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**The BYLAWS  
of the  
WESTERN ASSOCIATION OF EDUCATIONAL OPPORTUNITY PERSONNEL  
(WESTOP)  
2 March 2010**

(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 distributed 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.

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

54  
55 **Section 3.3. Regulations of Operation.** The Chapters shall:

- 56 (a) be governed by all provisions of these Bylaws,
- 57 (b) keep current Membership rosters,
- 58 (c) submit all operational budgets to the WESTOP Board of Directors for approval, and
- 59 (d) provide written reports of current financial status of the Chapter and Membership update at each  
60 WESTOP Board of Directors meeting.

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

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

#### 73 **ARTICLE IV - DIRECTORS**

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

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

91  
92 **Section 4.3. Directors.** All Directors must be voting Members of the Corporation. Directors must not have  
93 been declared of unsound mind by a final order of the court, been convicted of a felony, or been found by a  
94 final order of judgment of any court to have breached any duty under 5230 or 5238 of the California Non-  
95 profit Public Benefit Corporation Law.

96  
97 **Section 4.4. Election and Term of Office.** The term of office for the Chief Financial Officer and Secretary  
98 shall be two years, to take effect and continue as described in Section 9.13(b). The terms of office of the other  
99 six (6) Elected Directors, exclusive of the President, President Elect, and Past President, shall be for one year,  
100 to take effect and continue as described in Section 9.13(b).

101  
102 **Section 4.5. Removal of Director for Cause.** The Board may declare vacant the office of a director who has:  
103 (a) been absent from two Board meetings (absent is defined as missing more than 50% of a Board meeting) (b)

104 been found in dereliction of duty, (c) been declared of unsound mind by a final order of court, (d) been  
105 convicted of a felony, or (e) been found by a final order or judgment of any court to have breached any duty  
106 under Section 5230 or 5238 of the California Nonprofit Public Benefit Corporation Law.

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

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

120  
121 **Section 4.8. Filling Vacancies on the Board.** A vacancy on the Board shall exist when any authorized  
122 position of director is not then filled by a duly elected director, whether caused by death, resignation, removal,  
123 increase in the authorized number of directors, or otherwise.

124  
125 (a) **Elected Director.** Unless otherwise provided in the Articles or these bylaws and except for a vacancy  
126 created by the removal of a director, Elected Director vacancies on the Board may be filled by a majority  
127 of the directors then in office, whether or not less than a quorum, or by a sole remaining director. A  
128 vacancy on the Board created by the removal of an Elected Director may be filled only by approval of the  
129 Voting Members. The Voting Members may elect a director to fill any Elected Director vacancy not  
130 filled by the directors within 90 days following the effective date of the vacancy.

131  
132 (b) **Special Provisions Pertaining to Vacancy in the Office of the President, President Elect, or Past**  
133 **President.** In the event of a vacancy in the position of Director filled by the President, that position shall  
134 be succeeded to by the President Elect as provided in Section 7.4(c). The resulting vacancy in the position  
135 of Director filled by the President Elect shall remain vacant, except that the Board may appoint an acting  
136 President Elect who will serve only until completion of that term of office and who will have no  
137 automatic right to succeed to the Presidency. At the next annual meeting, the Voting Members shall elect  
138 both a President and a President Elect to serve for the next term of office.

139  
140 Any vacancy in the President Elect Director position caused by any other reason shall remain vacant and be  
141 treated in the same manner as provided in the foregoing paragraph. Any vacancy in the position of Director  
142 filled by the Past President shall remain vacant.

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

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

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**ARTICLE V - THE SERVICE COUNCIL**

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

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

**Section 5.3. Selection of the Service Council.** For the first year of the implementation of these Bylaws, four Service Council members will be appointed for a two year term and three will be appointed for a one year term. Thereafter, Service Council vacancies shall be filled by the sitting President for a two year term. If a Service Council member is unable to complete his/her term, the sitting President shall appoint a replacement from the WESTOP membership for the remainder of the term.

**ARTICLE VI - MEETINGS OF THE BOARD AND SERVICE COUNCIL**

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

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

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

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

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

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

209 **Section 6.7. Board Meetings by Conference Telephone.** Directors may participate in a Board meeting  
210 through use of conference telephone or similar communications equipment, so long as all directors  
211 participating in such meeting can hear one another. Participation in a meeting pursuant to this Section  
212 constitutes presence in person at such meeting.  
213

214 **Section 6.8. Confirmation of Action Proposed at a Meeting Without Quorum.** When a regular or special  
215 meeting of the Board is called according to the provisions of Sections 6.2 and 6.3 of this article, and no  
216 quorum is constituted, the majority of the directors present may collectively propose action to be confirmed  
217 through mail ballot by a majority of the Members of the Board, provided that such ballot is sent to all  
218 Members of the Board by registered mail at least (10) days in advance of the vote. Such written consent shall  
219 be filed with the minutes of the proceedings of the Board.  
220

221 **Section 6.9 Approval of the Board** "Approved by (or approval of) the Board" means approved or ratified by  
222 the vote of the Board or by the vote of a Board committee authorized to exercise the powers of the Board,  
223 except as to matters not within the competence of the Board committee under this Section.  
224

225 **Section 6.10. Service Council Meetings.** Regular meetings of the Service Council shall be held twice a year.  
226 Any additional meetings shall be approved by the Board. Notice of the time and place of such meetings shall  
227 be given to all Service Council members with at least 30 days notice by first class mail or by electronic print  
228 media. The first meeting shall coincide with the end of the Annual WESTOP Conference and the second  
229 meeting will coincide at a regular WESTOP Board of Directors meeting each year. All Service Council  
230 meetings must maintain official minutes of meetings.  
231

232 **Section 6.11 Rules of Meeting.** The parliamentary authority for all meetings shall be the current edition of  
233 Robert's Rules of Order, Newly Revised.  
234

## 235 **ARTICLE VII - OFFICERS**

236  
237 **Section 7.1. Selection and Qualification.** The corporation shall have five (5) officers; a President, a President  
238 Elect, a Past President, a Secretary, and a Chief Financial Officer. No more than one office may be held by the  
239 same person, other than in an acting capacity. These five officers and the six Chapter Presidents shall also  
240 serve as the directors of the corporation, as provided in Section 4.2.  
241

242 **Section 7.2. President-Powers and Duties.** The powers and duties of the President are:  
243

244 (a) To act as the Chief Executive Officer of the corporation and, subject to the control of the Board, to  
245 have general supervision, direction and control of the affairs of the corporation,  
246

