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**The BYLAWS
of the
WESTERN ASSOCIATION OF EDUCATIONAL OPPORTUNITY PERSONNEL
(WESTOP)
20 February 2007**

(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 - PURPOSE AND OBJECTIVES

Section 2.1. Statement of Purpose. WESTOP is a regional network of Members who promote and advocate access to educational opportunities on behalf of low income, first generation students and persons with disabilities.

Section 2.2. Functions. WESTOP shall seek to accomplish its purpose by:

(a) providing professional development and student activities that will advance educational equity.

(b) establishing a communication network among the directors and personnel of the following programs: Talent Search, Upward Bound, Student Support Services, Upward Bound Veterans, Educational Opportunity Centers, McNair Postbaccalaureate Achievement Program, Upward Bound Math/Science, Educational Opportunity Programs, Extended Opportunity Program and Services, Student Academic Services Outreach Program, and other programs whose primary purpose it is to assist economically and educationally disadvantaged persons and persons with disabilities in gaining access to or being retained by institutions of postsecondary education; and any other individuals and organizations who are in agreement with the objectives of WESTOP;

(c) providing technical assistance to project directors and personnel to enhance the quality of services delivered;

(d) promoting and engaging in research and evaluation that will enhance the effectiveness of programs designed to provide educational opportunities and services for economically and educationally disadvantaged persons and persons with disabilities;

(e) engaging in the coordination of efforts with other organizations and persons having purposes supportive of or in harmony with WESTOP's concerns;

(f) investigating, evaluating, and monitoring local, state, and federal legislation, regulations, policies, and procedures for the establishment of programs designed to identify and assist economically and educationally disadvantaged persons and persons with disabilities;

(g) acting as a resource to committees of the local, state, and federal legislatures and national or regional representatives of the U.S. Department of Education Office;

53 (h) encouraging and supporting legislation to serve the national and regional needs of economically and
54 educationally disadvantaged persons and persons with disabilities;

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56 (i) establishing an informational clearinghouse and communication network concerning all legislation in
57 postsecondary education for economically and educationally disadvantaged persons and persons with
58 disabilities;

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

78 79 80 **ARTICLE III - CHAPTERS**

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

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

87
88 **Section 3.3. Regulations of Operation.** The Chapters shall:

89 (a) be governed by all provisions of these Bylaws,

90 (b) keep current Membership rosters,

91 (c) submit all operational budgets to the WESTOP Board of Directors for approval, and

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

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

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

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108 **ARTICLE IV - DIRECTORS**

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

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

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

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

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

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

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

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

151 (a) **Elected Director.** Unless otherwise provided in the Articles or these bylaws and except for a vacancy
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159 created by the removal of a director, Elected Director vacancies on the Board may be filled by a majority
160 of the directors then in office, whether or not less than a quorum, or by a sole remaining director. A
161 vacancy on the Board created by the removal of an Elected Director may be filled only by approval of the
162 Voting Members. The Voting Members may elect a director to fill any Elected Director vacancy not
163 filled by the directors within 90 days following the effective date of the vacancy.
164

165 **(b)Special Provisions Pertaining to Vacancy in the Office of the President, President Elect, or Past**
166 **President.** In the event of a vacancy in the position of Director filled by the President, that position shall
167 be succeeded to by the President Elect as provided in Section 7.4(c). The resulting vacancy in the position
168 of Director filled by the President Elect shall remain vacant, except that the Board may appoint an acting
169 President Elect who will serve only until completion of that term of office and who will have no
170 automatic right to succeed to the Presidency. At the next annual meeting, the Voting Members shall elect
171 both a President and a President Elect to serve for the next term of office.
172

173 Any vacancy in the President Elect Director position caused by any other reason shall remain vacant and be
174 treated in the same manner as provided in the foregoing paragraph. Any vacancy in the position of Director
175 filled by the Past President shall remain vacant.
176

177 **Section 4.9. "Interested Person" as Director-Restrictions.** Not more than 49% of the persons serving on the
178 Board may be interested persons. For the purpose of this Section, "interested person" means either (1) any
179 person currently being compensated by the corporation for services rendered to it within the previous 12
180 months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any
181 reasonable compensation paid to a director as director; or (2) any brother, sister, ancestor, descendant, spouse,
182 brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
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184 **Section 4.10. Indemnification and Insurance of Corporate Agents.** Consistent with the provisions of
185 Section 5238 of the California Nonprofit Public Benefit Corporation Law, the corporation (1) may indemnify
186 any person who was or is a party, or is threatened to be made a party to any proceeding by reason of the fact
187 that such person is or was an Agent of the corporation, and (2) will purchase and maintain (a) general liability
188 insurance, (b) indemnification (all Directors), and (c) dishonesty bond (which will include, but not to be
189 limited to, the Chief Financial Officer and Conference Chairs).
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191 ARTICLE V - THE SERVICE COUNCIL

