

**BYLAWS OF  
BAKERSFIELD SISTER CITY PROJECT CORPORATION  
A CALIFORNIA CORPORATION**

**ARTICLE I – OFFICES**

**Section 1. PRINCIPAL OFFICE.** The principal office for the transaction of the business of the Corporation is fixed and located at City Hall, 1600 Truxtun Avenue, in the City of Bakersfield, County of Kern, State of California.

**Section 2. OTHER OFFICES.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places within the City of Bakersfield.

**ARTICLE II—MEMBERS**

Section 1: **QUALIFICATIONS FOR MEMBERSHIP.** Any person or organization that embraces the purposes and policies of the Bakersfield Sister City Project Corporation (BSCPC) shall be eligible for Membership.

Section 2: **TYPES OF MEMBERSHIP.** Membership shall consist of individuals, families, organizations, and businesses wishing to support and participate in the activities of BSCPC. There will be the following types of Membership:

- 1) **General Membership (Individual or family).** Only adult persons are eligible for General Membership. General Members may join as an individual or family. A Family is defined as a group of persons living together in one household with up to two adults plus children. All General Members shall have one vote. No family Membership shall have more than two votes.
- 2) **Senior Membership (Individual or Family):** Only persons age 65 or older are eligible for Senior Membership. Only one Member of a family must be age 65 to qualify for senior status. A Senior Membership shall include all the rights and privileges as a General Membership.
- 3) **Student Membership:** Only individual students enrolled full-time in college are eligible. A Student Membership shall have the same rights and privileges as a General Membership.
- 4) **Business/Organization Memberships** shall consist of the following:
  - a. **Sustaining Membership:** An Organization or business is eligible for Sustaining Membership. A Sustaining Membership shall have the same rights and privileges as an individual General Membership (one vote).
  - b. **Corporate Membership:** Any Corporation that does business in Kern County is eligible for a Corporation Membership. A Corporation Membership shall have the same rights and privileges as a family General Membership (2 votes).
- 5) **Life Membership:** A life Membership may be awarded to Members for exemplary service to BSCPC or may be purchased by paying the Life Membership Dues, as determined by resolution of the Board of Directors. A Life Membership may be individual or family, and shall include all the rights and privileges as a General Membership.

Section 3: **DUES.** The amount of annual and life dues payable to BSCPC by Members shall be determined by resolution of the Board of Directors.

- 1) **Annual Membership Dues:** For new Members, dues shall be payable for the first year upon admission to Membership, prior to the Annual Meeting of Members to be considered a "Member of Record" for voting purpose. For renewing Members, annual dues shall be payable prior to the election at the Annual Meeting of Members.
- 2) **Life Membership Dues** shall be payable upon admission to life Membership.

Section 4: **DUTIES AND PRIVILEGES OF MEMBERSHIP.**

- 1) **Members in Good Standing** are defined as those who support the purposes and programs of BSCPC by:
  - a. Attending the Annual Meeting of Members and any Special Meetings
  - b. Participating in BSCPC-sponsored events
  - c. Serving on BSCPC committees as needed
  - d. Providing financial support to BSCPC programs through dues and donations
- 2) **Voting Privileges:** Only Members of record (those who are current dues-paying Members) may cast votes at the Annual Meeting of Members or at Special Meetings of Members.
- 3) **Restrictions:** Under no circumstances shall a Member obligate BSCPC in anyway without the prior approval of the Membership or without the specific direction of the Board of Directors of BSCPC.

Section 5: **TERMINATION OF MEMBERSHIP.**

- 1) **Resignation of Membership:** A Member may at any time resign by delivering a written notice to the Secretary of the Board of Directors. Resignation shall be effective on the date and time of receipt of such notice. No Membership fees shall be refunded.
- 2) **Expulsion of Member:**
  - a. Membership will automatically expire for non-payment of dues. In the case of non-payment of dues, the Member may be reinstated as a Member in good standing upon payment of delinquent dues.
  - b. A Member may be expelled, and all Membership rights may be terminated upon the good faith determination of the Board of Directors that the Member has failed to act in the best interests of BSCPC or to be dedicated to its purposes as set forth in these By-Laws. The Secretary of the Board shall give the Member who is subject to termination at least 15 days prior written notice, in which the reasons for the termination are set forth.
- 3) **Loss of Privileges:** A terminated Member shall not be entitled to exercise any of the Membership rights set forth in the By-Laws.

**ARTICLE III – MEETINGS OF MEMBERS**

**Section 1. ANNUAL MEETINGS.** All annual meetings of Members shall be held during the months of February or March in each year at a time and place designated by the Board of Directors.

