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**The BYLAWS  
of the  
WESTERN ASSOCIATION OF EDUCATIONAL OPPORTUNITY PERSONNEL  
(WESTOP)  
5 May 2017**

(A California Non-Profit Public Benefit Corporation)

**ARTICLE I - OFFICES**

**Section 1.1. Principal Office.** The principal office of the Western Association of Educational Opportunity Personnel (hereinafter referred to as "WESTOP" or "the corporation") shall be located within or outside of California at such location as the Board of directors (the "Board") may from time to time designate.

**Section 1.2. Other Offices.** The Board may at any time establish one or more other offices at any place in our region.

**ARTICLE II – VISION AND MISSION**

**Section 2.1. Vision.** Serves educational equity professionals to ensure and advocate for educational opportunity.

**Section 2.2. Mission.** To create and develop educational professionals who are able to advocate and provide educational opportunities for those who are underserved.

**Section 2.3. Dedication.** The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or Member of the corporation, or to the benefit of any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Upon the dissolution of the corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be equally distributed, first to each Chapter within WESTOP, and then to nonprofit funds, foundations, corporations or other organizations that are organized and operated exclusively for charitable purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law). The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law) or, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

**ARTICLE III - CHAPTERS**

**Section 3.1. Chapters.** WESTOP shall be comprised of six (6) Chapters: (a) Arizona, (b) Pacific Islands, (c) Nevada, (d) Northern California, (e) Central California, and (f) Southern California.

**Section 3.2. Purpose.** The purpose of the Chapters is to bring together WESTOP Members on a geographical basis to articulate and act upon issues and concerns of their Membership within the purpose, objectives, and functions of WESTOP as expressed in Article II, Sections 2.1 and 2.2.

**Section 3.3. Regulations of Operation.** The Chapters shall:

- (a) be governed by all provisions of these Bylaws,
- (b) keep current Membership rosters,
- (c) submit all operational budgets to the WESTOP Board of Directors for approval, and

60 (d) provide written reports of current financial status of the Chapter and Membership update at each WESTOP  
61 Board of Directors meeting.

62  
63 **Section 3.4. Membership.** All Members of the Chapters must be Members of WESTOP.

64  
65 **Section 3.5. Officers.** Each Chapter shall have a Chapter President, who will chair chapter meetings, will act as  
66 spokesperson for the Chapter, and will be the Chapter Representative on the Board of Directors. The Chapters may have  
67 other officers similar to the WESTOP Board of Directors. Their duties and responsibilities shall be developed by each  
68 Chapter within the provisions of the WESTOP Bylaws. All Chapter officers shall be elected by the Membership of the  
69 respective chapter.

#### 70 ARTICLE IV - DIRECTORS

71  
72 **Section 4.1. Management of the Corporation's Business by the Board.** Subject to the provisions of any applicable law  
73 and any limitations in the Articles of Incorporation of the corporation (the "Articles") or these bylaws relating to action  
74 required to be approved by the Voting Members (see Section 11.5) or by the majority of all Voting Members, the  
75 activities and affairs of the corporation shall be conducted and all corporate power shall be exercised by or under the  
76 direction of the Board. The Board may delegate the management of the corporation's activities to any person or persons,  
77 management company, or committee however composed, provided that the activities and affairs of the corporation shall  
78 be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without limiting other  
79 powers of the corporation which the Board may exercise, and except as may be otherwise provided in these bylaws, the  
80 Board shall have the power to cause the corporation to carry on a business at a profit and apply any profit that results from  
81 the business activity to any activity in which it may lawfully engage.

82  
83 **Section 4.2. Number of Directors.** The number of the corporation's directors shall be eleven (11). All of the director  
84 positions will be filled by the five (5) elected officers of the corporation (President, President Elect, Past President,  
85 Secretary, and Chief Financial Officer) and the six (6) Chapter Presidents as described in Section 9.13(b) ("Elected  
86 Directors").

87  
88 **Section 4.3. Directors.** All Directors must be voting Members of the Corporation. Directors must not have been declared  
89 of unsound mind by a final order of the court, been convicted of a felony, or been found by a final order of judgment of  
90 any court to have breached any duty under 5230 or 5238 of the California Non-profit Public Benefit Corporation Law.

91  
92 **Section 4.4. Election and Term of Office.** The term of office for the Chief Financial Officer and Secretary shall be two  
93 years, to take effect and continue as described in Section 9.13(b). The terms of office of the other six (6) Elected  
94 Directors, exclusive of the President, President Elect, and Past President, shall be for two years, to take effect and  
95 continue as described in Section 9.13(b).

96  
97 **Section 4.5. Removal of Director for Cause.** The Board may declare vacant the office of a director who has: (a) been  
98 absent from two Board meetings (absent is defined as missing more than 50% of a Board meeting) (b) been found in  
99 dereliction of duty, (c) been declared of unsound mind by a final order of court, (d) been convicted of a felony, or (e) been  
100 found by a final order or judgment of any court to have breached any duty under Section 5230 or 5238 of the California  
101 Nonprofit Public Benefit Corporation Law.

102  
103 **Section 4.6. Removal of Director Without Cause.** Any or all directors may be removed without cause if (1) while the  
104 corporation has fewer than 50 Voting Members, such removal is approved by a majority of all Voting Members; or (2)  
105 while the corporation has 50 or more Voting Members, such removal is approved by the Voting Members (see Section  
106 11.5). Except as provided in this Section, in Section 4.5, or by the laws of the State of California, a director may not be  
107 removed prior to the expiration of such director's term of office.

108  
109 **Section 4.7. Resignation of Director.** Any director may resign effective upon giving written notice to the President or the  
110 Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation  
111 is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except  
112 upon notice to the Attorney General of the State of California, no director may resign where the corporation would then  
113 be left without a duly elected director or directors in charge of its affairs.

114  
115 **Section 4.8. Filling Vacancies on the Board.** A vacancy on the Board shall exist when any authorized position of  
116 director is not then filled by a duly elected director, whether caused by death, resignation, removal, increase in the  
117 authorized number of directors, or otherwise.

118  
119 (a) **Elected Director.** Unless otherwise provided in the Articles or these bylaws and except for a vacancy

120 created by the removal of a director, Elected Director vacancies on the Board may be filled by a majority of the  
121 directors then in office, whether or not less than a quorum, or by a sole remaining director. A vacancy on the Board  
122 created by the removal of an Elected Director may be filled only by approval of the Voting Members. The Voting  
123 Members may elect a director to fill any Elected Director vacancy not filled by the directors within 90 days  
124 following the effective date of the vacancy.  
125

126 **(b)Special Provisions Pertaining to Vacancy in the Office of the President, President Elect, or Past President.**

127 In the event of a vacancy in the position of Director filled by the President, that position shall be succeeded to by the  
128 President Elect as provided in Section 7.4(c). The resulting vacancy in the position of Director filled by the  
129 President Elect shall remain vacant, except that the President may appoint an acting President Elect who will serve  
130 only until completion of that term of office and who will have no automatic right to succeed to the Presidency. At  
131 the next annual meeting, the Voting Members shall elect a President Elect to serve for the next term of office.  
132

133 Any vacancy in the President Elect Director position caused by any other reason shall remain vacant and be treated in the  
134 same manner as provided in the foregoing paragraph. Any vacancy in the position of Director filled by the Past President  
135 shall remain vacant.  
136