247 (b) To act as Chairman of the Board,  
248

249 (c) To preside at all meetings of the Board and at all meetings of the Members,  
250

251 (d) To call meetings of the Members and of the Board to be held, subject to the limitations prescribed  
252 by law or these bylaws, at such times and places as the President shall deem proper,  
253

254 (e) To affix the signature of the corporation to all deeds, conveyances, mortgages, leases, obligations,  
255 bonds, certificates and other papers and instruments in writing which have been authorized by the  
256 Board or which, in the judgment of the President, should be executed on behalf of the corporation, to  
257 sign any cards, certificates or other evidences of Membership in the corporation which may be  
258 authorized by the Board to be issued and, subject to the direction of the Board, to have general charge of  
259 the property of the corporation and to supervise and control all of its officers, agents and employees,  
260

261 (f) To appoint the Service Council and parliamentarian. The President shall make a good faith effort to  
262 seek qualified appointees from throughout the Association to ensure equitable representation.

263  
264 (g) To act as ex-officio member of all committees.

265  
266 (h) To perform other duties as prescribed by the parliamentary authority.

267  
268 **Section 7.3. President Pro Tem.** If neither the President nor the President Elect is present at any meeting of  
269 the Board, a President pro tem may be chosen to preside and act at such meeting. If neither the President nor  
270 the President Elect is present at any meeting of the Members, a President pro tem may be chosen to preside at  
271 such meeting.

272  
273 **Section 7.4. President Elect-Powers and Duties.** The powers and duties of the President Elect are:

274  
275 (a) To work closely with the President to acquire the skills, competencies, and knowledge of  
276 WESTOP objectives, activities, procedures, and services,

277  
278 (b) In case of the absence or disability of the President, to temporarily exercise all the powers and  
279 perform all the duties of the President,

280  
281 (c) In case of vacancy of the Presidency, to succeed to the office of the President for the remainder of that  
282 term of office as well as for his/her subsequent term of office as President,

283  
284 (d) To preside over the Service Council.

285  
286 (e) Generally to exercise such other powers and duties as may be prescribed by the Board.

287  
288 (f) To perform other duties as assigned by the President as needed.

289  
290 **Section 7.5. Past President-Powers and Duties.** The powers and duties of the Past President are:

291  
292 (a) To act as chief adviser to the Board,

293  
294 (b) To develop and maintain communication among WESTOP, TRIO-based associations, other  
295 professional organizations and appropriate federal and state agencies,

296  
297 (c) To recommend to the Board at each Board of Directors meeting actions, policies and procedures for  
298 consideration with respect to interregional and national affairs, ~~and~~

299  
300 (d) To serve as chairperson of the Strategic Planning and Bylaws Committees,

301  
302 (e) To perform other duties as assigned by the President as needed.

303  
304 **Section 7.6. Secretary-Powers and Duties.** The powers and duties of the Secretary are:

305  
306 (a) To keep a book of minutes at the principal office of the corporation, or at such other place as the  
307 Board may direct, of all meetings of the Board, Service Council, and of Members, with the time and  
308 place of holding, whether annual, regular, special, or adjourned, and, if special, how authorized, the  
309 notice thereof given, the names of those present at Board meetings, and number of Voting Members  
310 present in person or by proxy at Members' meetings, and the proceedings of such meetings,

311  
312 (b) To keep the seal of the corporation, if the corporation has a seal, and to affix the seal to all  
313 instruments which may require it,

314  
315 (c) To keep or cause to be kept at the principal office of the corporation a current list of Voting  
316 Members containing the name, address and voting rights of each Voting Member and any other  
317 information which the Board may direct to be kept in such list,  
318

319 (d) To give, serve or publish notices of all Board meetings and Members' meetings and all other  
320 notices that may be necessary or proper, and without command or direction from anyone. In case of  
321 the absence, disability, refusal, or neglect of the Secretary to serve or publish any notices, then such  
322 notices may be served and/or published by the President or the President Elect, or by any person  
323 authorized to do so by either of them or by the Board,  
324

325 (e) To perform the duties assigned to the Secretary in Article X of these bylaws, and  
326

327 (f) Generally to perform all such duties as pertain to the office of Secretary and as may be required by  
328 the Board.  
329

330 (g) In case of the vacancy of the Secretary, a member shall be appointed by the President with the  
331 consent of a majority of the directors.  
332

333 (h) To perform other duties as assigned by the President as needed.  
334

335 **Section 7.7. Chief Financial Officer-Powers and Duties.** The powers and duties of the Chief Financial  
336 Officer are:  
337

338 (a) To supervise and control the keeping of adequate and correct accounts of the corporation's properties  
339 and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and  
340 capital. Such account books shall be maintained at the corporation's principal office and/or at such  
341 other place or places as the Board may direct,  
342

343 (b) To have custody of all funds, securities, evidences of indebtedness and other valuable documents of  
344 the corporation and, at the Chief Financial Officer's discretion, to cause any or all thereof to be  
345 deposited for the account of the corporation with such depository as may be designated from time to  
346 time by the Board, and have oversight of all Chapter accounts and investments.  
347

348 (c) To receive or cause to be received, and to give or cause to be given, receipts for monies paid in for the  
349 account of the corporation,  
350

351 (d) To disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Board,  
352 taking proper vouchers for such disbursements,  
353

354 (e) To render to the President and to the Board, whenever they may require, accounts of all transactions  
355 and of the financial condition of the corporation,  
356

357 (f) To perform the duties described in Sections 10.1 and 10.2 relating, respectively, to the corporation's  
358 annual report and the annual statement of certain transactions and indemnifications, and  
359

360 (g) Generally to do and perform all such duties as pertain to the office of Chief Financial Officer and  
361 as may be required by the Board.  
362

363 (h) In case of the vacancy of the Chief Financial Officer, a member shall be appointed by the President  
364 with the consent of a majority of the directors.  
365

366 (i) To certify to the corporation the Membership list according to Membership category; to determine  
367 eligibility for purposes of participation in WESTOP activities; and to prepare and issue to Members such  
368 cards, certificates, or other evidence of Membership, if any, as the Board may direct. To certify to the  
369 Board the names of eligible voters.