**Section 2. BUSINESS TO BE TRANSACTED.** At the annual meeting of Members, Directors shall be elected, reports of the officers of the Corporation shall be considered, and any other business may be transacted that is within the power of the Members.

**Section 3. NOTICE OF MEETINGS.** Notice of all meetings of Members shall be given in writing to Members entitled to vote by the Secretary or other person charged with that duty, or, in case of his neglect or refusal, or if there is no person charged with the duty of giving notice, by any Director or Member.

**Section 4. HOW NOTICE TO BE GIVEN.** Notice of Meetings may be given to any Member by email or by mail, prepaid, addressed to the Member at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. If a Member gives no address, notice shall be deemed to have been given if sent by mail or made available on the BSCPC website.

**Section 5. TIME FOR NOTICE; WHAT NOTICE MUST SPECIFY.** The notice shall be sent to each Member entitled thereto not less than ten days before the meeting and shall specify the

place, the day, and the hour of the meeting. Notice of the annual meeting of Members shall include a statement of the general nature of the business proposals that are to be acted on at the meeting.

**Section 6. SPECIAL MEETINGS.** Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President, by the Board of Directors, or by ten or more Members.

**Section 7. NOTICE OF SPECIAL MEETINGS.** On request in writing to the President, vice-President, or Secretary, sent by registered mail or delivered to the officer by any person entitled to call a meeting of Members, the officer forthwith shall give notice to the Members entitled to vote that a meeting will be held at a time fixed by the officer, not less than ten or more than sixty days after the receipt of the request. If the notice is not given within seven days after the date of delivery or the date of mailing, the person calling the meeting may fix the time of meeting and give notice in the manner provided herein. Nothing contained herein shall be construed as limiting, fixing, or affecting the time or date when a meeting of Members called by action of the Board of Directors may be held.

**Section 8. CONTENTS OF NOTICE OF SPECIAL MEETINGS.** Note of any special meetings of Members shall specify the place, the date, and the hour of the meeting and state the general nature of the business to be transacted.

**Section 9. PLACE OF MEETINGS.** All annual meetings of Members shall be held at a place to be designated by the Board of Directors of the Corporation and must be within the City of Bakersfield.

**Section 10. ADJOURNED MEETINGS.** Any Members meeting, either annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of those present; in the absence of a quorum, no other business may be transacted at such a meeting.

**Section 11. NOTICE OF MEETINGS.** When any Members meeting, either annual or special, is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted, other than the notice of the adjournment at the meeting.

**Section 12. VOTING.** Unless a record date for voting proposed is fixed by the Board of Directors as provided in the Corporations Code of the State of California, only persons who are Members of record prior to any meeting of Members are entitled to vote at the meeting.

**Section 13. NUMBER OF VOTES PER MEMBER.** Each Member of record is entitled to cast one vote on his own behalf and for no one else.

**Section 14. QUORUM.** For purposes of conducting the annual meeting of Members as provided in these articles a quorum for the transaction of business shall be fifteen or more Members of record.

**Section 15. ACTION WITHOUT MEETING.** Any action that, under any provision of the Corporation Laws of the State of California, may be taken at a meeting of the Membership, except approval of the dissolution of the Corporation, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such an action at a meeting, and filed with the Secretary of the Corporation.

**Section 16. PROXIES.** Proxies are expressly forbidden and shall not be recognized or honored at any meeting of the Membership of this Corporation.

## **ARTICLE IV – DIRECTORS**

**Section 1. POWERS.** Subject to limitations of the Articles of Incorporation, of these bylaws, and of the General Corporation Law of California as to action that must be approved by the Membership, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors.