137 **Section 4.9. "Interested Person" as Director-Restrictions.** Not more than 49% of the persons serving on the Board may  
138 be interested persons. For the purpose of this Section, "interested person" means either (1) any person currently being  
139 compensated by the corporation for services rendered to it within the previous 12 months, whether as a full or part-time  
140 employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or  
141 (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-  
142 law, or father-in-law of any such person.  
143

144 **Section 4.10. Indemnification and Insurance of Corporate Agents.** Consistent with the provisions of Section 5238 of  
145 the California Nonprofit Public Benefit Corporation Law, the corporation (1) may indemnify any person who was or is a  
146 party, or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an Agent of  
147 the corporation, and (2) will purchase and maintain (a) general liability insurance, (b) indemnification (all Directors), and  
148 (c) dishonesty bond (which will include, but not to be limited to, the Chief Financial Officer and Conference Chairs).  
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150 **ARTICLE V - THE SERVICE COUNCIL**

151  
152 **Section 5.1. Purpose** The purpose of the Service Council is to enact and bring to fruition the services and activities  
153 established by the board of directors for the good of the Association.  
154

155 **Section 5.2. Membership of the Service Council.** The Service Council shall consist of the chairpersons of the Service  
156 Council Committees.  
157

158 **Section 5.3. Selection of the Service Council.** Unless otherwise provided in these Bylaws, appointment of members to  
159 serve on both standing and special committees shall be made by the sitting President from among the individual members  
160 in good standing of the Association. The Chairperson of each committee shall be designated by the sitting President with  
161 the advice and consent of the Board. The Chairpersonship of standing committees should be rotated at least every third  
162 year.  
163

164 **Section 5.4. Removal of Service Council Chairperson.** The Board may declare vacant the chair of a service council  
165 committee who has: (a) been absent from one Board meeting (absent is defined as missing more than 50% of a Board  
166 meetings) (b) been found in dereliction of duty, (c) been declared of unsound mind by a final order of court, (d) been  
167 convicted of a felony, or (e) been found by a final order or judgment of any court to have breached any duty under Section  
168 5230 or 5238 of the California Nonprofit Public Benefit Corporation Law.  
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170 **ARTICLE VI - MEETINGS OF THE BOARD AND SERVICE COUNCIL**

171  
172 **Section 6.1. Place of Board Meetings.** Meetings of the Board shall be held at the principal office of the corporation or at  
173 such other place within or without California which has been designated in the notice of the meeting or by resolution of  
174 the Board.  
175

176 **Section 6.2. Regular Meetings.** Regular meetings of the Board shall be held quarterly. Notice of the time and place of  
177 such meetings shall be given to all directors with at least 10 days notice by first class mail or by electronic print media.  
178

179 **Section 6.3. Special Meetings.** Special meetings of the Board may be called by the President or the President Elect or the  
180 Secretary or any two directors. Special meetings of the Board shall be held upon four (4) days notice by first-class mail or  
181 forty-eight (48) hours notice delivered personally or by telephone or electronic print media. A notice or waiver of notice  
182 need not specify the purpose of any regular or special meeting of the Board.  
183

184 **Section 6.4. Quorum.** One-half (1/2) of the number of authorized directors shall constitute a quorum of the Board for the  
185 transaction of business. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, Section  
186 5212 (relating to the creation of Board committees), Section 5233 (relating to self-dealing transactions), Section 5234  
187 (relating to transactions between corporations having common directorships) Section 5235 (relating to compensation of  
188 directors and officers), and Section 5238(e) (relating to indemnification of corporate agents), every act or decision done or  
189 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. A  
190 meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of  
191 directors, if any action taken is approved by at least a majority of the required quorum for such a meeting or such greater  
192 number as is required by the Articles, the California Nonprofit Public Benefit Law, or these bylaws.  
193

194 **Section 6.5. Adjourned Meetings.** A majority of the directors present, whether or not a quorum is present, may adjourn  
195 any Board meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any  
196 adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were  
197 not present at the time of the adjournment.  
198

199 **Section 6.6. Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a  
200 meeting if all Members of the Board shall individually or collectively consent in writing, to include electronic email, to  
201 such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action  
202 by written consent shall have the same force and effect as the unanimous vote of such directors.  
203

204 **Section 6.7. Board Meetings by Conference Telephone.** Directors may participate in a Board meeting through use of  
205 conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear  
206 one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.  
207

208 **Section 6.8. Confirmation of Action Proposed at a Meeting Without Quorum.** When a regular or special meeting of  
209 the Board is called according to the provisions of Sections 6.2 and 6.3 of this article, and no quorum is constituted, the  
210 majority of the directors present may collectively propose action to be confirmed through mail ballot by a majority of the  
211 Members of the Board, provided that such ballot is sent to all Members of the Board by registered mail at least (10) days  
212 in advance of the vote. Such written consent shall be filed with the minutes of the proceedings of the Board.  
213

214 **Section 6.9 Approval of the Board** "Approved by (or approval of) the Board" means approved or ratified by the vote of  
215 the Board or by the vote of a Board committee authorized to exercise the powers of the Board, except as to matters not  
216 within the competence of the Board committee under this Section.  
217

218 **Section 6.10. Service Council Meetings.** Regular meetings of the Service Council shall be held twice a year. Any  
219 additional meetings shall be approved by the Board. Notice of the time and place of such meetings shall be given to all  
220 Service Council members with at least 30 days notice by first class mail or by electronic print media. The first meeting  
221 shall coincide with the end of the Annual WESTOP Conference and the second meeting will coincide at a regular  
222 WESTOP Board of Directors meeting each year. All Service Council meetings must maintain official minutes of  
223 meetings.  
224

225 **Section 6.11 Rules of Meeting.** The parliamentary authority for all meetings shall be the current edition of Robert's  
226 Rules of Order, Newly Revised.  
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## 228 ARTICLE VII - OFFICERS

229  
230 **Section 7.1. Selection and Qualification.** The corporation shall have five (5) officers; a President, a President Elect, a  
231 Past President, a Secretary, and a Chief Financial Officer. No more than one office may be held by the same person, other  
232 than in an acting capacity. These five officers and the six Chapter Presidents shall also serve as the directors of the  
233 corporation, as provided in Section 4.2.  
234

235 **Section 7.2. President-Powers and Duties.** The powers and duties of the President are:  
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- 237 (a) To act as the Chief Executive Officer of the corporation and, subject to the control of the Board, to have general  
238 supervision, direction and control of the affairs of the corporation,

- 239  
240 (b) To act as Chairperson of the Board,  
241  
242 (c) To preside at all meetings of the Board and at all meetings of the Members,  
243  
244 (d) To call meetings of the Members and of the Board to be held, subject to the limitations prescribed by law or  
245 these bylaws, at such times and places as the President shall deem proper,  
246  
247 (e) To affix the signature of the corporation to all contracts, deeds, conveyances, mortgages, leases, obligations,  
248 bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which,  
249 in the judgment of the President, should be executed on behalf of the corporation, to sign any cards, certificates or  
250 other evidences of Membership in the corporation which may be authorized by the Board to be issued and, subject to  
251 the direction of the Board, to have general charge of the property of the corporation and to supervise and control all  
252 of its officers, agents and employees,  
253  
254 (f) To appoint the Service Council and parliamentarian. The President shall make a good faith effort to seek  
255 qualified appointees from throughout the Association to ensure equitable representation.  
256  
257 (g) To act as ex-officio member of all committees.  
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259 (h) To perform other duties as prescribed by the parliamentary authority.  
260