192
193 **Section 5.1. Purpose** The purpose of the Service Council is to enact and bring to fruition the services and
194 activities established by the board of directors for the good of the Association.
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196 **Section 5.2. Membership of the Service Council.** The Service Council shall consist of the chairpersons of the
197 Service Council Committees.
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199 **Section 5.3. Selection of the Service Council.** For the first year of the implementation of these Bylaws, four
200 Service Council members will be appointed for a two year term and three will be appointed for a one year
201 term. Thereafter, Service Council vacancies shall be filled by the sitting President for a two year term. If a
202 Service Council member is unable to complete his/her term, the sitting President shall appoint a replacement
203 from the WESTOP membership for the remainder of the term.
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205 ARTICLE VI - MEETINGS OF THE BOARD AND SERVICE COUNCIL

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207 **Section 6.1. Place of Board Meetings.** Meetings of the Board shall be held at the principal office of the
208 corporation or at such other place within or without California which has been designated in the notice of the
209 meeting or by resolution of the Board.
210

211 **Section 6.2. Regular Meetings.** Regular meetings of the Board shall be held quarterly. Notice of the time and
212 place of such meetings shall be given to all directors with at least 10 days notice by first class mail or by
213 electronic print media.
214

215 **Section 6.3. Special Meetings.** Special meetings of the Board may be called by the President or the President
216 Elect or the Secretary or any two directors. Special meetings of the Board shall be held upon four (4) days
217 notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone or electronic
218 print media. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the
219 Board.
220

221 **Section 6.4. Quorum.** One-half (1/2) of the number of authorized directors shall constitute a quorum of the
222 Board for the transaction of business. Subject to the provisions of the California Nonprofit Public Benefit
223 Corporation Law, Section 5212 (relating to the creation of Board committees), Section 5233 (relating to self-
224 dealing transactions), Section 5234 (relating to transactions between corporations having common
225 directorships) Section 5235 (relating to compensation of directors and officers), and Section 5238(e) (relating
226 to indemnification of corporate agents), every act or decision done or made by a majority of the directors
227 present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a
228 quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if
229 any action taken is approved by at least a majority of the required quorum for such a meeting or such greater
230 number as is required by the Articles, the California Nonprofit Public Benefit Law, or these bylaws.
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232 **Section 6.5. Adjourned Meetings.** A majority of the directors present, whether or not a quorum is present,
233 may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than 24 hours,
234 notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to
235 the directors who were not present at the time of the adjournment.
236

237 **Section 6.6. Action Without Meeting.** Any action required or permitted to be taken by the Board may be
238 taken without a meeting if all Members of the Board shall individually or collectively consent in writing to
239 such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
240 Such action by written consent shall have the same force and effect as the unanimous vote of such directors.
241

242 **Section 6.7. Board Meetings by Conference Telephone.** Directors may participate in a Board meeting
243 through use of conference telephone or similar communications equipment, so long as all directors
244 participating in such meeting can hear one another. Participation in a meeting pursuant to this Section
245 constitutes presence in person at such meeting.
246

247 **Section 6.8. Confirmation of Action Proposed at a Meeting Without Quorum.** When a regular or special
248 meeting of the Board is called according to the provisions of Sections 6.2 and 6.3 of this article, and no
249 quorum is constituted, the majority of the directors present may collectively propose action to be confirmed
250 through mail ballot by a majority of the Members of the Board, provided that such ballot is sent to all
251 Members of the Board by registered mail at least (10) days in advance of the vote. Such written consent shall
252 be filed with the minutes of the proceedings of the Board.
253

254 **Section 6.9 Approval of the Board** "Approved by (or approval of) the Board" means approved or ratified by
255 the vote of the Board or by the vote of a Board committee authorized to exercise the powers of the Board,
256 except as to matters not within the competence of the Board committee under this Section.
257

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

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Section 6.11 Rules of Meeting. The parliamentary authority for all meetings shall be the current edition of Robert’s Rules of Order, Newly Revised.

ARTICLE VII - OFFICERS

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

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

- (a) To act as the Chief Executive Officer of the corporation and, subject to the control of the Board, to have general supervision, direction and control of the affairs of the corporation,
- (b) To act as Chairman of the Board,
- (c) To preside at all meetings of the Board and at all meetings of the Members,
- (d) To call meetings of the Members and of the Board to be held, subject to the limitations prescribed by law or these bylaws, at such times and places as the President shall deem proper,
- (e) To affix the signature of the corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the judgment of the President, should be executed on behalf of the corporation, to sign any cards, certificates or other evidences of Membership in the corporation which may be authorized by the Board to be issued and, subject to the direction of the Board, to have general charge of the property of the corporation and to supervise and control all of its officers, agents and employees,
- (f) To appoint the Service Council and parliamentarian. The President shall make a good faith effort to seek qualified appointees from throughout the Association to ensure equitable representation.
- (g) To act as ex-officio member of all committees.
- (h) To perform other duties as prescribed by the parliamentary authority.