### **Section 2. COMMITTEES.**

- a. **EXECUTIVE AND AD HOC COMMITTEES:** The Board of Directors may appoint an Executive Committee and other committees and may delegate the Board in the management of business and affairs of the Corporation, except the power to adopt, amend, or repeal the bylaws. The Executive Committee shall be composed of two or more Directors.
- b. **STANDING COMMITTEES:** The Board of Directors may also establish and identify the responsibilities of standing committees to oversee various concerns, including: finance, fundraising, public relations, communications, Membership, and youth programs.
- c. **SISTER CITY COMMITTEES:** The Board of Directors will authorize the establishment of individual Sister City Committees that will supervise the funding and planning of their city's activities.
  - (1). Each Sister City Committee will nominate one representative to stand for election as a voting Member of the BSCPC Board of Directors, subject to confirmation by said Board. Said nominee, if elected, shall serve a three-year term and must be re-nominated by their respective Sister City Committee in order to be confirmed by the board.
  - (2). Each Sister City Committee shall adopt a general plan that includes budgets for exchanges and other events. A committee shall not financially obligate itself, its Members, the Board, or the Corporation in amounts not related to the budget the Committee has adopted. It shall forward to the Board President and Treasurer any budgets adopted for placement on the Board's agenda. Such budgets are a priority agenda item at either a regular or special meeting. The Treasurer shall not disburse funds for an exchange or event in the absence of such a budget that has been approved by the Board. However, the Treasurer may, without Board approval, disburse amounts from a Committee's funds where there is a positive balance in that fund and the expenditure is ordinary and/or recurring.
  - (3). Within one month following the annual meeting of Members, each sister city committee shall elect a committee chair and/or such officers as are deemed necessary. Said officers may serve three consecutive one-year terms, subject to confirmation by the BSCPC Board of Directors, and may be re-elected again.
  - (4). An additional Board Member may be appointed with confirmation by said Board to represent a City which has executed an agreement to further relationships. Limit of one board Member per City.

### **Section 3. NUMBER OF DIRECTORS**

- a. The authorized number of Directors is twenty-one (21) comprised of sixteen (16) Directors elected by the Members at large and five (5) nominated by their respective Sister City

Committees and confirmed by the Board. If it is proposed to increase the authorized number of Directors above twenty-one (21), the vote of a majority of the Members shall be necessary for the increase. If it is proposed to reduce the authorized number of Directors below five, the vote of Members holding more than eighty percent of the voting power shall be necessary for the reduction.

- b. **DIRECTORS EMERITUS:** At the discretion of the Board of Directors, Director Emeritus status, with voting privileges, may be granted to any Member having served on the Board for a minimum of ten years. This status will continue as long as the Director remains a Member in good standing.
- c. **DIRECTORS NOMINATED BY SISTER CITY COMMITTEES:** Directors nominated by Sister City Committees shall have the same powers as all other Directors elected by the Membership at large.

**Section 4. ELECTION AND TERM OF OFFICE.** Directors shall be elected at each annual meeting of Members in accordance with the terms of those Directors whose term of office expires on the date of the Annual Members meeting. But, if the annual meeting is not held, or if the Directors are not elected thereat, the Directors may be elected at a special meeting of Members held for that purpose.

Directors shall be elected for a term of three years.

The Mayor of the City of Bakersfield shall be an ex officio Director and shall have one vote on that Board. In addition, the Mayor of the City of Bakersfield shall annually have the power to appoint one person to the Board of Directors, as their representative in their absence, who shall be a voting Director of the Board and whose appointment shall not require the approval of the Members. Wherever possible, the person appointed by the Mayor to the Board of Directors shall be a council member of the City of Bakersfield.

**Section 5. VACANCIES.** A vacancy in the Board of Directors exists in the case of any of the following:

- (a) The death, resignation, or removal of any Director.
- (b) The authorized number of Directors is increased.
- (c) At any annual, regular or special meeting of Members at which any Director is elected, the Members fail to elect the fully authorized number of Directors to be voted on at that meeting.

A reduction of the authorized number of Directors shall not remove any Director prior to the expiration of his term of office.

The Board of Directors may declare vacant the office of a Director in any of the following cases:

- (a) If he is declared of unsound mind by an order of court, or finally convicted of a felony.
- (b) If within thirty days after notice of his election, he does not accept the office either by attending a meeting of the Board of Directors and fulfill such other requirements or qualifications as these bylaws specify.

- (c) If within a calendar year, a Member is absent for three or more regular meetings of the Board of Directors, said Member, by a majority vote of the Board Members present at a regularly scheduled meeting, may be removed from office, and his position declared vacant.

Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining Directors, except a vacancy in the office of the Director that is appointed by the Mayor, or in the office of Director that is the Mayor of Bakersfield, though the remaining Directors are less than a quorum of the Board or by a sole remaining Director.

A Director so chosen must be a Member in the Corporation and will serve until the next annual meeting and election of his successor.

The Members may elect a Director at any time to fill any vacancy not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the Members may elect a successor to take office when the resignation becomes effective.