261 **Section 7.3. President Pro Tem.** If neither the President nor the President Elect is present at any meeting of the Board, a  
262 President pro tem may be chosen to preside and act at such meeting. If neither the President nor the President Elect is  
263 present at any meeting of the Members, a President pro tem may be chosen to preside at such meeting.  
264

265 **Section 7.4. President Elect-Powers and Duties.** The powers and duties of the President Elect are:  
266

- 267 (a) To work closely with the President to acquire the skills, competencies, and knowledge of WESTOP objectives,  
268 activities, procedures, and services,  
269  
270 (b) In case of the absence or disability of the President, to temporarily exercise all the powers and perform all the  
271 duties of the President,  
272  
273 (c) In case of vacancy of the Presidency, to succeed to the office of the President for the remainder of that term of  
274 office as well as for his/her subsequent term of office as President,  
275  
276 (d) To preside over the Service Council.  
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278 (e) To serve as chairperson of Fair Share.  
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280 (f) Generally, to exercise such other powers and duties as may be prescribed by the Board.  
281  
282 (g) To perform other duties as assigned by the President as needed.  
283

284 **Section 7.5. Past President-Powers and Duties.** The powers and duties of the Past President are:  
285

- 286 (a) To act as chief adviser to the Board,  
287  
288 (b) To develop and maintain communication among WESTOP, TRIO-based associations, other professional  
289 organizations and appropriate federal and state agencies,  
290  
291 (c) To recommend to the Board at each Board of Directors meeting actions, policies and procedures for  
292 consideration with respect to interregional and national affairs,  
293  
294 (d) To serve as chairperson of the Strategic Planning and Bylaws Committees,  
295  
296 (e) To perform other duties as assigned by the President as needed.  
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298 **Section 7.6. Secretary-Powers and Duties.** The powers and duties of the Secretary are:

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- (a) To keep a book of minutes at the principal office of the corporation, or at such other place as the Board may direct, of all meetings of the Board, Service Council, and of Members, with the time and place of holding, whether annual, regular, special, or adjourned, and, if special, how authorized, the notice thereof given, the names of those present at Board meetings, and number of Voting Members present in person or by proxy at Members' meetings, and the proceedings of such meetings,
  - (b) To keep the seal of the corporation, if the corporation has a seal, and to affix the seal to all instruments that may require it,
  - (c) To keep a record of all actions taken by vote by the Board of Directors or the Executive Committee,
  - (d) To keep or cause to be kept at the principal office of the corporation a current list of Voting Members containing the name, address and voting rights of each Voting Member and any other information which the Board may direct to be kept in such list,
  - (e) To give, serve or publish notices of all Board meetings and Members' meetings and all other notices that may be necessary or proper, and without command or direction from anyone. In case of the absence, disability, refusal, or neglect of the Secretary to serve or publish any notices, then such notices may be served and/or published by the President or the President Elect, or by any person authorized to do so by either of them or by the Board,
  - (f) To perform the duties assigned to the Secretary in Article X of these bylaws, and
  - (g) Generally to perform all such duties as pertain to the office of Secretary and as may be required by the Board.
  - (h) In case of the vacancy of the Secretary, a member shall be appointed by the President with the consent of a majority of the directors.
  - (i) To perform other duties as assigned by the President as needed.

328 **Section 7.7. Chief Financial Officer-Powers and Duties.** The powers and duties of the Chief Financial Officer are:

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357
- (a) To supervise and control the keeping of adequate and correct accounts of the corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. Such account books shall be maintained at the corporation's principal office and/or at such other place or places as the Board may direct,
  - (b) To have custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation and, at the Chief Financial Officer's discretion, to cause any or all thereof to be deposited for the account of the corporation with such depository as may be designated from time to time by the Board, and have oversight of all Chapter accounts and investments.
  - (c) To receive or cause to be received, and to give or cause to be given, receipts for monies paid in for the account of the corporation,
  - (d) To disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements,
  - (e) To render to the President and to the Board, whenever they may require, accounts of all transactions and of the financial condition of the corporation,
  - (f) To perform the duties described in Sections 10.1 and 10.2 relating, respectively, to the corporation's annual report and the annual statement of certain transactions and indemnifications, and
  - (g) Generally to do and perform all such duties as pertain to the office of Chief Financial Officer and as may be required by the Board.
  - (h) In case of the vacancy of the Chief Financial Officer, a member shall be appointed by the President with the consent of a majority of the directors.

- 358 (i) To certify to the corporation the Membership list according to Membership category; to determine eligibility for  
 359 purposes of participation in WESTOP activities; and to prepare and issue to Members such cards, certificates, or  
 360 other evidence of Membership, if any, as the Board may direct. To certify to the Board the names of eligible voters.  
 361  
 362 (j) To perform other duties as assigned by the President as needed.  
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364 **ARTICLE VIII - MEMBERS**  
 365

366 **Section 8.1. Eligibility for Membership.** Any person, program or institution that supports the purposes and objectives of  
 367 this corporation, as herein expressed, shall be eligible for Membership according to the provisions of Section 8.5. Each  
 368 Membership shall be held by only one person, program or institution.  
 369

370 **Section 8.2. Procedure for Admission to and Renewal of Membership.** Any person and/or program or institution  
 371 desiring to become a member of WESTOP shall submit to the organization a completed Membership Application form,  
 372 together with the amount of the annual dues which corresponds to that category of Membership for which they are  
 373 applying. Any member desiring to renew Membership shall give notice and submit the appropriate amount of annual dues  
 374 within the time specified by the Board. The eligibility of each applicant for Membership or renewal of Membership shall  
 375 be determined by the Membership and Elections Committee.  
 376

377 **Section 8.3. Membership Fee.** Memberships may be issued by the corporation for no consideration or for such  
 378 consideration as is determined annually by the Board. In the absence of fraud in the transaction, the judgment of the  
 379 directors as to the value of the consideration for Memberships shall be conclusive.  
 380

381 **Section 8.4. Voting Membership Not Transferable.** No Voting Member may transfer for value a voting Membership or  
 382 any right arising there from.  
 383

384 **Section 8.5. Categories of Members.** The corporation shall have the following categories of Membership, with the  
 385 Members of each category possessing the qualifications set forth opposite the title to that category:  
 386

<u>Category</u>	<u>Qualification</u>
<b><u>1. Voting Members</u></b>	
(a) Professional Membership	Professional Membership is available to persons employed full-time or part-time in educational opportunity/equal access type programs.
(b) Institutional Membership	Shall be extended to all eligible programs (see Section 8.1) that support the purpose and objectives of the corporation listed in Article II. Any Trio and/or other education equity programs within the WESTOP region shall be eligible to establish institutional Membership. Career employees employed by fore mentioned programs/institutional organizations that have established Membership, shall be extended Membership voting rights as determined by the tier system established by the Board of Directors.
(c) Retired Membership	Shall be extended to any retired (and not a full-time education equity employee) person having previously qualified for individual or institutional membership and who wish to continue to promote and advocate access to educational opportunities on behalf of low-income, first-generation students and persons with disabilities.
<b><u>2. Non-Voting Members</u></b>	
(a) Student Membership	Shall be extended to any student, in high school or college, who is not full-time TRIO Personnel, and who supports the purpose, objectives and functions of WESTOP as expressed in Article II, Sections 2.1 and 2.2.