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

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

- (a) To work closely with the President to acquire the skills, competencies, and knowledge of WESTOP objectives, activities, procedures, and services,
- (b) In case of the absence or disability of the President, to temporarily exercise all the powers and perform all the duties of the President,
- (c) In case of vacancy of the Presidency, to succeed to the office of the President for the remainder of that term of office as well as for his/her subsequent term of office as President,

- 317 (d) To preside over the Service Council.
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- 319 (e) Generally to exercise such other powers and duties as may be prescribed by the Board.
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- 321 (f) To perform other duties as assigned by the President as needed.
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323 **Section 7.5. Past President-Powers and Duties.** The powers and duties of the Past President are:

- 324 (a) To act as chief adviser to the Board,
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- 327 (b) To develop and maintain communication among WESTOP, TRIO-based associations, other
- 328 professional organizations and appropriate federal and state agencies,
- 329
- 330 (c) To recommend to the Board at each Board of Directors meeting actions, policies and procedures for
- 331 consideration with respect to interregional and national affairs, ~~and~~
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- 333 (d) To serve as chairperson of the Strategic Planning and Bylaws Committees,
- 334
- 335 (e) To perform other duties as assigned by the President as needed.
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337 **Section 7.6. Secretary-Powers and Duties.** The powers and duties of the Secretary are:

- 338 (a) To keep a book of minutes at the principal office of the corporation, or at such other place as the
- 339 Board may direct, of all meetings of the Board, Service Council, and of Members, with the time and
- 340 place of holding, whether annual, regular, special, or adjourned, and, if special, how authorized, the
- 341 notice thereof given, the names of those present at Board meetings, and number of Voting Members
- 342 present in person or by proxy at Members' meetings, and the proceedings of such meetings,
- 343
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- 345 (b) To keep the seal of the corporation, if the corporation has a seal, and to affix the seal to all
- 346 instruments which may require it,
- 347
- 348 (c) To keep or cause to be kept at the principal office of the corporation a current list of Voting
- 349 Members containing the name, address and voting rights of each Voting Member and any other
- 350 information which the Board may direct to be kept in such list,
- 351
- 352 (d) To give, serve or publish notices of all Board meetings and Members' meetings and all other
- 353 notices that may be necessary or proper, and without command or direction from anyone. In case of
- 354 the absence, disability, refusal, or neglect of the Secretary to serve or publish any notices, then such
- 355 notices may be served and/or published by the President or the President Elect, or by any person
- 356 authorized to do so by either of them or by the Board,
- 357
- 358 (e) To perform the duties assigned to the Secretary in Article X of these bylaws, and
- 359
- 360 (f) Generally to perform all such duties as pertain to the office of Secretary and as may be required by
- 361 the Board.
- 362
- 363 (g) In case of the vacancy of the Secretary, a member shall be appointed by the President with the
- 364 consent of a majority of the directors.
- 365
- 366 (h) To perform other duties as assigned by the President as needed.
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368 **Section 7.7. Chief Financial Officer-Powers and Duties.** The powers and duties of the Chief Financial

369 Officer are:

- 370
- 371 (a) To supervise and control the keeping of adequate and correct accounts of the corporation's properties
- 372 and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and
- 373 capital. Such account books shall be maintained at the corporation's principal office and/or at such
- 374 other place or places as the Board may direct,
- 375
- 376 (b) To have custody of all funds, securities, evidences of indebtedness and other valuable documents of
- 377 the corporation and, at the Chief Financial Officer's discretion, to cause any or all thereof to be
- 378 deposited for the account of the corporation with such depository as may be designated from time to
- 379 time by the Board, and have oversight of all Chapter accounts and investments.
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- 381 (c) To receive or cause to be received, and to give or cause to be given, receipts for monies paid in for the
- 382 account of the corporation,
- 383
- 384 (d) To disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Board,
- 385 taking proper vouchers for such disbursements,
- 386
- 387 (e) To render to the President and to the Board, whenever they may require, accounts of all transactions
- 388 and of the financial condition of the corporation,
- 389
- 390 (f) To perform the duties described in Sections 10.1 and 10.2 relating, respectively, to the corporation's
- 391 annual report and the annual statement of certain transactions and indemnifications, and
- 392
- 393 (g) Generally to do and perform all such duties as pertain to the office of Chief Financial Officer and
- 394 as may be required by the Board.
- 395
- 396 (h) In case of the vacancy of the Chief Financial Officer, a member shall be appointed by the President
- 397 with the consent of a majority of the directors.
- 398
- 399 (i) To certify to the corporation the Membership list according to Membership category; to determine
- 400 eligibility for purposes of participation in WESTOP activities; and to prepare and issue to Members such
- 401 cards, certificates, or other evidence of Membership, if any, as the Board may direct. To certify to the
- 402 Board the names of eligible voters.
- 403
- 404 (j) To perform other duties as assigned by the President as needed.
- 405