370  
371 (j) To perform other duties as assigned by the President as needed.  
372

## 373 ARTICLE VIII - MEMBERS 374

375 **Section 8.1. Eligibility for Membership.** Any person, program or institution that supports the purposes and  
376 objectives of this corporation, as herein expressed, shall be eligible for Membership according to the  
377 provisions of Section 8.5. Each Membership shall be held by only one person, program or institution.  
378

379 **Section 8.2. Procedure for Admission to and Renewal of Membership.** Any person and/or program or  
380 institution desiring to become a member of WESTOP shall submit to the organization a completed  
381 Membership Application form, together with the amount of the annual dues which corresponds to that category  
382 of Membership for which they are applying. Any member desiring to renew Membership shall give notice and  
383 submit the appropriate amount of annual dues within the time specified by the Board. The eligibility of each  
384 applicant for Membership or renewal of Membership shall be determined by the Membership and Elections  
385 Committee.  
386

387 **Section 8.3. Membership Fee.** Memberships may be issued by the corporation for no consideration or for  
388 such consideration as is determined annually by the Board. In the absence of fraud in the transaction, the  
389 judgment of the directors as to the value of the consideration for Memberships shall be conclusive.  
390

391 **Section 8.4. Voting Membership Not Transferable.** No Voting Member may transfer for value a voting  
392 Membership or any right arising there from.  
393

394 **Section 8.5. Categories of Members.** The corporation shall have the following categories of Membership,  
395 with the Members of each category possessing the qualifications set forth opposite the title to that category:  
396

397 <u>Category</u>	398 <u>Qualification</u>
399 <b><u>I. Voting Members</u></b>	
400 (a) Professional Membership	401 Shall be extended to all eligible persons (see Section 8.1) who 402 meet the qualifications listed in Article II. 403
404 (b) Institutional Membership	405 Shall be extended to all eligible programs (see Section 8.1) that 406 support the purpose and objectives of the corporation listed in 407 Article II. Any Trio and/or other education equity programs 408 within the WESTOP region shall be eligible to establish 409 institutional Membership. Career employees employed by fore 410 mentioned programs/institutional organizations that have 411 established Membership, shall be extended Membership voting 412 rights as determined by the tier system established by the Board 413 of Directors. 414
415 (c) Retired Membership	416 Shall be extended to any retired (and not a full-time education 417 equity employee) person having previously qualified for 418 individual or institutional membership and who wish to continue to promote and advocate access to educational opportunities on



419 behalf of low-income, first-generation students and persons with  
420 disabilities.

421  
422  
423 **2. Non-Voting Members**

424  
425 (a) Student Membership Shall be extended to any student, in high school or college, who  
426 is not full-time TRIO Personnel, and who supports the purpose,  
427 objectives and functions of WESTOP as expressed in Article II,  
428 Sections 2.1 and 2.2.

429  
430 (b) Honorary Membership Shall be extended to an individual or institution as deemed  
431 appropriate by the Board. Honorary Membership will not be  
432 assessed duties.

433  
434 (c) Corporate Membership Shall be extended to any business or industry wishing to  
435 financially support the work of WESTOP.

436  
437 (d) Associate Membership Shall be extended to any Non-TRIO individual or those wishing  
438 to support the mission of WESTOP.

439  
440 **Section 8.6. Rights of Members.**

441  
442 (a) **Voting Members.** Voting Members shall have, in addition to any other rights which may be granted  
443 to them under the Articles, these bylaws, or by law, the right to voice and to vote (1) for the election of  
444 directors; (2) on a disposition of all or substantially all of the corporation's assets; (3) on a merger of the  
445 corporation with another corporation; (4) on a dissolution of the corporation; (5) on an amendment of the  
446 Articles; and (6) on an amendment of these bylaws. Each voting member shall be entitled to one vote on  
447 each matter submitted to a vote of the Voting Members. Each Voting Member shall be eligible to head or  
448 serve on all committees pursuant to Section 4.2.

449  
450 (b) **Non-Voting Members.** Non-Voting Members shall be entitled to voice, but not to vote, on matters  
451 before the corporation and to serve on all committees and shall have such other privileges as may be  
452 granted to them by the Board from time to time. In no event shall Non-Voting Members be granted any  
453 of the rights of Voting Members enumerated in subsection (a). This subsection (b) shall not affect the  
454 contractual rights, if any, of Non-Voting Members.

455  
456 **Section 8.7. Resignation of Member and Expiration of Membership.** A Member may resign from  
457 Membership at any time. An institutional membership roster may be modified according to personnel changes,  
458 as prescribed by the Membership and Elections Committee. Unless otherwise provided in the Articles, all  
459 rights of Membership cease upon a Member's death or dissolution of the corporation. This Section shall not  
460 relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered,  
461 dues, assessments, or fees, arising from contract, or otherwise; nor shall this Section diminish any rights of the  
462 corporation to enforce any such obligation or obtain damages for its breach.

463  
464  
465 **Section 8.8. Dues, Assessments or Fees.** Membership dues shall be set annually by the Board based on the  
466 projected budget prepared by the Chief Financial Officer. A membership issued shall be valid until the end of  
467 the current fiscal year. Assessments or fees for members and non members for the annual conference and  
468 special workshops, activities, services, etc. sponsored by the corporation shall be set by the Board.

469 **Section 8.9. No Distribution to Members.** The corporation shall not make any distribution. For purposes of  
470 this Section, "distribution" means the distribution of any gains, profits, or dividends to any Member as such.

471 Any person who receives any distribution is liable to the corporation for the amount so received by such  
472 person with interest thereon at the legal rate on judgments until paid.

473  
474 **Section 8.10. Board Committees of Members.**  
475

476 (a) **Standing Board Committees.** WESTOP Board shall have the following standing committees:  
477

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

485  
486 (2) **Financial Affairs Committee.** This committee shall be chaired by one of the Chapter Presidents  
487 at the agreement of the entire committee. The voting Members of this committee shall consist of the  
488 Chapter Presidents; the non-voting, ex-officio Members of this committee shall consist of the Chief  
489 Financial Officer, the President-Elect, and the President. This committee shall be responsible for  
490 preparing WESTOP's annual budget and subsequent revisions, and for proposing fiscal policies and  
491 procedures for Board approval.

492  
493 (3) **Strategic Planning Committee.** This committee shall be chaired by the Past President. The voting  
494 Members of this committee shall consist of the Chapter Presidents; the non-voting, and other members  
495 as appointed by the President.

496  
497 (4) **Bylaws Committee.** This committee shall be chaired by the Past President. This committee shall  
498 be responsible for reviewing the bylaws periodically to correct errors and eliminate inconsistencies,  
499 requesting recommendations for amendments from the Board and the Membership, and overseeing the  
500 amendment process. The committee shall have representation from all chapters.