- 417 (b) Honorary Membership Shall be extended to an individual or institution as deemed appropriate by  
418 the Board. Honorary Membership will not be assessed duties.  
419  
420 (c) Corporate Membership Shall be extended to any business or industry wishing to financially  
421 support the work of WESTOP.  
422  
423 (d) Associate Membership Shall be extended to any Non-TRIO individual or those wishing to  
424 support the mission of WESTOP.  
425

426 **Section 8.6. Rights of Members.**  
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428 (a) **Voting Members.** Voting Members shall have, in addition to any other rights which may be granted to them  
429 under the Articles, these bylaws, or by law, the right to voice and to vote (1) for the election of directors; (2) on a  
430 disposition of all or substantially all of the corporation's assets; (3) on a merger of the corporation with another  
431 corporation; (4) on a dissolution of the corporation; (5) on an amendment of the Articles; and (6) on an amendment  
432 of these bylaws. Each voting member shall be entitled to one vote on each matter submitted to a vote of the Voting  
433 Members. Each Voting Member shall be eligible to head or serve on all committees pursuant to Section 4.2.  
434

435 (b) **Non-Voting Members.** Non-Voting Members shall be entitled to voice, but not to vote, on matters before the  
436 corporation and to serve on all committees and shall have such other privileges as may be granted to them by the  
437 Board from time to time. In no event shall Non-Voting Members be granted any of the rights of Voting Members  
438 enumerated in subsection (a). This subsection (b) shall not affect the contractual rights, if any, of Non-Voting  
439 Members.  
440

441 **Section 8.7. Resignation of Member and Expiration of Membership.** A Member may resign from Membership at any  
442 time. An institutional membership roster may be modified according to personnel changes, as prescribed by the  
443 Membership and Elections Committee. Unless otherwise provided in the Articles, all rights of Membership cease upon a  
444 Member's death or dissolution of the corporation. This Section shall not relieve the resigning member from any obligation  
445 for charges incurred, services or benefits actually rendered, dues, assessments, or fees, arising from contract, or otherwise;  
446 nor shall this Section diminish any rights of the corporation to enforce any such obligation or obtain damages for its  
447 breach.  
448

449  
450 **Section 8.8. Dues, Assessments or Fees.** Membership dues shall be set annually by the Board based on the projected  
451 budget prepared by the Chief Financial Officer. A membership issued shall be valid until the end of the current fiscal year.  
452 Assessments or fees for members and non members for the annual conference and special workshops, activities, services,  
453 etc. sponsored by the corporation shall be set by the Board.

454 **Section 8.9. No Distribution to Members.** The corporation shall not make any distribution. For purposes of this Section,  
455 "distribution" means the distribution of any gains, profits, or dividends to any Member as such. Any person who receives  
456 any distribution is liable to the corporation for the amount so received by such person with interest thereon at the legal  
457 rate on judgments until paid.  
458

459 **Section 8.10. Board Committees of Members.**  
460

461 (a) **Standing Board Committees.** WESTOP Board shall have the following standing committees:  
462

463 (1) **Executive Committee.** This committee shall consist of all 5 officers (President, President–elect, Past  
464 President, Chief Financial Officer, and Secretary) and the Financial Affairs Committee Chair. This committee is  
465 empowered to make decisions on behalf of the Board of Directors between meetings of the Board only in a  
466 situation deemed an emergency. Prior to such occurrence, the entire Board must be notified of the issue(s) to be  
467 addressed and the meeting time. Any and all decision(s) shall be brought before the full Board of Directors at the  
468 following meeting for inclusion in the minutes for public record.  
469

470 (2) **Financial Affairs Committee.** This committee shall be chaired by one of the Chapter Presidents at the  
471 agreement of the entire committee. The voting Members of this committee shall consist of the Chapter  
472 Presidents; the non-voting, ex-officio Members of this committee shall consist of the Chief Financial Officer, the  
473 President-Elect, and the President. This committee shall be responsible for preparing WESTOP's annual budget  
474 and subsequent revisions, and for proposing fiscal policies and procedures for Board approval.  
475

476 (3) **Strategic Planning Committee.** This committee shall be chaired by the Past President. The voting Members  
477 of this committee shall consist of the Chapter Presidents; the non-voting, and other members as appointed by the  
478 President.

479  
480 (4) **Bylaws Committee.** This committee shall be chaired by the Past President. This committee shall be  
481 responsible for reviewing the bylaws periodically to correct errors and eliminate inconsistencies, requesting  
482 recommendations for amendments from the Board and the Membership, and overseeing the amendment process.  
483 The committee shall have representation from all chapters.  
484

485 (5) **Fair Share Committee:** This committee shall be chaired by the President Elect. The Fair Share Committee  
486 shall be responsible for coordinating the region-wide campaign to ensure that the monetary Fair Share goal is  
487 achieved with contributions from each of the four states. Contributions include institutional memberships,  
488 personal contributions, and subscription packages.  
489

490 (b) **Powers of Board Committees.** Any such Board committee, to the extent provided in the resolution of the Board  
491 or in these bylaws, shall have all the authority of the Board except with respect to:

492  
493 (1) The approval of any action for which the California Nonprofit Public Benefit Corporation Law or  
494 these bylaws also requires approval of the Voting Members,  
495

496 (2) The filling of vacancies on the Board or on any committee,  
497

498 (3) The fixing of compensation of the directors for serving on the Board or on any committee,  
499

500 (4) The amendment or repeal of these bylaws or the adoption of new bylaws,  
501

502 (5) The amendment or repeal of any resolution of the Board which by its express terms is not so  
503 amendable or repealable,  
504

505 (6) The appointment of committees of the Board or the Members thereof, and  
506

507 (7) The approval of any self-dealing transaction, as defined in Section 5233 of the California  
508 Nonprofit Public Benefit Corporation Law.  
509

### 510 **Section 8.11. Service Council Committees of Members**

511  
512 a) **Service Council Committees Description** These committees will be chaired by WESTOP Members not currently  
513 seated on the Board. The Service Council committees may only perform duties and take actions as authorized by the  
514 Board. The Service Council committees shall not take any actions contrary to board policies, procedures, and bylaws.  
515

516 b) **Standing Service Council Committees.** WESTOP Service Council shall have the following standing committees:  
517

518 (1) **Membership and Elections.** This committee shall be responsible for actively promoting, recruiting and  
519 retaining Membership in WESTOP. This committee shall also be responsible for developing the procedures to be  
520 used in the election of directors, developing lists of individuals eligible to be nominated and vote, and overseeing  
521 the counting of votes. If the committee chair is a candidate for the WESTOP Board, the President Elect will  
522 Chair the Elections. This committee is also responsible for certifying to the Corporation the membership list  
523 according to membership category; to determine eligibility for purposes of participation in WESTOP activities;  
524 and to prepare and issue to WESTOP Members such cards, certificates, or other evidence of membership, if any,  
525 as the Board may direct.  
526

527 (2) **Legislation and Education.** This committee shall specifically address itself to the concerns mentioned in  
528 Sections 2.2 (e), (f), (g), (h) and (i). Additionally, this committee shall make every effort to educate the  
529 Membership on pertinent legislative issues and the legislative process.  
530