ARTICLE VIII - MEMBERS

406 **Section 8.1. Eligibility for Membership.** Any person, program or institution that supports the purposes and

407 objectives of this corporation, as herein expressed, shall be eligible for Membership according to the

408 provisions of Section 8.5. Each Membership shall be held by only one person, program or institution.

409

410 **Section 8.2. Procedure for Admission to and Renewal of Membership.** Any person and/or program or

411 institution desiring to become a member of WESTOP shall submit to the organization a completed

412 Membership Application form, together with the amount of the annual dues which corresponds to that category

413 of Membership for which they are applying. Any member desiring to renew Membership shall give notice and

414 submit the appropriate amount of annual dues within the time specified by the Board. The eligibility of each

415 applicant for Membership or renewal of Membership shall be determined by the Membership and Elections

416 Committee.

417

418 **Section 8.3. Membership Fee.** Memberships may be issued by the corporation for no consideration or for

419 such consideration as is determined annually by the Board. In the absence of fraud in the transaction, the

420 judgment of the directors as to the value of the consideration for Memberships shall be conclusive.

421

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423
424 **Section 8.4. Voting Membership Not Transferable.** No Voting Member may transfer for value a voting
425 Membership or any right arising there from.
426

427 **Section 8.5. Categories of Members.** The corporation shall have the following categories of Membership,
428 with the Members of each category possessing the qualifications set forth opposite the title to that category:
429

430	<u>Category</u>	<u>Qualification</u>
431		
432	<u>1. Voting Members</u>	
433		
434	(a) Professional Membership	Shall be extended to all eligible persons (see Section 8.1) who 435 meet the qualifications listed in Article II. 436
437		
438	(b) Institutional Membership	Shall be extended to all eligible programs (see Section 8.1) that 439 support the purpose and objectives of the corporation listed in 440 Article II. Any Trio and/or other education equity programs 441 within the WESTOP region shall be eligible to establish 442 institutional Membership. Career employees employed by fore 443 mentioned programs/institutional organizations that have 444 established Membership, shall be extended Membership voting 445 rights to a maximum of six (6) votes, to personnel, who are 446 identified at time of Membership. 447
448		
449	<u>2. Non-Voting Members</u>	
450		
451	(a) Student Membership	Shall be extended to any student, in high school or college, who 452 is not full-time TRIO Personnel, and who supports the purpose, 453 objectives and functions of WESTOP as expressed in Article II, 454 Sections 2.1 and 2.2. 455
456	(b) Honorary Membership	Shall be extended to an individual or institution as deemed 457 appropriate by the Board. Honorary Membership will not be 458 assessed duties. 459
460	(c) Corporate Membership	Shall be extended to any business or industry wishing to 461 financially support the work of WESTOP. 462
463	(d) Associate Membership	Shall be extended to any Non-TRIO individual or those wishing 464 to support the mission of WESTOP. 465

466 **Section 8.6. Rights of Members.**

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468 (a) **Voting Members.** Voting Members shall have, in addition to any other rights which may be granted
469 to them under the Articles, these bylaws, or by law, the right to voice and to vote (1) for the election of
470 directors; (2) on a disposition of all or substantially all of the corporation's assets; (3) on a merger of the
471 corporation with another corporation; (4) on a dissolution of the corporation; (5) on an amendment of the
472 Articles; and (6) on an amendment of these bylaws. Each voting member shall be entitled to one vote on
473 each matter submitted to a vote of the Voting Members. Each Voting Member shall be eligible to head or
474 serve on all committees pursuant to Section 4.2.
475

476 (b) **Non-Voting Members.** Non-Voting Members shall be entitled to voice, but not to vote, on matters
477 before the corporation and to serve on all committees and shall have such other privileges as may be
478 granted to them by the Board from time to time. In no event shall Non-Voting Members be granted any
479 of the rights of Voting Members enumerated in subsection (a). This subsection (b) shall not affect the
480 contractual rights, if any, of Non-Voting Members.
481