501  
502 (b) **Powers of Board Committees.** Any such Board committee, to the extent provided in the resolution of  
503 the Board or in these bylaws, shall have all the authority of the Board except with respect to:  
504

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

507  
508 (2) The filling of vacancies on the Board or on any committee,

509  
510 (3) The fixing of compensation of the directors for serving on the Board or on any committee,

511  
512 (4) The amendment or repeal of these bylaws or the adoption of new bylaws,

513  
514 (5) The amendment or repeal of any resolution of the Board which by its express terms is not so  
515 amendable or repealable,

516  
517 (6) The appointment of committees of the Board or the Members thereof, and

518  
519 (7) The approval of any self-dealing transaction, as defined in Section 5233 of the California  
520 Nonprofit Public Benefit Corporation Law.

521  
522 **Section 8.11. Service Council Committees of Members**  
523

524 a) **Service Council Committees Description** These committees will be chaired by WESTOP Members not  
525 currently seated on the Board. The Service Council committees may only perform duties and take actions as  
526 authorized by the Board. The Service Council committees shall not take any actions contrary to board  
527 policies, procedures, and bylaws.  
528

529 b) **Standing Service Council Committees.** WESTOP Service Council shall have the following standing  
530 committees:  
531

532 (1) **Membership and Elections.** This committee shall be responsible for actively promoting,  
533 recruiting and retaining Membership in WESTOP. This committee shall also be responsible for  
534 developing the procedures to be used in the election of directors, developing lists of individuals  
535 eligible to be nominated and vote, and overseeing the counting of votes. If the committee chair is a  
536 candidate for the WESTOP Board, the President Elect will Chair the Elections.  
537

538 (2) **Research.** This committee shall specifically address itself to the concerns mentioned in Sections  
539 2.2 (c), and (d). The responsibilities of the Research Committee shall include, but not be limited to,  
540 the promotion of research and advancements as it benefits WESTOP’s purpose and those of programs  
541 represented by our Membership.  
542

543 (3) **Legislation and Education.** This committee shall specifically address itself to the concerns  
544 mentioned in Sections 2.2 (e), (f), (g), (h) and (i). Additionally, this committee shall make every  
545 effort to educate the Membership on pertinent legislative issues and the legislative process.  
546

547 (4) **Public Relations.** This committee shall specifically address itself to the concerns mentioned in  
548 Sections 2.2 (b) (e), and (i). This committee will be responsible for all aspects of public relations  
549 regarding the WESTOP Association.  
550

551 (5) **Professional Development.** This committee shall specifically address itself to the concerns  
552 mentioned in Sections 2.2 (a) This committee shall be responsible for organizing and coordinating  
553 activities that enhance the professional development of WESTOP Members. This committee will also  
554 be responsible for organizing and coordinating the Annual Conference.  
555

556 (6) **Resource Development.** This committee shall specifically address itself to the concerns  
557 mentioned in Sections 2.2 (e). This committee shall be responsible for organizing and coordinating  
558 resource development activities for the Association.  
559

560 (7) **Technology Committee.** This committee shall specifically address itself to the concerns  
561 mentioned in Sections 2.2 (c). This committee shall be responsible for the promotion of the  
562 Association’s use of technology and training.  
563

564 **Section 8.12. Adhoc Committees of Members.** Task-oriented special committees shall be established and  
565 dissolved from time to time as the President and the Board see fit. Such committees shall operate within  
566 the purpose and objectives of the Association, shall be specifically charged, and shall be automatically  
567 dismissed upon completion of the task.  
568

569 **Section 8.13 Fiscal Accountability of Committees.** All committees shall follow policy and procedures as  
570 prescribed by the Fiscal and Accounting Policies Manual.  
571

572 **Section 8.14 Chapter Committees of Members.** It is the task of each Chapter to have standing  
573 committees that reflect the Service Council committees. Members of these committees at the Chapter  
574 level will work with the Chairperson of the Service Council standing committees.  
575  
576

577 **ARTICLE IX - MEETINGS OF MEMBERS**

578  
579 **Section 9.1. Place of Members' Meetings.** The annual meeting and any special meeting of Members shall be  
580 held at the principal office of the corporation or at such other place within or without California as may be  
581 designated in the notice of such meeting.

582  
583 **Section 9.2. Annual Meetings.** The annual meeting of Members shall be held at a time and place designated  
584 by the Board of Directors. Election of the Elected Directors shall be held at the annual meeting, as provided in  
585 Section 9.13(b), and any other proper business may be transacted therein.

586  
587 **Section 9.3. Special Meetings.** Special meetings of Members may be called by the Board or the President. In  
588 addition, special meetings of Voting Members for any lawful purpose may be called by five percent (5%) or  
589 more of the Voting Members.

590 **Section 9.4. Record Date.**

591  
592  
593 **(a) Right to Notice of Members' Meetings.** The record date for the purpose of determining the Members  
594 entitled to notice of the Annual Meeting of Members shall be at least 30 days before the date of the  
595 meeting. The record date for the purpose of determining the Members entitled to notice of any special  
596 meeting shall be no more than 90 nor less than 10 days before the date of the meeting. A determination of  
597 Voting Members entitled to notice of a meeting of Members shall apply to any adjournment of the  
598 meeting unless the Board fixes a new record date for the adjourned meeting.

599  
600 **(b) Right to Vote.** The record date for the purpose of determining the Voting Members entitled to vote at  
601 the annual meeting or any special meeting of Members shall be the date of the meeting. Such record date  
602 shall also apply in the case of an adjournment of the meeting unless the Board fixes a new record date for  
603 the adjourned meeting.

604  
605 **(c) Right to Cast Written Ballot.** The Board may fix, in advance, a date as the record date for the  
606 purpose of determining the Voting Members entitled to cast written ballots. Such record date shall be no  
607 less than 30 days before the date on which the first written ballot is mailed or solicited. If no record date  
608 is fixed, Voting Members on the date the first written ballot is mailed or solicited who are otherwise  
609 eligible to vote are entitled to cast written ballots.

610  
611 **(d) Other Actions.** The Board may fix, in advance, a date as the record date for the purpose of  
612 determining the Voting Members entitled to exercise any rights in respect to any other lawful action.  
613 Such record date shall not be more than 60 days prior to such other action. If no record date is fixed,  
614 Voting Members at the close of business on the day on which the Board adopts the resolution relating  
615 thereto, or the 60th day prior to the date of such other action, whichever is later, are entitled to exercise  
616 such rights.