531 (3) **Public Relations.** This committee shall specifically address itself to the concerns mentioned in Sections 2.2  
532 (b) (e), and (i). This committee will be responsible for all aspects of public relations regarding the WESTOP  
533 Association.  
534

535 (4) **Professional Development.** This committee shall specifically address itself to the concerns mentioned in  
536 Sections 2.2 (a) This committee shall be responsible for organizing and coordinating activities that enhance the  
537 professional development of WESTOP Members. This committee will also be responsible for organizing and  
538 coordinating of the pre-conference trainings at the Annual Conference.  
539

540 (5) **Technology Committee.** This committee shall specifically address itself to the concerns mentioned in  
541 Sections 2.2 (c). This committee shall be responsible for the promotion of the Association's use of technology  
542 and training.  
543

544 (6) **Conference.** The Conference committee shall be responsible for planning and arranging for appropriate  
545 speakers and guests, registration, exhibits, hospitality, evaluation, and other activities as necessary. The  
546 conference site and date are selected by the Board who also approves the recommended theme and sets  
547 registration fees.  
548

549 (7) **Archives.** The Archives Committee shall be responsible for collecting records of the WESTOP organization.  
550 It shall have the responsibility for encouraging WESTOP officers, past and present, to transfer essential records  
551 to the WESTOP Archives.  
552

553 (8) **TRIO Alumni.** The TRIO Alumni Committee shall have the responsibility for planning and implementing  
554 the expansion of the TRIO Alumni Society. It shall oversee the maintenance of the alumni database. The  
555 Committee shall facilitate alumni engagement at the regional and chapter level.  
556

557 **Section 8.12. Adhoc Committees of Members.** Task-oriented special committees shall be established and dissolved  
558 from time to time as the President and the Board see fit. Such committees shall operate within the purpose and  
559 objectives of the Association, shall be specifically charged, and shall be automatically dismissed upon completion of  
560 the task.  
561

562 **Section 8.13 Fiscal Accountability of Committees.** All committees shall follow policy and procedures as prescribed  
563 by the Fiscal and Accounting Policies Manual.  
564

565 **Section 8.14 Chapter Committees of Members.** It is the task of each Chapter to have standing committees that  
566 reflect the Service Council committees. Members of these committees at the Chapter level will work with the  
567 Chairperson of the Service Council standing committees.  
568

## 569 ARTICLE IX - MEETINGS OF MEMBERS 570

571 **Section 9.1. Place of Members' Meetings.** The annual meeting and any special meeting of Members shall be held at the  
572 principal office of the corporation or at such other place within or without California as may be designated in the notice of  
573 such meeting.  
574

575 **Section 9.2. Annual Meetings.** The annual meeting of Members shall be held at a time and place designated by the Board  
576 of Directors. Election of the Elected Directors shall be held at the annual meeting, as provided in Section 9.13(b), and any  
577 other proper business may be transacted therein.  
578

579 **Section 9.3. Special Meetings.** Special meetings of Members may be called by the Board or the President. In addition,  
580 special meetings of Voting Members for any lawful purpose may be called by five percent (5%) or more of the Voting  
581 Members.  
582

### 583 **Section 9.4. Record Date.** 584

585 (a) **Right to Notice of Members' Meetings.** The record date for the purpose of determining the Members entitled to  
586 notice of the Annual Meeting of Members shall be at least 30 days before the date of the meeting. The record date  
587 for the purpose of determining the Members entitled to notice of any special meeting shall be no more than 90 nor  
588 less than 10 days before the date of the meeting. A determination of Voting Members entitled to notice of a meeting  
589 of Members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the  
590 adjourned meeting.  
591

592 (b) **Right to Vote.** The record date for the purpose of determining the Voting Members entitled to vote at the annual  
593 meeting or any special meeting of Members shall be the date of the meeting. Such record date shall also apply in the  
594 case of an adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

595  
596 (c) **Right to Cast Written Ballot.** The Board may fix, in advance, a date as the record date for the purpose of  
597 determining the Voting Members entitled to cast written ballots. Such record date shall be no less than 30 days  
598 before the date on which the first written ballot is mailed or solicited. If no record date is fixed, Voting Members on  
599 the date the first written ballot is mailed or solicited who are otherwise eligible to vote are entitled to cast written  
600 ballots.

601  
602 (d) **Other Actions.** The Board may fix, in advance, a date as the record date for the purpose of determining the  
603 Voting Members entitled to exercise any rights in respect to any other lawful action. Such record date shall not be  
604 more than 60 days prior to such other action. If no record date is fixed, Voting Members at the close of business on  
605 the day on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other  
606 action, whichever is later, are entitled to exercise such rights.

607  
608 **Section 9.5. Notice of Members' Meetings.**

609  
610 (a) **Content and Time of Required Notice.** A written notice of a meeting of Members shall be given by first class  
611 mail or by electronic media, with respect to an annual meeting, not less than 60 days and, with respect to a special  
612 meeting, not less than 10 days before the date of the meeting to each Voting Member who, on the record date for  
613 notice of the meeting, is entitled to vote thereat, as well as to each Non-Voting Member on the record date. Such  
614 notice shall state the place, date and time of the meeting and (1) in the case of a special meeting, the general nature of  
615 the business to be transacted, and no other business may be transacted; (2) in the case of an annual meeting, those  
616 matters which the Board, at the time the notice is given, intends to present for action by the Voting Members, but,  
617 except as otherwise provided in Section 9.5(b) and Section 9.8, any proper matter may be presented at the meeting  
618 for such action. The notice of any meeting at which directors are to be elected shall include the names of all those  
619 who are nominees at the time the notice is given to Voting Members.

620  
621 (b) **Notice of Certain Agenda Items.** Except by unanimous approval by those entitled to vote, any approval of the  
622 Voting Members of any of the following matters shall be valid only if the general nature of the proposal so approved  
623 was stated in the notice of meeting or in any written waiver of notice: (1) removal of any or all Elected Directors  
624 without cause, (2) election of a director to fill an Elected Director vacancy, (3) amendment of the Articles or these  
625 bylaws, or (4) dissolution of the corporation.

626  
627 (c) **Method of Giving Notice.** Notice of a Members' meeting or any report shall be given either personally or by  
628 mail or other means of written communication including electronic media, addressed to the Voting Member at the  
629 address of such Voting Member appearing on the books of the corporation or given by the Voting Member to the  
630 corporation for the purpose of notice: or, if no such address appears or is given, at the place where the principal  
631 office of the corporation is located or by publication at least once in a newspaper of general circulation in the county  
632 in which the principal office is located; or (3) in the corporation's newsletter, magazine or other organ as provided in  
633 Section 11.2. An affidavit of giving of any notice or report in accordance with the provisions of this Section,  
634 executed by the Secretary or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

635  
636 (d) **When Notice is No Longer Required.** If any notice or report addressed to a Voting Member at the address of  
637 such Voting Member appearing on the books of the corporation is returned to the corporation by the United States  
638 Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the  
639 Voting Member at such address, all future notices or reports shall be deemed to have been duly given without  
640 further mailing if the same shall be available for the Voting Member upon written demand of the Voting Member at  
641 the principal office of the corporation for a period of one year from the date of the giving of the notice or report to  
642 all other Voting Members.