## **Section 6. MEETINGS.**

- (a) **CALL.** Special meetings may be called at any time by the President, or if absent or unable or refuses to act, by the vice-President or by any two Directors. Regular meetings will be held without call.
- (b) **TIME.** Without call or notice other than this bylaw, the Board of Directors shall hold an organizational meeting immediately following each annual meeting of Members. Other regular meetings of the Board of Directors shall be held at the discretion of the Members of the Board.
- (c) **PLACE OF MEETINGS.** Regular meetings of the Board of Directors shall be held at any place within the City of Bakersfield that has been designated from time to time by resolution of the Board. Special meetings of the Board may be held either at a place so designated or at the principal office.
- (d) **NOTICE.** Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, at least five days before the meeting. If the address of the Director is not shown on the records and is not readily ascertainable, notice shall be addressed to him at the city or place in which meetings are regularly held. Notice of time and place of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned. Notice of all regular meetings is dispensed with.
- (e) **WAIVER OF NOTICE.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- (f) **QUORUM.** A simple majority of elected Directors, including those appointed, shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by the majority of the Directors present at a meeting duly held, at which a quorum is present, is the act of the Board of Directors.

- (g) **VOTING.** Each Director will have but one vote at any meeting.
- (h) **PROXIES:** Proxies are expressly forbidden and shall not be recognized or honored at any meeting of the Board of Directors of this Corporation.
- (i) **ADJOURNMENT.** In the absence of a quorum, a majority of the Directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of time and place of holding an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

**Section 7. COMPENSATION.** Directors shall not receive any compensation for the attendance at any meeting, nor shall they receive per diem or travel expenses, but shall serve the Corporation on a voluntary basis.

## **ARTICLE V – OFFICERS**

**Section 1. DESIGNATION; ASSISTANTS.** This Corporation shall have as officers a President, a vice-President, immediate past President, a Secretary, a Treasurer, and a chairman of the Board. In addition, the Board of Directors, at their discretion, may appoint one or more additional vice-Presidents, one or more assistant secretaries, one or more assistant Treasurers, and such other officers as the business of the Corporation may require.

**Section 2. ELECTION.** The officers shall be elected by the Board of Directors at its organizational meeting immediately following the annual meeting of Members, or if their election is not held then within one month following this meeting of Members. Each officer shall hold office until his successor is elected and qualified, or until his resignation, death or removal. Vacancies in office shall be filled by election by the Board of Directors at any time to fill un-expired terms.

**Section 3. REMOVAL AND RESIGNATION.** Any officer may be removed during their term by majority vote of the Board of Directors whenever, in its judgment, removal would serve the best interests of the Corporation. Such removal shall terminate all authority of the office.

The resignation of any officer shall be tendered in writing to the Secretary and, if accepted, shall be effective as of the date of acceptance by the Board of Directors.

**Section 4: PRESIDENT.** Subject to such supervisory powers, if any, that may be given by the Board of Directors to the Chairman of the Board, the President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation.

The President shall, when present, conduct all meetings of the Members and, in the absence of the Chairman of the Board, at all meetings of the Board of Directors.

The President may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing thereof shall be expressly delegated or shall be required by law to be otherwise signed or executed; and, in addition, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5. VICE PRESIDENT.** In the absence of the President, or in the event of death or inability or refusal to act, the Vice-President, or in the event there be more than one vice-President, the

vice-President in the order designated at the time of their election, or, in the absence of any designation, then in the order of their election, shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions on the President.

The vice-President or vice-Presidents shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 5. SECRETARY. The Secretary shall:**

- (a) keep the minutes of the Members and of the Board of Directors meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (c) be custodian of the corporate records,
- (d) keep a register of the postal addresses of each Member, which address shall be furnished to the Secretary by the Member;
- (e) have general charge of the Membership records of the Corporation; and
- (f) perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

**Section 7. TREASURER.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation;
- (b) receive and give receipts for monies due and paid to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be elected in accordance with the provisions of these bylaws; and
- (c) perform all of the duties incidental to the office of Treasurer and such other duties as from time to time be assigned to him by the President or by the Board of Directors.

**Section 8. CHAIRMAN OF THE BOARD.** The Chairman of the Board shall be the Mayor of the City of Bakersfield, and shall, if present, preside at all meetings of the Board and shall exercise such powers and perform such other duties as the Board of Directors may from time to time assign or as prescribed by the bylaws.

**Section 9. ASSISTANT SECRETARIES.** The assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Secretary, or by the President of the Board of Directors.

**Section 10. SALARIES.** The Directors, officers, and employees of the Corporation shall serve without compensation.



Section 11. **RELIANCE ON RECORDS.** Any officer or Director of the Corporation is entitled to rely on and act on the records maintained by Secretary, assistant secretaries, and Treasurer, and in the absence of actual knowledge that the record was erroneous, no officer or Director shall be held answerable or in any way liable to the Corporation or a Member for any action or inaction done in reliance thereon.