617  
618 **Section 9.5. Notice of Members' Meetings.**

619  
620 **(a) Content and Time of Required Notice.** A written notice of a meeting of Members shall be given by  
621 first class mail, with respect to an annual meeting, not less than 60 days and, with respect to a special  
622 meeting, not less than 10 days before the date of the meeting to each Voting Member who, on the record  
623 date for notice of the meeting, is entitled to vote thereat, as well as to each Non-Voting Member on the  
624 record date. Such notice shall state the place, date and time of the meeting and (1) in the case of a special  
625 meeting, the general nature of the business to be transacted, and no other business may be transacted; (2)  
626 in the case of an annual meeting, those matters which the Board, at the time the notice is given, intends to  
627 present for action by the Voting Members, but, except as otherwise provided in Section 9.5(b) and  
628 Section 9.8, any proper matter may be presented at the meeting for such action. The notice of any

629 meeting at which directors are to be elected shall include the names of all those who are nominees at the  
630 time the notice is given to Voting Members.

631  
632 **(b) Notice of Certain Agenda Items.** Except by unanimous approval by those entitled to vote, any  
633 approval of the Voting Members of any of the following matters shall be valid only if the general nature  
634 of the proposal so approved was stated in the notice of meeting or in any written waiver of notice: (1)  
635 removal of any or all Elected Directors without cause, (2) election of a director to fill an Elected Director  
636 vacancy, (3) amendment of the Articles or these bylaws, or (4) dissolution of the corporation.

637  
638 **(c) Method of Giving Notice.** Notice of a Members' meeting or any report shall be given either  
639 personally or by mail or other means of written communication, addressed to the Voting Member at the  
640 address of such Voting Member appearing on the books of the corporation or given by the Voting  
641 Member to the corporation for the purpose of notice: or, if no such address appears or is given, at the  
642 place where the principal office of the corporation is located or by publication at least once in a  
643 newspaper of general circulation in the county in which the principal office is located; or (3) in the  
644 corporation's newsletter, magazine or other organ as provided in Section 11.2. An affidavit of giving of  
645 any notice or report in accordance with the provisions of this Section, executed by the Secretary or any  
646 transfer agent, shall be prima facie evidence of the giving of the notice or report.

647  
648 **(d) When Notice is No Longer Required.** If any notice or report addressed to a Voting Member at the  
649 address of such Voting Member appearing on the books of the corporation is returned to the corporation  
650 by the United States Postal Service marked to indicate that the United States Postal Service is unable to  
651 deliver the notice or report to the Voting Member at such address, all future notices or reports shall be  
652 deemed to have been duly given without further mailing if the same shall be available for the Voting  
653 Member upon written demand of the Voting Member at the principal office of the corporation for a  
654 period of one year from the date of the giving of the notice or report to all other Voting Members.

655  
656 **(e) Method of Giving Notice-Certain Special Meetings.** Upon request in writing to the President,  
657 President Elect or Secretary any member (other than the Board) is entitled to request a special meeting of  
658 Members (see Section 9.3), the officer forthwith shall cause notice to be given to the Voting Members  
659 entitled to vote that a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90  
660 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request,  
661 the persons entitled to call the meeting may give the notice.

662  
663 **Section 9.6. Adjourned Meetings.** When a Members' meeting is adjourned to another time or place, except as  
664 provided in this Section, notice need not be given of the adjourned meeting if the time and place thereof are  
665 announced at the meeting at which the adjournment is taken. At the adjourned meeting, the corporation may  
666 transact any business which might have been transacted at the original meeting. If the adjournment is for more  
667 than 45 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the  
668 adjourned meeting shall be given to each Voting Member of record entitled to vote at the meeting.

669  
670 **Section 9.7. Consent to Members' Meeting.** The transactions of any meeting of Members, however called  
671 and noticed and wherever held, are as valid as those had at a meeting duly held after regular call and notice if a  
672 quorum is present either in person or by proxy and if, either before or after the meeting, each of the persons  
673 entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent or the holding  
674 of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed  
675 with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting  
676 shall constitute a waiver of notice of and presence at such meeting except when the person objects, at the  
677 beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or  
678 convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of  
679 matters required by the California Nonprofit Public Benefit Corporation Law to be included in the notice but  
680 not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at, nor

681 the purpose of any regular or special meeting of Members, need be specified in any written waiver of notice,  
682 consent to the holding of the meeting or approval of the minutes thereof, unless otherwise provided in the  
683 Articles or these bylaws and except as provided in Section 9.5(b).  
684

685 **Section 9.8. Quorum.** One-fourth (1/4) of the Voting Members entitled to vote at a meeting of Members,  
686 represented in person, shall constitute a quorum at such meeting. If a quorum is present, the affirmative vote of  
687 the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be  
688 the act of the Voting Members, provided that if the meeting is attended, in person or by proxy, by less than  
689 one-half (1/2) of the voting power, then the only matters that may be voted on are those matters included in the  
690 Notice of that meeting. The Voting Members present at a duly called or held meeting at which a quorum is  
691 present may continue to transact business until adjournment notwithstanding the withdrawal of enough Voting  
692 Members required to leave less than a quorum if any action taken (other than adjournment) is approved by at  
693 least a majority of the Voting Members required to constitute a quorum. In the absence of a quorum, any  
694 meeting of Members may be adjourned from time to time by the vote of a majority of the votes represented in  
695 person, but no other business may be transacted except as provided in the preceding sentence.  
696

697 **Section 9.9. Action Without Meeting-Written Ballot.** Unless otherwise provided in the Articles, any action  
698 which may be taken at any regular or special meeting of Members may be taken without a meeting if the  
699 corporation distributes a written ballot to every Voting Member entitled to vote on the matter. Such ballot shall  
700 set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and  
701 provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot  
702 pursuant to this Section shall be valid only when the number of votes cast by ballot within the time period  
703 specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the  
704 number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at  
705 which the total number of votes cast was the same as the number of votes cast by ballot. Ballots shall be  
706 solicited in a manner consistent with the requirements of Sections 9.5(c) and 9.10. All such solicitations shall  
707 indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other  
708 than for the election of directors, shall state the percentage of approvals necessary to pass the measure  
709 submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.  
710 A written ballot may not be revoked. Directors may be elected by written ballot under this Section.  
711