643  
644 (e) **Method of Giving Notice-Certain Special Meetings.** Upon request in writing to the President, President Elect  
645 or Secretary any member (other than the Board) is entitled to request a special meeting of Members (see Section  
646 9.3), the officer forthwith shall cause notice to be given to the Voting Members entitled to vote that a meeting will  
647 be held at a time fixed by the Board, not less than 35 nor more than 90 days after the receipt of the request. If the  
648 notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the  
649 notice.

650  
651 **Section 9.6. Adjourned Meetings.** When a Members' meeting is adjourned to another time or place, except as provided  
652 in this Section, notice need not be given of the adjourned meeting if the time and place thereof are announced at the  
653 meeting at which the adjournment is taken. At the adjourned meeting, the corporation may transact any business which  
654 might have been transacted at the original meeting. If the adjournment is for more than 45 days or if after the adjournment

655 a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Voting  
656 Member of record entitled to vote at the meeting.

657  
658 **Section 9.7. Consent to Members' Meeting.** The transactions of any meeting of Members, however called and noticed  
659 and wherever held, are as valid as those had at a meeting duly held after regular call and notice if a quorum is present  
660 either in person or by proxy and if, either before or after the meeting, each of the persons entitled to vote, not present in  
661 person or by proxy, signs a written waiver of notice including through electronic media or a consent or the holding of the  
662 meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate  
663 records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of  
664 notice of and presence at such meeting except when the person objects, at the beginning of the meeting, to the transaction  
665 of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a  
666 waiver of any right to object to the consideration of matters required by the California Nonprofit Public Benefit  
667 Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting.  
668 Neither the business to be transacted at, nor  
669 the purpose of any regular or special meeting of Members, need be specified in any written waiver of notice, consent to  
670 the holding of the meeting or approval of the minutes thereof, unless otherwise provided in the Articles or these bylaws  
671 and except as provided in Section 9.5(b).

672  
673 **Section 9.8. Quorum.** One-fourth (1/4) of the Voting Members entitled to vote at a meeting of Members, represented in  
674 person, shall constitute a quorum at such meeting. If a quorum is present, the affirmative vote of the majority of the voting  
675 power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the Voting Members,  
676 provided that if the meeting is attended, in person or by proxy, by less than one-half (1/2) of the voting power, then the  
677 only matters that may be voted on are those matters included in the Notice of that meeting. The Voting Members present  
678 at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment  
679 notwithstanding the withdrawal of enough Voting Members required to leave less than a quorum if any action taken (other  
680 than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum. In the  
681 absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority of the votes  
682 represented in person, but no other business may be transacted except as provided in the preceding sentence.

683  
684 **Section 9.9. Action Without Meeting-Written Ballot.** Unless otherwise provided in the Articles, any action which may  
685 be taken at any regular or special meeting of Members may be taken without a meeting if the corporation distributes a  
686 written ballot, which also can be accomplished through electronic media, to every Voting Member entitled to vote on the  
687 matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any  
688 proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot  
689 pursuant to this Section shall be valid only when the number of votes cast by ballot within the time period specified equals  
690 or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or  
691 exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was  
692 the same as the number of votes cast by ballot. Ballots shall be solicited in a manner consistent with the requirements of  
693 Sections 9.5(c) and 9.10. All such solicitations shall indicate the number of responses needed to meet the quorum  
694 requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals  
695 necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in  
696 order to be counted. A written ballot may not be revoked. Directors may be elected by written ballot under this Section.

697  
698 **Section 9.10. Proxies.** Every person entitled to vote by Membership may authorize another person or persons to act by  
699 proxy with respect to such Membership. "Proxy" means a written authorization signed by a Voting member or the Voting  
700 Member's attorney-in-fact giving another person or persons power to vote on behalf of such Voting Member. "Signed" for  
701 the purpose of this Section means the placing of the Voting Member's name on the proxy (whether by manual signature,  
702 typewriting, telegraphic transmission or otherwise) by the Voting Member or such Voting Member's attorney-in-fact. Any  
703 proxy purported to be executed in accordance with the provisions of this Section shall be preemptively valid. No proxy  
704 shall be valid after the expiration of 11 months from the date thereof. Every proxy continues in full force and effect until  
705 revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be affected by a writing  
706 delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing  
707 the prior proxy and presented to the meeting or, as to any meeting, by attendance at such meeting and voting in person by  
708 the person executing the proxy. The dates contained on the forms of proxy preemptively determine the order of execution,  
709 regardless of the postmark dates on the envelopes in which they are mailed. A proxy is not revoked by the death or  
710 incapacity of the maker or the termination of a Membership as a result thereof unless, before the vote is counted, written  
711 notice of such death or incapacity is received by the corporation. The proxy of a Voting Member may not be irrevocable.  
712 Anything to the contrary notwithstanding, any proxy covering (1) any of the matters described in Section 9.5(b); (2) the  
713 repeal, restriction or expansion of proxy rights; (3) merger; (4) amendment of any agreement of merger; (5) the sale, lease,  
714 conveyance, exchange or other disposition of all or substantially all of the corporation's assets other than in the usual and

715 regular course of the corporation's activities; or (6) dissolution is not valid as to such matters unless it sets forth the  
716 general nature of the matter to be voted on or, in the event of an election of directors, unless the proxy lists those  
717 nominated at the time the notice of the vote is given to Voting Members.  
718

719 **Section 9.11. Voting by Proxy Written Ballot-Procedure.** Any form of proxy or written ballot distributed to 10 or more  
720 Voting Members of the corporation at a time when the corporation has 100 or more Voting Members shall afford an  
721 opportunity on the form of proxy or written ballot to specify a choice between approval and disapproval of each matter or  
722 group of related matters intended, at the time the proxy or written ballot is distributed, to be acted upon by such proxy or  
723 written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specified a  
724 choice with respect to any such matter the vote shall be cast in accordance therewith. In any election of directors, any  
725 form of written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a  
726 Voting Member "withhold" or otherwise marked in a manner indicated that the authority to vote for the election of  
727 directors is withheld shall not be voted whether for or against the election of a director. Failure to comply with this  
728 Section shall not invalidate any corporate action taken, but may be the basis for challenging any proxy or written ballot.  
729

730 **Section 9.12. Voting Agreements Invalid.** A voting agreement or voting trust agreement entered into by a Voting  
731 Member or Voting Members of the corporation shall not be enforced.  
732

733 **Section 9.13. Special Provisions Relating to Election of Elected Directors.**  
734

735 **(a) Nominations.**  
736

737 **(1) Nomination Procedure Generally.** As to the eleven directors elected by Voting Members (President,  
738 President Elect, Past President, Secretary, Chief Financial Officer, and six Chapter Presidents), there shall be  
739 available to the Voting Members reasonable nomination and election procedures given the nature, size and  
740 operations of the corporation. The procedures shall include (a) a reasonable means of nominating persons for  
741 election as directors; (b) a reasonable opportunity for a nominee to communicate to the Voting Members the  
742 nominee's qualifications and the reasons for the nominee's candidacy; (c) a reasonable opportunity for all  
743 nominees to solicit votes; and (d) a reasonable opportunity for all Voting Members to choose among the  
744 nominees. Subject to the provisions of California Corporations Code Section 5522 (applicable to this  
745 corporation at such time as its Voting Membership may reach 5,000) any person who is qualified to be elected  
746 to the Board may be nominated (a) by any method authorized in these bylaws or by the Board; (b) by petition  
747 delivered to an officer of the corporation, signed within 11 months preceding the next time directors will be  
748 elected, by Voting Members representing 2 percent of voting power, or (c) if there is a meeting to elect  
749 directors, by any Voting Member present at the meeting in person.  
750

