy by a majority vote of the Board of

Directors. In the event of a vacancy in any other office other than that of President, such vacancy may be filled temporarily by appointment by the President subject to the approval of the Board until such time as the Board shall fill the vacancy.

SECTION 5. PRESIDENT

Subject to such powers, if any, as may be given by the Board, the President is subject to the control of the Board. It is his/her duty to preside at all meetings of the board and general membership. The President appoints all committees, with the exception of the Nominating Committee, unless otherwise directed by the Board. He /she shall be an ex-

officio member of all committees except the Nominating Committee. The President has the general powers and duties usually vested in the office of President.

SECTION 6. PRESIDENT-ELECT

In the absence of the President, the President-Elect shall perform all duties of the President and whenso acting such have all the powers of, and be subject to, all the restrictions upon the President.

SECTION 7. VICE-PRESIDENT

The Vice-President shall perform all duties as assigned by the Board of Directors, and will have specific responsibility as the LCR's Program Chair, in which capacity, he/she shall be responsible for acquiring the services of speakers who will make presentations on topics of interest to the general membership.

SECTION 8. TREASURER

The Treasurer will be Chair of the Finance Committee and shall keep and maintain adequate and correct accounts relating to LCR. Copies of all said disbursements and transactions should be made available at Board of Director's meetings.

SECTION 9. SECRETARY

The Secretary shall keep or cause to be kept at the principal office of the LCR a membership book showing the name and address of each member. The Secretary shall keep or cause to be kept a book of minutes at the principal office of the LCR of all meetings of the Board of Directors and members. The Secretary shall certify adoption, repeal and/or amendments of the By-laws and record thereof.

SECTION 10. PARLIAMENTARIAN

The Parliamentarian will insure that all laws governing meetings are properly used during the course of LCR meetings.

SECTION 11. HISTORIAN

The Historian will be responsible for keeping a running account of LCR history. Such historical record shall be maintained in the LCR's principal office.

SECTION 12. SERGEANT AT ARMS

The Sergeant at Arms will be responsible for maintaining orderly conduct and security at LCR meetings and other LCR-related functions as assigned by the Board of Directors.

ARTICLE VII - COMMITTEES**SECTION 1. DUTIES**

The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 2. APPOINTMENTS

The President shall appoint all committees and chair persons subject to confirmation by the Board of Directors:

SECTION 3. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, President-Elect, Vice-President, Secretary, Treasurer, and Parliamentarian. The Executive Committee shall have the following powers and duties: (a) to consider and recommend to the Board of Directors, matters of policy, (b) in the interim between meetings of the Board of Directors, to advise on the conduct of business of the corporation, and (c) to perform such duties as may, from time to time, be delegated by the Board of Directors.

ARTICLE VIII - MEETINGS**SECTION 1. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the LCR unless otherwise provided by the Board or such place within or without the State of California which has been designated from time to time as determined by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in such meeting can hear one another.

SECTION 2. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held monthly, a minimum of nine (9) a year, at such places within the County of Stanislaus as may be designated from time to

time by the Board of Directors. The annual meeting shall be held in January of each year, the place and hour to be designated by the Board of Directors. Absence from three meetings in a twelve (12) month period without an excuse deemed valid and so recorded by the Board of Directors shall be construed as resignation.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, President-Elect, Vice-President, Secretary, or by any three directors, and such meetings shall be held at the place designated by the person or persons calling the meeting.

SECTION 4. NOTICE OF MEETINGS

Notice of the time and place of general and special meetings shall be delivered to each director by mail or telephone at least seven (7) days prior to such meetings.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of a majority of directors then in office. Except as otherwise noted in these By-laws or in the Articles of Incorporation of this organization, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present.

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 quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter must be approved by a least a majority of the required quorum for such meeting or such greater.

percentage as required by law, or the Articles of Incorporation or By-laws of this organization.

SECTION 6. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held is the act of the Board of Directors, unless the Articles of Incorporation or By-laws of this organization, or other applicable laws dictate otherwise.

SECTION 7. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the President-Elect of the corporation, or in the absence 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 at all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these By-laws, with the Articles of Incorporation of this corporation, or with provisions of law.

ARTICLE IX - ADMINISTRATION

SECTION 1. EXECUTIVE DIRECTOR

The Board of Directors, upon a majority vote, may hire an Executive Director to administer and manage the business of the LCR. The Executive Director is an ex-officio Board of Director. The Executive Director is employed by the the LCR and is responsible to it, and shall serve at the pleasure of the organization. The services of the Executive Director may be terminated at any time by a majority vote of the total Board of Directors at a closed-session Board meeting.

The Executive Director shall be subject to the Board of Director's definition of the intent and purpose of corporate actions, policies and desires. No individual Board member shall interfere with the administrative duties of the Executive Director, nor shall anyone, except as the Board of Directors, as a whole, or as assigned by them, dictate or interpret policy and/or attempt to assign work to the Executive Director.