712 **Section 9.10. Proxies.** Every person entitled to vote by Membership may authorize another person or persons  
713 to act by proxy with respect to such Membership. "Proxy" means a written authorization signed by a Voting  
714 member or the Voting Member's attorney-in-fact giving another person or persons power to vote on behalf of  
715 such Voting Member. "Signed" for the purpose of this Section means the placing of the Voting Member's  
716 name on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the  
717 Voting Member or such Voting Member's attorney-in-fact. Any proxy purported to be executed in accordance  
718 with the provisions of this Section shall be preemptively valid. No proxy shall be valid after the expiration of  
719 11 months from the date thereof. Every proxy continues in full force and effect until revoked by the person  
720 executing it prior to the vote pursuant thereto. Such revocation may be affected by a writing delivered to the  
721 corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the  
722 prior proxy and presented to the meeting or, as to any meeting, by attendance at such meeting and voting in  
723 person by the person executing the proxy. The dates contained on the forms of proxy preemptively determine  
724 the order of execution, regardless of the postmark dates on the envelopes in which they are mailed. A proxy is  
725 not revoked by the death or incapacity of the maker or the termination of a Membership as a result thereof  
726 unless, before the vote is counted, written notice of such death or incapacity is received by the corporation. The  
727 proxy of a Voting Member may not be irrevocable. Anything to the contrary notwithstanding, any proxy  
728 covering (1) any of the matters described in Section 9.5(b); (2) the repeal, restriction or expansion of proxy  
729 rights; (3) merger; (4) amendment of any agreement of merger; (5) the sale, lease, conveyance, exchange or  
730 other disposition of all or substantially all of the corporation's assets other than in the usual and regular course  
731 of the corporation's activities; or (6) dissolution is not valid as to such matters unless it sets forth the general  
732 nature of the matter to be voted on or, in the event of an election of directors, unless the proxy lists those  
733 nominated at the time the notice of the vote is given to Voting Members.

734  
735 **Section 9.11. Voting by Proxy Written Ballot-Procedure.** Any form of proxy or written ballot distributed to  
736 10 or more Voting Members of the corporation at a time when the corporation has 100 or more Voting  
737 Members shall afford an opportunity on the form of proxy or written ballot to specify a choice between  
738 approval and disapproval of each matter or group of related matters intended, at the time the proxy or written  
739 ballot is distributed, to be acted upon by such proxy or written ballot, and shall provide, subject to reasonable  
740 specified conditions, that where the person solicited specified a choice with respect to any such matter the vote  
741 shall be cast in accordance therewith. In any election of directors, any form of written ballot in which the  
742 directors to be voted upon are named therein as candidates and which is marked by a Voting Member  
743 "withhold" or otherwise marked in a manner indicated that the authority to vote for the election of directors is  
744 withheld shall not be voted whether for or against the election of a director. Failure to comply with this Section  
745 shall not invalidate any corporate action taken, but may be the basis for challenging any proxy or written  
746 ballot.

747  
748 **Section 9.12. Voting Agreements Invalid.** A voting agreement or voting trust agreement entered into by a  
749 Voting Member or Voting Members of the corporation shall not be enforced.

750  
751 **Section 9.13. Special Provisions Relating to Election of Elected Directors.**

752  
753 **(a) Nominations.**

754  
755 **(1) Nomination Procedure Generally.** As to the eleven directors elected by Voting Members  
756 (President, President Elect, Past President, Secretary, Chief Financial Officer, and six Chapter  
757 Presidents), there shall be available to the Voting Members reasonable nomination and election  
758 procedures given the nature, size and operations of the corporation. The procedures shall include (a)  
759 a reasonable means of nominating persons for election as directors; (b) a reasonable opportunity for  
760 a nominee to communicate to the Voting Members the nominee's qualifications and the reasons for  
761 the nominee's candidacy; (c) a reasonable opportunity for all nominees to solicit votes; and (d) a  
762 reasonable opportunity for all Voting Members to choose among the nominees. Subject to the  
763 provisions of California Corporations Code Section 5522 (applicable to this corporation at such time  
764 as its Voting Membership may reach 5,000) any person who is qualified to be elected to the Board  
765 may be nominated (a) by any method authorized in these bylaws or by the Board; (b) by petition  
766 delivered to an officer of the corporation, signed within 11 months preceding the next time directors  
767 will be elected, by Voting Members representing 2 percent of voting power, or (c) if there is a  
768 meeting to elect directors, by any Voting Member present at the meeting in person.

769  
770 **(2) Use of Corporate Funds to Support Nominee.** No corporate funds may be expended to support  
771 one nominee over any other nominee for director.

772  
773 **(3) Publication of Material, Soliciting Votes-Rights.** Where the corporation, at any time when the  
774 corporation has 500 or more Voting Members, publishes any material soliciting a vote for any  
775 nominee for director in any publication owned or controlled by the corporation, it shall make  
776 available to all other nominees, in the same issue of the publication, an equal amount of space, with  
777 equal prominence, to be used by the nominee for a purpose reasonably related to the election.

778  
779 **(b) Elections.** Elections shall be held at each annual meeting of the Membership. Board Members to be  
780 elected shall be:

781                   President Elect  
782                   Secretary (2 year term)  
783                   Chief Financial Officer (2 year term)  
784                   Chapter Presidents (6)  
785

786 The office of President shall be automatically succeeded to by the preceding year's President Elect. The  
787 office of the Past President shall be automatically succeeded to by the preceding year's President. The  
788 term of all elected and appointed board members including Chapter Presidents, is one year and shall  
789 begin on the first day of the following fiscal year.  
790

791 **(c) Terms of Office.** The term of all officers and directors shall be either one or two years. With respect  
792 to all officer and director positions, other than the President, President Elect, and Past President, any  
793 person can be elected or appointed to serve a maximum of 3 consecutive years in any one position, except  
794 the secretary and Chief Financial Officer who may serve a maximum of 4 years in their capacities. After  
795 a minimum of one year off the Board of Directors, said member can again be elected or appointed under  
796 the same rules and conditions.  
797

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

799

800  
801 **Section 10.1. Annual Report.** The Board shall cause an annual report to be sent to the Voting and Non-Voting  
802 Members not later than 120 days after the close of the corporation's fiscal year. Such report shall contain in  
803 appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the corporation as of  
804 the end of the fiscal year; (2) the principal changes in assets and liabilities, including trust funds, during the  
805 fiscal year; (3) the revenue or receipts of the corporation, both unrestricted and restricted to particular  
806 purposes, for the fiscal year; (4) the expenses or disbursements of the corporation, for both general and  
807 restricted purposes, during the fiscal year; (5) any information required by Section 10.2. The report required by  
808 this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such  
809 report, the certificate of the Chief Financial Officer or other authorized officer of the corporation that such  
810 statements were prepared without audit from the books and records of the corporation. This Section does not  
811 apply if the corporation does not have more than 100 Voting Members or \$10,000 in assets at any time during  
812 the fiscal year, except that a report with the information required by this Section shall in any event be furnished  
813 annually to: (1) directors of the corporation; and (2) any Voting Member who requests it in writing. If the  
814 corporation solicits contributions in writing from 500 or more persons, it need not send the report otherwise  
815 required by this Section if it does all of the following:  
816