482 **Section 8.7. Resignation of Member and Expiration of Membership.** A Member may resign from
483 Membership at any time. An institutional membership roster may be modified according to personnel changes,
484 as prescribed by the Membership and Elections Committee. Unless otherwise provided in the Articles, all
485 rights of Membership cease upon a Member's death or dissolution of the corporation. This Section shall not
486 relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered,
487 dues, assessments, or fees, arising from contract, or otherwise; nor shall this Section diminish any rights of the
488 corporation to enforce any such obligation or obtain damages for its breach.
489

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

495 **Section 8.9. No Distribution to Members.** The corporation shall not make any distribution. For purposes of
496 this Section, "distribution" means the distribution of any gains, profits, or dividends to any Member as such.
497 Any person who receives any distribution is liable to the corporation for the amount so received by such
498 person with interest thereon at the legal rate on judgments until paid.
499

500 **Section 8.10. Board Committees of Members.**

501 (a) **Standing Board Committees.** WESTOP Board shall have the following standing committees:
502

503 (1) **Executive Committee.** This committee shall consist of all 5 officers (President, President-elect,
504 Past President, Chief Financial Officer, and Secretary) and the Financial Affairs Committee Chair.
505 This committee is empowered to make decisions on behalf of the Board of Directors between
506 meetings of the Board only in a situation deemed an emergency. Prior to such occurrence, the entire
507 Board must be notified of the issue(s) to be addressed and the meeting time. Any and all decision(s)
508 shall be brought before the full Board of Directors at the following meeting for inclusion in the
509 minutes for public record.
510

511 (2) **Financial Affairs Committee.** This committee shall be chaired by one of the Chapter Presidents
512 at the agreement of the entire committee. The voting Members of this committee shall consist of the
513 Chapter Presidents; the non-voting, ex-officio Members of this committee shall consist of the Chief
514 Financial Officer, the President-Elect, and the President. This committee shall be responsible for
515 preparing WESTOP's annual budget and subsequent revisions, and for proposing fiscal policies and
516 procedures for Board approval.
517

518 (3) **Strategic Planning Committee.** This committee shall be chaired by the Past President. The voting
519 Members of this committee shall consist of the Chapter Presidents; the non-voting, and other members
520 as appointed by the President.
521

522 (4) **Bylaws Committee.** This committee shall be chaired by the Past President. This committee shall
523 be responsible for reviewing the bylaws periodically to correct errors and eliminate inconsistencies,
524 requesting recommendations for amendments from the Board and the Membership, and overseeing the
525 amendment process. The committee shall have representation from all chapters.
526
527

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

- 530
- 531 (1) The approval of any action for which the California Nonprofit Public Benefit Corporation Law or
532 these bylaws also requires approval of the Voting Members,
 - 533
 - 534 (2) The filling of vacancies on the Board or on any committee,
 - 535
 - 536 (3) The fixing of compensation of the directors for serving on the Board or on any committee,
 - 537
 - 538 (4) The amendment or repeal of these bylaws or the adoption of new bylaws,
 - 539
 - 540 (5) The amendment or repeal of any resolution of the Board which by its express terms is not so
541 amendable or repealable,
 - 542
 - 543 (6) The appointment of committees of the Board or the Members thereof, and
 - 544
 - 545 (7) The approval of any self-dealing transaction, as defined in Section 5233 of the California
546 Nonprofit Public Benefit Corporation Law.
 - 547

548 **Section 8.11. Service Council Committees of Members**

549

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

554

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

557

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

563

564 (2) **Research.** This committee shall specifically address itself to the concerns mentioned in Sections
565 2.2 (c), and (d). The responsibilities of the Research Committee shall include, but not be limited to,
566 the promotion of research and advancements as it benefits WESTOP's purpose and those of programs
567 represented by our Membership.

568

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

572

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

576

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

634 is fixed, Voting Members on the date the first written ballot is mailed or solicited who are otherwise
635 eligible to vote are entitled to cast written ballots.

636
637 **(d) Other Actions.** The Board may fix, in advance, a date as the record date for the purpose of
638 determining the Voting Members entitled to exercise any rights in respect to any other lawful action.
639 Such record date shall not be more than 60 days prior to such other action. If no record date is fixed,
640 Voting Members at the close of business on the day on which the Board adopts the resolution relating
641 thereto, or the 60th day prior to the date of such other action, whichever is later, are entitled to exercise
642 such rights.