751 **(2) Use of Corporate Funds to Support Nominee.** No corporate funds may be expended to support one  
752 nominee over any other nominee for director.  
753

754 **(3) Publication of Material, Soliciting Votes-Rights.** Where the corporation, at any time when the corporation  
755 has 500 or more Voting Members, publishes any material soliciting a vote for any nominee for director in any  
756 publication owned or controlled by the corporation, it shall make available to all other nominees, in the same  
757 issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a  
758 purpose reasonably related to the election.  
759

760 **(b) Elections.** Elections shall be held at each annual meeting of the Membership. Board Members to be elected  
761 shall be:

762 President Elect  
763 Secretary (2 year term)  
764 Chief Financial Officer (2 year term)  
765 Chapter President Elects (6)  
766

767 The office of President shall be automatically succeeded to by the preceding year's President Elect. The office of  
768 Chapter President shall be automatically succeeded to by the preceding year's Chapter President Elect. The office of  
769 the Past President shall be automatically succeeded to by the preceding year's President. The office of the Chapter  
770 Past President shall be automatically succeeded to by the preceding year's Chapter President. The term of elected  
771 and appointed board members is two years and shall begin on the first day of the following fiscal year excluding the  
772 President, President Elect, Past President and Chapter President Elect.  
773

774 (c) **Terms of Office.** The term of all officers and directors shall be either one or two years. With respect to all  
775 officer and director positions, other than the President, President Elect, and Past President, any person can be elected  
776 or appointed to serve a maximum of 3 consecutive years in any one position, except the secretary and Chief  
777 Financial Officer who may serve a maximum of 4 years in their capacities. After a minimum of one year off the  
778 Board of Directors, said member can again be elected or appointed under the same rules and conditions.  
779

## 780 **ARTICLE X – RECORDS, REPORTS AND INSPECTION RIGHTS**

781  
782  
783 **Section 10.1. Annual Report.** The Board shall cause an annual report to be sent to the Voting and Non-Voting Members  
784 not later than 120 days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail the  
785 following: (1) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year; (2) the  
786 principal changes in assets and liabilities, including trust funds, during the fiscal year; (3) the revenue or receipts of the  
787 corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (4) the expenses or disbursements  
788 of the corporation, for both general and restricted purposes, during the fiscal year; (5) any information required by Section  
789 10.2. The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if  
790 there is no such report, the certificate of the Chief Financial Officer or other authorized officer of the corporation that such  
791 statements were prepared without audit from the books and records of the corporation. This Section does not apply if the  
792 corporation does not have more than 100 Voting Members or \$10,000 in assets at any time during the fiscal year, except  
793 that a report with the information required by this Section shall in any event be furnished annually to: (1) directors of the  
794 corporation; and (2) any Voting Member who requests it in writing. If the corporation solicits contributions in writing  
795 from 500 or more persons, it need not send the report otherwise required by this Section if it does all of the following:  
796

797 (a) includes with any written material used to solicit contributions a written statement that its latest annual report will  
798 be mailed upon request and that such request may be sent to the corporation at a name and address which is set forth  
799 in the statement. The term "annual report" as used in this Section refers to the report required by this Section;

800  
801 (b) promptly mails through written communication or by electronic media a copy of its latest annual report to any  
802 person who requests a copy thereof; and

803  
804 (c) causes its annual report to be published not later than 120 days after the close of its fiscal year in a newspaper of  
805 general circulation in the county in which its principal office is located.  
806

807 **Section 10.2. Annual Statement of Certain Transactions and Indemnifications.** Any provision of the Articles or these  
808 bylaws notwithstanding, the corporation shall furnish annually to the Voting Members a statement of any transaction or  
809 indemnification of a kind described below, if any such transaction or indemnification took place. If the corporation issues  
810 an annual report to all Voting Members, this Section shall be satisfied by including the required information in the annual  
811 report. If the corporation does not issue an annual report to all Members pursuant to Section 10.1, it shall satisfy this  
812 Section by mailing or delivering to its Voting Members the required statement within 120 days after the close of the  
813 corporation's fiscal year. Except as provided below, a "covered transaction" under this Section is a transaction in which  
814 the corporation, its parent, or its subsidiary was a party, and in which either of the following had a direct or indirect  
815 material financial interest: (1) any director or officer of the corporation, or its parent or subsidiary; or (2) any holder of  
816 more than 10 percent of the voting power of the corporation, its parent or its subsidiary. For the purpose of this Section,  
817 (1) an "interested person" is any person described in item (1) or (2) of the preceding sentence, and (2) a mere common  
818 directorship is not a material financial interest.  
819

820 The statement required by this Section shall describe briefly: (1) any covered transaction during the previous fiscal year  
821 involving more than \$40,000, or which was one of a number of covered transactions in which the same interested person  
822 had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$40,000; (2)  
823 the names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the  
824 nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided that in the  
825 case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be  
826 stated. The statement required by this Section shall describe briefly the amount and circumstances of any indemnifications  
827 or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director pursuant to Section 5238  
828 of the California Nonprofit Public Benefit Corporation Law, provided that no such report need be made in the case of  
829 indemnification approved by the Voting Members as provided in Section 5238(e) of that Law.  
830

831 **Section 10.3. Right of Voting Members to Inspect Voting Membership List.**  
832

833 **(a) Inspection Rights.** Subject to subsections (b), (c) and (d), a Voting Member may do either or both of the  
834 following: (1) inspect and copy the records of all the Voting Members' names, addresses, and voting rights, at  
835 reasonable times, upon 5 business days' prior written demand upon the corporation, which demand shall state the  
836 purpose for which the inspection rights are requested; (2) obtain from the Secretary of the corporation, upon written  
837 demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those Voting Members  
838 entitled to vote for the election of directors as of the most recent record date for which it has been compiled or as of a  
839 date specified subsequent to the date of demand. The demand shall state the purpose for which the list is requested.  
840 The Voting Membership list shall be made available on or before the later of 10 business days after the demand is  
841 received or the list is to be compiled.  
842

843 **(b) Voting Members Entitled to Inspection Rights.** The rights set forth in subsection (a) may be exercised by: (1)  
844 any Voting Member for a purpose reasonably related to such person's interest as a Voting Member, but where the  
845 corporation reasonably believes that the information will be used for another purpose, or where it provides a  
846 reasonable alternative pursuant to subsection (c), it may deny the Voting Member access to the list; (2) the authorized  
847 number of Voting Members for a purpose reasonably related to such Voting Members' interests as Voting Members.  
848 The "authorized number" means 5 percent of the voting power, except that where the total number of votes entitled to  
849 be cast for a director is 1,000 or more, but less than 5,000, then the authorized number shall be 2 1/2 percent of the  
850 voting power, but not less than 50, and where the total number of votes entitled to be cast for a director is 5,000 or  
851 more, then the authorized number shall be one-twentieth of one percent of the voting power, but not less than 125.  
852 Any right in this Section which may be exercised by the authorized number may be exercised by a Voting Member  
853 with written authorizations obtained within any 11-month period from Voting Members who, in the aggregate, hold  
854 the equivalent voting power. Any such authorization shall specify the right to be exercised hereunder and the duration  
855 there of (which shall not exceed three years).  
856