817 **(a)** includes with any written material used to solicit contributions a written statement that its latest annual  
818 report will be mailed upon request and that such request may be sent to the corporation at a name and  
819 address which is set forth in the statement. The term "annual report" as used in this Section refers to the  
820 report required by this Section;  
821

822 **(b)** promptly mails a copy of its latest annual report to any person who requests a copy thereof; and  
823

824 **(c)** causes its annual report to be published not later than 120 days after the close of its fiscal year in a  
825 newspaper of general circulation in the county in which its principal office is located.  
826

827 **Section 10.2. Annual Statement of Certain Transactions and Indemnifications.** Any provision of the  
828 Articles or these bylaws notwithstanding, the corporation shall furnish annually to the Voting Members a  
829 statement of any transaction or indemnification of a kind described below, if any such transaction or  
830 indemnification took place. If the corporation issues an annual report to all Voting Members, this Section shall  
831 be satisfied by including the required information in the annual report. If the corporation does not issue an  
832 annual report to all Members pursuant to Section 10.1, it shall satisfy this Section by mailing or delivering to  
833 its Voting Members the required statement within 120 days after the close of the corporation's fiscal year.  
834 Except as provided below, a "covered transaction" under this Section is a transaction in which the corporation,  
835 its parent, or its subsidiary was a party, and in which either of the following had a direct or indirect material  
836 financial interest: (1) any director or officer of the corporation, or its parent or subsidiary; or (2) any holder of  
837 more than 10 percent of the voting power of the corporation, its parent or its subsidiary. For the purpose of this



838 Section, (1) an "interested person" is any person described in item (1) or (2) of the preceding sentence, and (2) a  
839 mere common directorship is not a material financial interest.

840  
841 The statement required by this Section shall describe briefly: (1) any covered transaction during the previous  
842 fiscal year involving more than \$40,000, or which was one of a number of covered transactions in which the  
843 same interested person had a direct or indirect material financial interest, and which transactions in the  
844 aggregate involved more than \$40,000; (2) the names of the interested persons involved in such transactions,  
845 stating such person's relationship to the corporation, the nature of such person's interest in the transaction and,  
846 where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of  
847 which such person is a partner, only the interest of the partnership need be stated. The statement required by  
848 this Section shall describe briefly the amount and circumstances of any indemnifications or advances  
849 aggregating more than \$10,000 paid during the fiscal year to any officer or director pursuant to Section 5238  
850 of the California Nonprofit Public Benefit Corporation Law, provided that no such report need be made in the  
851 case of indemnification approved by the Voting Members as provided in Section 5238(e) of that Law.

852  
853 **Section 10.3. Right of Voting Members to Inspect Voting Membership List.**

854  
855 **(a) Inspection Rights.** Subject to subsections (b), (c) and (d), a Voting Member may do either or both of  
856 the following: (1) inspect and copy the records of all the Voting Members' names, addresses, and voting  
857 rights, at reasonable times, upon 5 business days' prior written demand upon the corporation, which  
858 demand shall state the purpose for which the inspection rights are requested; (2) obtain from the Secretary  
859 of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses  
860 and voting rights of those Voting Members entitled to vote for the election of directors as of the most  
861 recent record date for which it has been compiled or as of a date specified subsequent to the date of  
862 demand. The demand shall state the purpose for which the list is requested. The Voting Membership list  
863 shall be made available on or before the later of 10 business days after the demand is received or the list is  
864 to be compiled.

865  
866 **(b) Voting Members Entitled to Inspection Rights.** The rights set forth in subsection (a) may be  
867 exercised by: (1) any Voting Member for a purpose reasonably related to such person's interest as a  
868 Voting Member, but where the corporation reasonably believes that the information will be used for  
869 another purpose, or where it provides a reasonable alternative pursuant to subsection (c), it may deny the  
870 Voting Member access to the list; (2) the authorized number of Voting Members for a purpose reasonably  
871 related to such Voting Members' interests as Voting Members. The "authorized number" means 5 percent  
872 of the voting power, except that where the total number of votes entitled to be cast for a director is 1,000  
873 or more, but less than 5,000, then the authorized number shall be 2 1/2 percent of the voting power, but not  
874 less than 50, and where the total number of votes entitled to be cast for a director is 5,000 or more, then the  
875 authorized number shall be one-twentieth of one percent of the voting power, but not less than 125. Any  
876 right in this Section which may be exercised by the authorized number may be exercised by a Voting  
877 Member with written authorizations obtained within any 11-month period from Voting Members who, in  
878 the aggregate, hold the equivalent voting power. Any such authorization shall specify the right to be  
879 exercised hereunder and the duration thereof (which shall not exceed three years).

880  
881 **(c) Alternative to Furnishing Voting Membership List.** The corporation may, within 10 business days  
882 after receiving a demand under subsection (a), deliver to the person or persons making the demand a  
883 written offer of an alternative method of achieving the purpose identified in such demand without  
884 providing access to or a copy of the Voting Membership list. An alternative method which reasonably and  
885 in a timely manner accomplishes the proper purpose set forth in a demand made under subsection (a) shall  
886 be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the  
887 corporation fails to do those things which it offered to do. Without limiting the reasonable alternatives  
888 which may be so offered, an offer by the corporation to include a Voting Member's desired  
889 communication to other Voting Members in the corporation's newsletter, magazine or other organ (upon  
890 payment of a reasonable charge thereof) shall be a reasonable alternative if it is sent to the Voting

891 Members soon enough reasonably to accomplish the Voting Members stated purpose. Any rejection of  
892 the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does  
893 not meet the proper purpose of the demand made pursuant to subsection (a). Nothing in this Section shall  
894 be construed to limit the right of the corporation to obtain injunctive relief necessary to restrain misuse of  
895 the Voting Membership list.