643
644 **Section 9.5. Notice of Members' Meetings.**
645

646 **(a) Content and Time of Required Notice.** A written notice of a meeting of Members shall be given by
647 first class mail, with respect to an annual meeting, not less than 60 days and, with respect to a special
648 meeting, not less than 10 days before the date of the meeting to each Voting Member who, on the record
649 date for notice of the meeting, is entitled to vote thereat, as well as to each Non-Voting Member on the
650 record date. Such notice shall state the place, date and time of the meeting and (1) in the case of a special
651 meeting, the general nature of the business to be transacted, and no other business may be transacted; (2)
652 in the case of an annual meeting, those matters which the Board, at the time the notice is given, intends to
653 present for action by the Voting Members, but, except as otherwise provided in Section 9.5(b) and
654 Section 9.8, any proper matter may be presented at the meeting for such action. The notice of any
655 meeting at which directors are to be elected shall include the names of all those who are nominees at the
656 time the notice is given to Voting Members.

657
658 **(b) Notice of Certain Agenda Items.** Except by unanimous approval by those entitled to vote, any
659 approval of the Voting Members of any of the following matters shall be valid only if the general nature
660 of the proposal so approved was stated in the notice of meeting or in any written waiver of notice: (1)
661 removal of any or all Elected Directors without cause, (2) election of a director to fill an Elected Director
662 vacancy, (3) amendment of the Articles or these bylaws, or (4) dissolution of the corporation.

663
664 **(c) Method of Giving Notice.** Notice of a Members' meeting or any report shall be given either
665 personally or by mail or other means of written communication, addressed to the Voting Member at the
666 address of such Voting Member appearing on the books of the corporation or given by the Voting
667 Member to the corporation for the purpose of notice: or, if no such address appears or is given, at the
668 place where the principal office of the corporation is located or by publication at least once in a
669 newspaper of general circulation in the county in which the principal office is located; or (3) in the
670 corporation's newsletter, magazine or other organ as provided in Section 11.2. An affidavit of giving of
671 any notice or report in accordance with the provisions of this Section, executed by the Secretary or any
672 transfer agent, shall be prima facie evidence of the giving of the notice or report.

673
674 **(d) When Notice is No Longer Required.** If any notice or report addressed to a Voting Member at the
675 address of such Voting Member appearing on the books of the corporation is returned to the corporation
676 by the United States Postal Service marked to indicate that the United States Postal Service is unable to
677 deliver the notice or report to the Voting Member at such address, all future notices or reports shall be
678 deemed to have been duly given without further mailing if the same shall be available for the Voting
679 Member upon written demand of the Voting Member at the principal office of the corporation for a
680 period of one year from the date of the giving of the notice or report to all other Voting Members.

681
682 **(e) Method of Giving Notice-Certain Special Meetings.** Upon request in writing to the President,
683 President Elect or Secretary any member (other than the Board) is entitled to request a special meeting of
684 Members (see Section 9.3), the officer forthwith shall cause notice to be given to the Voting Members
685 entitled to vote that a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90

686 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request,
687 the persons entitled to call the meeting may give the notice.
688

689 **Section 9.6. Adjourned Meetings.** When a Members' meeting is adjourned to another time or place, except as
690 provided in this Section, notice need not be given of the adjourned meeting if the time and place thereof are
691 announced at the meeting at which the adjournment is taken. At the adjourned meeting, the corporation may
692 transact any business which might have been transacted at the original meeting. If the adjournment is for more
693 than 45 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the
694 adjourned meeting shall be given to each Voting Member of record entitled to vote at the meeting.
695

696 **Section 9.7. Consent to Members' Meeting.** The transactions of any meeting of Members, however called
697 and noticed and wherever held, are as valid as those had at a meeting duly held after regular call and notice if a
698 quorum is present either in person or by proxy and if, either before or after the meeting, each of the persons
699 entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent or the holding
700 of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed
701 with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting
702 shall constitute a waiver of notice of and presence at such meeting except when the person objects, at the
703 beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or
704 convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of
705 matters required by the California Nonprofit Public Benefit Corporation Law to be included in the notice but
706 not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at, nor
707 the purpose of any regular or special meeting of Members, need be specified in any written waiver of notice,
708 consent to the holding of the meeting or approval of the minutes thereof, unless otherwise provided in the
709 Articles or these bylaws and except as provided in Section 9.5(b).
710

711 **Section 9.8. Quorum.** One-fourth (1/4) of the Voting Members entitled to vote at a meeting of Members,
712 represented in person, shall constitute a quorum at such meeting. If a quorum is present, the affirmative vote of
713 the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be
714 the act of the Voting Members, provided that if the meeting is attended, in person or by proxy, by less than
715 one-half (1/2) of the voting power, then the only matters that may be voted on are those matters included in the
716 Notice of that meeting. The Voting Members present at a duly called or held meeting at which a quorum is
717 present may continue to transact business until adjournment notwithstanding the withdrawal of enough Voting
718 Members required to leave less than a quorum if any action taken (other than adjournment) is approved by at
719 least a majority of the Voting Members required to constitute a quorum. In the absence of a quorum, any
720 meeting of Members may be adjourned from time to time by the vote of a majority of the votes represented in
721 person, but no other business may be transacted except as provided in the preceding sentence.
722