857 **(c) Alternative to Furnishing Voting Membership List.** The corporation may, within 10 business days after  
858 receiving a demand under subsection (a), deliver to the person or persons making the demand a written offer of an  
859 alternative method of achieving the purpose identified in such demand without providing access to or a copy of the  
860 Voting Membership list. An alternative method which reasonably and in a timely manner accomplishes the proper  
861 purpose set forth in a demand made under subsection (a) shall be deemed a reasonable alternative, unless within a  
862 reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Without  
863 limiting the reasonable alternatives which may be so offered, an offer by the corporation to include a Voting  
864 Member's desired communication to other Voting Members in the corporation's newsletter, magazine or other organ  
865 (upon payment of a reasonable charge there of) shall be a reasonable alternative if it is sent to the Voting Members  
866 soon enough reasonably to accomplish the Voting Members stated purpose. Any rejection of the offer shall be in  
867 writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of  
868 the demand made pursuant to subsection (a). Nothing in this Section shall be construed to limit the right of the  
869 corporation to obtain injunctive relief necessary to restrain misuse of the Voting Membership list.  
870

871 **(d) Improper Uses of Membership List.** The Membership list is a corporate asset. Without consent of the Board, the  
872 Membership list or any part thereof may not be used by any person for any purpose unrelated to a member's interest  
873 as a member. Without limiting the generality of the foregoing, without the consent of the Board, the Membership list  
874 or any part thereof may not be (1) used to solicit money or property, unless such money or property will be used  
875 solely to solicit the vote of Voting Members in an election to be held by the corporation; (2) used for any purpose  
876 which the user does not reasonably and in good faith believe will benefit the corporation; (3) used for any commercial  
877 purpose or purpose in competition with the corporation; or (4) sold to or purchased by any person; provided,  
878 however, that nothing in this subsection (d) shall prevent the corporation itself from selling the Membership list to  
879 any person.  
880

881 **Section 10.4. Right of Members to Inspect Accounting Books, Records and Minutes.** The accounting books and  
882 records and minutes of the proceedings of the Members and the Board and committees of the Board shall be open to  
883 inspection upon the written demand on the corporation of any Voting or Non-Voting member at any reasonable time, for a  
884 purpose reasonably related to such person's interests as a Member.  
885

886 **Section 10.5. Right of Members to Inspect Articles and Bylaws.** The corporation shall keep, at its principal office in  
887 California, the original or a copy of the Articles and these bylaws, as amended to date, which shall be open to inspection  
888 by the Voting and Non-Voting Members at all reasonable times during office hours.  
889

890 **Section 10.6. Inspection Rights of Directors.** Every director shall have the absolute right at any reasonable time to  
891 inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation  
892 and each of its subsidiary corporation, if any.

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**Section 10.7. Inspection by Agent; Extracts.** Any inspection under this Article may be made in person by agent or attorney, and the right of inspection includes the right to copy and make extracts. If any record subject to inspection, pursuant to this Article, is not maintained in written form, a request for inspection is not complied with unless and until the corporation at its expense makes such record available and in written form.

**ARTICLE XI - MISCELLANEOUS PROVISIONS**

**Section 11.1. Interpretation of Bylaws.** Unless defined differently herein, or unless the context requires a different meaning, terms used in these bylaws shall have the same meaning as may be given to them in the California Nonprofit Public Benefit Corporation Law, as amended from time to time. To the extent possible, these bylaws shall be construed as supplemental to all laws applicable to the same subject matter and shall be fully complied with unless such compliance shall be illegal. Any provision of these bylaws which is inconsistent with any applicable law shall not be complied with, but such inconsistency shall not affect the validity of any other provisions of these bylaws.

**Section 11.2. Notices.** Unless otherwise expressly provided herein, any notice required or permitted to be given under these bylaws shall be deemed effectively given (1) when deposited in the United States mail, addressed to the recipient at his last address, if any, appearing on the corporation's books and with first-class postage thereon prepaid; (2) when personally delivered in writing to the recipient; (3) when delivered in writing to a common carrier for transmission, or actually transmitted by the person giving notice by electronic means, to the recipient; or (4) when communicated orally, in person or by telephone or radio, to the recipient or to a person at the recipient's office who the person giving notice has reason to believe will promptly communicate it to the recipient. Notwithstanding any provision to the contrary in these bylaws (except in the case of expulsion of a Voting Member or the suspension or termination of Voting Membership rights), a notice or report mailed or delivered as part of a newsletter, magazine or other organ regularly sent to Members shall constitute written notice or report when addressed and mailed or delivered to the Member, or in the case of Members who are residents of the same household and who have the same address on the books of the corporation, when addressed and mailed or delivered to one of such Members, at the address appearing on the books of the corporation.

**Section 11.3. Fiscal Year.** The fiscal year of the corporation shall be July 1 through June 30.

**Section 11.4. Instruments in Writing.** All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation, shall be signed by such officer or officers, agent or agents, as the Board may from time to time designate. No officer, agent or employee of the corporation shall have the power to bind the corporation by contract or otherwise unless authorized to do so by these bylaws or by the Board.

**Section 11.5. Approval of the Voting Members-Defined.** As used in these bylaws, "approval by (or approval of) the Voting Members" means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or written ballot in conformity with Section 9.9.

**ARTICLE XII - ADOPTION, AMENDMENT OR REPEAL OF BYLAWS**

**Section 12.1. Amendment by Voting Members.** The bylaws may be adopted, amended or repealed only by approval of the Voting Members (see Section 11.5) at a meeting of Members or by written ballot.

**Section 12.2. Procedure for Submission of Proposals for the Amendment of Bylaws.** Any Director or Voting Member may submit a proposal to adopt, amend or repeal bylaws for consideration by the Voting Membership according to the following procedure:

- (a) Any and all proposed amendments to these bylaws shall be submitted to the Board of directors at least 20 days prior to a Board meeting at which these shall be considered by the Board.
- (b) The initial discussion of any duly proposed amendment shall be considered a first reading and no official action shall be taken until the following regular or special Board meeting. All proposed changes must be approved, after the second reading, by a two-thirds vote of Board before submission to the Membership for adoption vote.
- (c) Any amendment proposal approved by the Board shall be submitted to the Members at least 30 days prior to a required vote for adoption.

952 (d) Any amendment proposal not approved by the Board may be submitted to the Voting Members by the proponent  
953 at the next annual or special meeting, provided the proponent requests the Secretary to include the wording of the  
954 proposal, its justification and the Board's position in the Notice of the meeting required under Section 9.5.  
955

956 **Section 12.3. Adopted Amendments.** Adopted amendments shall go into effect following adoption by the Membership  
957 except for those pertaining to newly elected officers/directors. In such case, those particular amendments shall go into  
958 effect after the expired term of the affected officer/director.  
959

960 **Section 12.4. Impermissible Bylaws.** No amendment of the Articles of these bylaws may extend the term of a director  
961 beyond that for which the director was elected. Any reduction in the number of directors authorized in the Articles or  
962 these bylaws does not remove any director prior to the expiration of such director's term of office.  
963

964 **Section 12.5. Bylaws Corrections.** The Board may correct grammar and numbering errors as necessary. Such  
965 corrections may not change the meaning or purpose of the statements.  
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