896  
897 **(d) Improper Uses of Membership List.** The Membership list is a corporate asset. Without consent of the  
898 Board, the Membership list or any part thereof may not be used by any person for any purpose unrelated to  
899 a member's interest as a member. Without limiting the generality of the foregoing, without the consent of  
900 the Board, the Membership list or any part thereof may not be (1) used to solicit money or property, unless  
901 such money or property will be used solely to solicit the vote of Voting Members in an election to be held  
902 by the corporation; (2) used for any purpose which the user does not reasonably and in good faith believe  
903 will benefit the corporation; (3) used for any commercial purpose or purpose in competition with the  
904 corporation; or (4) sold to or purchased by any person; provided, however, that nothing in this subsection  
905 (d) shall prevent the corporation itself from selling the Membership list to any person.

906  
907 **Section 10.4. Right of Members to Inspect Accounting Books, Records and Minutes.** The accounting  
908 books and records and minutes of the proceedings of the Members and the Board and committees of the Board  
909 shall be open to inspection upon the written demand on the corporation of any Voting or Non-Voting member  
910 at any reasonable time, for a purpose reasonably related to such person's interests as a Member.

911  
912 **Section 10.5. Right of Members to Inspect Articles and Bylaws.** The corporation shall keep, at its principal  
913 office in California, the original or a copy of the Articles and these bylaws, as amended to date, which shall be  
914 open to inspection by the Voting and Non-Voting Members at all reasonable times during office hours.

915  
916 **Section 10.6. Inspection Rights of Directors.** Every director shall have the absolute right at any reasonable  
917 time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties  
918 of the corporation and each of its subsidiary corporation, if any.

919  
920 **Section 10.7. Inspection by Agent; Extracts.** Any inspection under this Article may be made in person by  
921 agent or attorney, and the right of inspection includes the right to copy and make extracts. If any record subject  
922 to inspection, pursuant to this Article, is not maintained in written form, a request for inspection is not  
923 complied with unless and until the corporation at its expense makes such record available and in written form.

## 924 925 **ARTICLE XI - MISCELLANEOUS PROVISIONS**

926  
927 **Section 11.1. Interpretation of Bylaws.** Unless defined differently herein, or unless the context requires a  
928 different meaning, terms used in these bylaws shall have the same meaning as may be given to them in the  
929 California Nonprofit Public Benefit Corporation Law, as amended from time to time. To the extent possible,  
930 these bylaws shall be construed as supplemental to all laws applicable to the same subject matter and shall be  
931 fully complied with unless such compliance shall be illegal. Any provision of these bylaws which is  
932 inconsistent with any applicable law shall not be complied with, but such inconsistency shall not affect the  
933 validity of any other provisions of these bylaws.

934  
935 **Section 11.2. Notices.** Unless otherwise expressly provided herein, any notice required or permitted to be  
936 given under these bylaws shall be deemed effectively given (1) when deposited in the United States mail,  
937 addressed to the recipient at his last address, if any, appearing on the corporation's books and with first-class  
938 postage thereon prepaid; (2) when personally delivered in writing to the recipient; (3) when delivered in  
939 writing to a common carrier for transmission, or actually transmitted by the person giving notice by electronic  
940 means, to the recipient; or (4) when communicated orally, in person or by telephone or radio, to the recipient  
941 or to a person at the recipient's office who the person giving notice has reason to believe will promptly  
942 communicate it to the recipient. Notwithstanding any provision to the contrary in these bylaws (except in the  
943 case of expulsion of a Voting Member or the suspension or termination of Voting Membership rights), a notice

944 or report mailed or delivered as part of a newsletter, magazine or other organ regularly sent to Members shall  
945 constitute written notice or report when addressed and mailed or delivered to the Member, or in the case of  
946 Members who are residents of the same household and who have the same address on the books of the  
947 corporation, when addressed and mailed or delivered to one of such Members, at the address appearing on the  
948 books of the corporation.

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

951  
952 **Section 11.4. Instruments in Writing.** All checks, drafts, demands for money and notes of the corporation,  
953 and all written contracts of the corporation, shall be signed by such officer or officers, agent or agents, as the  
954 Board may from time to time designate. No officer, agent or employee of the corporation shall have the power  
955 to bind the corporation by contract or otherwise unless authorized to do so by these bylaws or by the Board.

956  
957 **Section 11.5. Approval of the Voting Members-Defined.** As used in these bylaws, "approval by (or approval  
958 of) the Voting Members" means approved or ratified by the affirmative vote of a majority of the votes  
959 represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also  
960 constitute a majority of the required quorum) or written ballot in conformity with Section 9.9.

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

962  
963  
964 **Section 12.1. Amendment by Voting Members.** The bylaws may be adopted, amended or repealed only by  
965 approval of the Voting Members (see Section 11.5) at a meeting of Members or by written ballot.

966  
967 **Section 12.2. Procedure for Submission of Proposals for the Amendment of Bylaws.** Any Director or  
968 Voting Member may submit a proposal to adopt, amend or repeal bylaws for consideration by the Voting  
969 Membership according to the following procedure:

970  
971 (a) Any and all proposed amendments to these bylaws shall be submitted to the Board of directors at least  
972 20 days prior to a Board meeting at which these shall be considered by the Board.

973  
974 (b) The initial discussion of any duly proposed amendment shall be considered a first reading and no  
975 official action shall be taken until the following regular or special Board meeting. All proposed changes  
976 must be approved, after the second reading, by a two-thirds vote of Board before submission to the  
977 Membership for adoption vote.

978  
979 (c) Any amendment proposal approved by the Board shall be submitted to the Members at least 30 days  
980 prior to a required vote for adoption.

981  
982 (d) Any amendment proposal not approved by the Board may be submitted to the Voting Members by the  
983 proponent at the next annual or special meeting, provided the proponent requests the Secretary to include  
984 the wording of the proposal, its justification and the Board's position in the Notice of the meeting required  
985 under Section 9.5.

986  
987 **Section 12.3. Adopted Amendments.** Adopted amendments shall go into effect following adoption by the  
988 Membership except for those pertaining to newly elected officers/directors. In such case, those particular  
989 amendments shall go into effect after the expired term of the affected officer/director.

990  
991 **Section 12.4. Impermissible Bylaws.** No amendment of the Articles of these bylaws may extend the term of  
992 a director beyond that for which the director was elected. Any reduction in the number of directors authorized  
993 in the Articles or these bylaws does not remove any director prior to the expiration of such director's term of  
994 office.

995

996 **Section 12.5. Bylaws Corrections.** The Board may correct grammar and numbering errors as necessary. Such  
997 corrections may not change the meaning or purpose of the statements.  
998  
999