723 **Section 9.9. Action Without Meeting-Written Ballot.** Unless otherwise provided in the Articles, any action
724 which may be taken at any regular or special meeting of Members may be taken without a meeting if the
725 corporation distributes a written ballot to every Voting Member entitled to vote on the matter. Such ballot shall
726 set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and
727 provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot
728 pursuant to this Section shall be valid only when the number of votes cast by ballot within the time period
729 specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the
730 number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at
731 which the total number of votes cast was the same as the number of votes cast by ballot. Ballots shall be
732 solicited in a manner consistent with the requirements of Sections 9.5(c) and 9.10. All such solicitations shall
733 indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other
734 than for the election of directors, shall state the percentage of approvals necessary to pass the measure
735 submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.
736 A written ballot may not be revoked. Directors may be elected by written ballot under this Section.
737

738 **Section 9.10. Proxies.** Every person entitled to vote by Membership may authorize another person or persons
739 to act by proxy with respect to such Membership. "Proxy" means a written authorization signed by a Voting
740 member or the Voting Member's attorney-in-fact giving another person or persons power to vote on behalf of
741 such Voting Member. "Signed" for the purpose of this Section means the placing of the Voting Member's
742 name on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the
743 Voting Member or such Voting Member's attorney-in-fact. Any proxy purported to be executed in accordance
744 with the provisions of this Section shall be preemptively valid. No proxy shall be valid after the expiration of
745 11 months from the date thereof. Every proxy continues in full force and effect until revoked by the person
746 executing it prior to the vote pursuant thereto. Such revocation may be affected by a writing delivered to the
747 corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the
748 prior proxy and presented to the meeting or, as to any meeting, by attendance at such meeting and voting in
749 person by the person executing the proxy. The dates contained on the forms of proxy preemptively determine
750 the order of execution, regardless of the postmark dates on the envelopes in which they are mailed. A proxy is
751 not revoked by the death or incapacity of the maker or the termination of a Membership as a result thereof
752 unless, before the vote is counted, written notice of such death or incapacity is received by the corporation. The
753 proxy of a Voting Member may not be irrevocable. Anything to the contrary notwithstanding, any proxy
754 covering (1) any of the matters described in Section 9.5(b); (2) the repeal, restriction or expansion of proxy
755 rights; (3) merger; (4) amendment of any agreement of merger; (5) the sale, lease, conveyance, exchange or
756 other disposition of all or substantially all of the corporation's assets other than in the usual and regular course
757 of the corporation's activities; or (6) dissolution is not valid as to such matters unless it sets forth the general
758 nature of the matter to be voted on or, in the event of an election of directors, unless the proxy lists those
759 nominated at the time the notice of the vote is given to Voting Members.

760
761 **Section 9.11. Voting by Proxy Written Ballot-Procedure.** Any form of proxy or written ballot distributed to
762 10 or more Voting Members of the corporation at a time when the corporation has 100 or more Voting
763 Members shall afford an opportunity on the form of proxy or written ballot to specify a choice between
764 approval and disapproval of each matter or group of related matters intended, at the time the proxy or written
765 ballot is distributed, to be acted upon by such proxy or written ballot, and shall provide, subject to reasonable
766 specified conditions, that where the person solicited specified a choice with respect to any such matter the vote
767 shall be cast in accordance therewith. In any election of directors, any form of written ballot in which the
768 directors to be voted upon are named therein as candidates and which is marked by a Voting Member
769 "withhold" or otherwise marked in a manner indicated that the authority to vote for the election of directors is
770 withheld shall not be voted whether for or against the election of a director. Failure to comply with this Section
771 shall not invalidate any corporate action taken, but may be the basis for challenging any proxy or written
772 ballot.

773
774 **Section 9.12. Voting Agreements Invalid.** A voting agreement or voting trust agreement entered into by a
775 Voting Member or Voting Members of the corporation shall not be enforced.