The Executive Director shall be empowered to act, speak for and otherwise represent the corporation between meetings and within the boundaries of policies and purposes as set forth in the By-laws. The Executive Director shall attend all Board of Directors and committee meetings, unless otherwise specified by the Board of Directors.

The Executive Director shall be responsible for hiring and firing all personnel in accordance with personnel policies and procedures adopted by the Board of Directors.

The Executive Director shall be empowered to solicit any and all available funds for any sources necessary to conduct business so long as the Board of Directors is informed of said activities at the next scheduled meeting for ratification. Copies of said documents shall be forwarded to the Board members, and approved by the Board at the next regularly called meeting.

With the prior authorization of the Board of Directors, all notes and contracts, including occupancy agreements, shall be executed on behalf of the corporation by the President and Executive Director, and all checks shall be executed on behalf of the corporation by the Executive Director, and countersigned by any one of the following Board members:

President, President-Elect and Treasurer. In the absence of the Executive Director, any two of the three officers herein mentioned can sign checks and executive agreements on behalf of the LCR.

The salary for the Executive Director shall be determined by the Board of Directors, and the Executive Director, with the approval of the Board of Directors, shall, in turn, establish salaries for program staff subject to the approval of the Board of Directors.

ARTICLE X - FISCAL YEAR

SECTION 1. FISCAL YEAR

The fiscal year shall end on the 31st day of December.

ARTICLE XI - DISSOLUTION

SECTION 1. DISSOLUTION

The LCR shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or be distributed to the members of the LCR. On dissolution of the LCR, any funds remaining shall be distributed to one or

more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

ARTICLE XII - AMENDMENTS

SECTION 1. AMENDMENTS

These By-laws may be amended by (a) 2/3 vote of the members in good standing in attendance at any regular meeting or meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are considered or (b) by a 2/3 vote of the Board of Directors provided at least 10 days notice is given to the membership.

REGISTRY OF CHARITABLE TRUSTS
APR-8 97

April 7, 1997
LATINO COMMUNITY ROUNDTABLE
Page 2

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Office of the Secretary of State and to the Registry of Charitable Trusts.

J YORK
EXEMPT ORGANIZATIONS
PROCESSING SERVICE BUREAU
Telephone (916) 845-5390

EO :

COPY

REGISTRY OF
CHARITABLE TRUSTS
APR 22 97

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 04 1997

LATINO COMMUNITY ROUNDTABLE
C/O DALE E. BUTLER
1821 VALLEJO DRIVE
MODESTO, CA 95355

Employer Identification Number:
31-1524839
DLN:
317251109
Contact Person:
D. A. DOWNING
Contact Telephone Number:
(513) 241-5199
Internal Revenue Code
Section 501(c)(4)
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5

Letter 948 (DO/CG)

MAY 11 1998

LATINO COMMUNITY ROUNDTABLE

percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$20 per day each day there is a failure to comply (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Donors may not deduct contributions to you because you are not an organization described in section 170(c) of the Code. Under section 6113, any fundraising solicitation you make must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to you are not deductible as charitable contributions for Federal income tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.

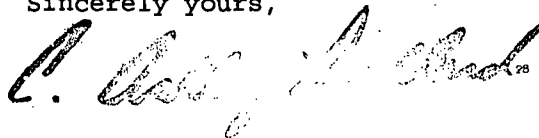
If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

LATINO COMMUNITY ROUNDTABLE

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "C. [unclear] [unclear]". The signature is written in dark ink and is positioned above the typed name.

District Director

LATINO COMMUNITY ROUNDTABLE

This letter supersedes our letter dated October 10, 1997 and is issued to correct the section of the Code under which you are determined to be exempt.

Letter 948 (DO/CG)

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 04 1997

LATINO COMMUNITY ROUNDTABLE
C/O DALE E. BUTLER
1821 VALLEJO DRIVE
MODESTO, CA 95355

Employer Identification Number:
31-1524839
DLN:
317251109
Contact Person:
D. A. DOWNING
Contact Telephone Number:
(513) 241-5199
Internal Revenue Code
Section 501(c)(4)
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5

Letter 948 (DO/CG)

REGISTRY OF
CHARITABLE TRUSTS
MAY - 4 98

LATINO COMMUNITY ROUNDTABLE

percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$20 per day each day there is a failure to comply (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Donors may not deduct contributions to you because you are not an organization described in section 170(c) of the Code. Under section 6113, any fundraising solicitation you make must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to you are not deductible as charitable contributions for Federal income tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

LATINO COMMUNITY ROUNDTABLE

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



District Director

LATINO COMMUNITY ROUNDTABLE

This letter supersedes our letter dated October 10, 1997 and is issued to correct the section of the Code under which you are determined to be exempt.