## **ARTICLE VI**

**Section 1. RECORD DATE AND CLOSING OF BOOKS.** The Board of Directors may fix a future time, not more than fifty days prior to the date of any meeting of Members or any other occasion for establishing Members' identities, as a record date, and only Members of record with the Corporation on that date are entitled to notice of and to vote at the meeting, or to have or exercise any other rights of a Member for the occasion. Between the record date and the event for the purpose of which that date is fixed, the books of the Corporation may be closed by the Board of Directors.

**Section 2. INSPECTION OF CORPORATE RECORD.** The Membership register or duplicate Membership register, the books of account, and the minutes of meetings of Members, the Board of Directors, and any Executive Committee must be kept for inspection on the written demand of any Member, at any reasonable time, for a purpose reasonably related to his interest as a Member and must be exhibited at any time when required by the demand at any Member meeting of ten of the Members represented at the meeting. The inspection may be made by the Member in person, or by his attorney or agent, and the right of inspection includes the right to make an extract of the records. Demands for inspection, other than at a Members meeting, must be made in writing and must be made to the President or Secretary.

**Section 3. ANNUAL REPORT.** The Board of Directors shall cause an annual report to be sent to the Members not later than 120 days after the close of the fiscal or calendar year.

The annual report shall include the following financial statements:

- (a) A balance sheet as of the close of the fiscal year.
- (b) A statement of income for the year ended on such closing date.

Such financial statements shall be prepared from the books and shall be in accordance therewith and shall be certified by the President, Secretary, Treasurer, or a public accountant. They shall be prepared in a form sanctioned as sound accounting practice for the kind of nonprofit business carried on by this Corporation, including:

- (a) The bases employed in stating the valuation of the assets, and any changes in such bases during the preceding year.
- (b) The number of Memberships and the class of each Membership authorized and outstanding, and cost thereof, and the source from which such cost was paid.

The statement of income shall be of such form as to disclose the amount of income or loss, in such classification as may be appropriate to the activities of the Corporation and the additions thereto and deductions therefrom.

Members may make a written request to the Secretary, assistant Secretary, or Treasurer of the Corporation for a statement of its affairs in case no full or adequate statement has been given to its Members in the last six months. The statement shall be certified by the President, Secretary, Treasurer, or a public accountant and shall be delivered or mailed to the persons

making the request within thirty days thereafter. A copy of the statement shall be kept on file in the principal office of the Corporation for twelve months, and it shall be exhibited at all reasonable times to any Member demanding an examination of it, or a copy shall be mailed to the Member. The statement shall be in the form prescribed for the annual report insofar as that form may be applicable to a balance sheet at a date other than the end of the fiscal year and to a statement of income for a period less than a full fiscal year. The balance sheet shall be as of the end of the calendar month preceding the date of receipt of the written request. The statement of income shall be for the period between the end of the preceding fiscal year and the end of said preceding calendar month.

**Section 4. CONTRACTS.** The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or exercise and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 5. LOANS.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 6. CHECKS, DRAFTS, AND NOTES.** All checks, drafts, or other orders for the payment of money, and notes or other evidence of indebtedness issued in the name of the Corporation shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7. FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first day of January, and end on the last day of December.

**Section 8. AMENDMENT OF BYLAWS.** The bylaws providing for monthly meetings of the Board of Directors and for the fiscal year may be amended by a special resolution of the Board of Directors. (Otherwise these bylaws may be amended, repealed, or added to or new bylaws be adopted on written assent of two-thirds vote of the Members entitled to exercise a vote or two-thirds vote of the Members of this organization to which the proposed amendment to said bylaws has been duly mailed to the Members of this organization ten days in advance of the meeting.)

**Section 9. INSPECTION OF BYLAWS.** The original copy of these bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall at all times be kept by the BSCPC President and available online and shall be open to inspection by the Members at all reasonable times.

**Section 10. PROCEDURE.** Except as otherwise provided in these bylaws, procedure at all meetings of Members and the Board of Directors shall be governed by Robert's Rules of Order.

## **ARTICLE VII: INDEMNIFICATION**

### **Section 1: RIGHT OF INDEMNITY**

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses,

judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.

**Section 2: APPROVAL OF INDEMNITY**

On written request to the board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met, and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the board shall defer action until such time as a quorum of the board is present. At that meeting, the board shall determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met, and, if so, the board shall authorize indemnification.

**Section 3: ADVANCEMENT OF EXPENSES**

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

**Section 4: INSURANCE**

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.