776
777 **Section 9.13. Special Provisions Relating to Election of Elected Directors.**

778
779 **(a) Nominations.**

780
781 **(1) Nomination Procedure Generally.** As to the eleven directors elected by Voting Members
782 (President, President Elect, Past President, Secretary, Chief Financial Officer, and six Chapter
783 Presidents), there shall be available to the Voting Members reasonable nomination and election
784 procedures given the nature, size and operations of the corporation. The procedures shall include (a)
785 a reasonable means of nominating persons for election as directors; (b) a reasonable opportunity for
786 a nominee to communicate to the Voting Members the nominee's qualifications and the reasons for
787 the nominee's candidacy; (c) a reasonable opportunity for all nominees to solicit votes; and (d) a
788 reasonable opportunity for all Voting Members to choose among the nominees. Subject to the
789 provisions of California Corporations Code Section 5522 (applicable to this corporation at such time
790 as its Voting Membership may reach 5,000) any person who is qualified to be elected to the Board

791 may be nominated (a) by any method authorized in these bylaws or by the Board; (b) by petition
792 delivered to an officer of the corporation, signed within 11 months preceding the next time directors
793 will be elected, by Voting Members representing 2 percent of voting power, or (c) if there is a
794 meeting to elect directors, by any Voting Member present at the meeting in person.
795

796 **(2) Use of Corporate Funds to Support Nominee.** No corporate funds may be expended to support
797 one nominee over any other nominee for director.
798

799 **(3) Publication of Material, Soliciting Votes-Rights.** Where the corporation, at any time when the
800 corporation has 500 or more Voting Members, publishes any material soliciting a vote for any
801 nominee for director in any publication owned or controlled by the corporation, it shall make
802 available to all other nominees, in the same issue of the publication, an equal amount of space, with
803 equal prominence, to be used by the nominee for a purpose reasonably related to the election.
804

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

- 807 President Elect
- 808 Secretary (2 year term)
- 809 Chief Financial Officer (2 year term)
- 810 Chapter Presidents (6)

811
812 The office of President shall be automatically succeeded to by the preceding year's President Elect. The
813 office of the Past President shall be automatically succeeded to by the preceding year's President. The
814 term of all elected and appointed board members including Chapter Presidents, is one year and shall
815 begin on the first day of the following fiscal year.
816

817 **(c) Terms of Office.** The term of all officers and directors shall be either one or two years. With respect
818 to all officer and director positions, other than the President, President Elect, and Past President, any
819 person can be elected or appointed to serve a maximum of 3 consecutive years in any one position, except
820 the secretary and Chief Financial Officer who may serve a maximum of 4 years in their capacities. After
821 a minimum of one year off the Board of Directors, said member can again be elected or appointed under
822 the same rules and conditions.
823

824 **ARTICLE X – RECORDS, REPORTS AND INSPECTION RIGHTS**

825
826 **Section 10.1. Annual Report.** The Board shall cause an annual report to be sent to the Voting and Non-Voting
827 Members not later than 120 days after the close of the corporation's fiscal year. Such report shall contain in
828 appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the corporation as of
829 the end of the fiscal year; (2) the principal changes in assets and liabilities, including trust funds, during
830 the fiscal year; (3) the revenue or receipts of the corporation, both unrestricted and restricted to particular
831 purposes, for the fiscal year; (4) the expenses or disbursements of the corporation, for both general and
832 restricted purposes, during the fiscal year; (5) any information required by Section 10.2. The report required by
833 this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such
834 report, the certificate of the Chief Financial Officer or other authorized officer of the corporation that such
835 statements were prepared without audit from the books and records of the corporation. This Section does not
836 apply if the corporation does not have more than 100 Voting Members or \$10,000 in assets at any time during
837 the fiscal year, except that a report with the information required by this Section shall in any event be furnished
838 annually to: (1) directors of the corporation; and (2) any Voting Member who requests it in writing. If the
839 corporation solicits contributions in writing from 500 or more persons, it need not send the report otherwise
840 required by this Section if it does all of the following:
841
842

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

847
848 (b) promptly mails a copy of its latest annual report to any person who requests a copy thereof; and
849

850 (c) causes its annual report to be published not later than 120 days after the close of its fiscal year in a
851 newspaper of general circulation in the county in which its principal office is located.
852

853 **Section 10.2. Annual Statement of Certain Transactions and Indemnifications.** Any provision of the
854 Articles or these bylaws notwithstanding, the corporation shall furnish annually to the Voting Members a
855 statement of any transaction or indemnification of a kind described below, if any such transaction or
856 indemnification took place. If the corporation issues an annual report to all Voting Members, this Section shall
857 be satisfied by including the required information in the annual report. If the corporation does not issue an
858 annual report to all Members pursuant to Section 10.1, it shall satisfy this Section by mailing or delivering to
859 its Voting Members the required statement within 120 days after the close of the corporation's fiscal year.
860 Except as provided below, a "covered transaction" under this Section is a transaction in which the corporation,
861 its parent, or its subsidiary was a party, and in which either of the following had a direct or indirect material
862 financial interest: (1) any director or officer of the corporation, or its parent or subsidiary; or (2) any holder of
863 more than 10 percent of the voting power of the corporation, its parent or its subsidiary. For the purpose of this
864 Section, (1) an "interested person" is any person described in item (1) or (2) of the preceding sentence, and (2) a
865 mere common directorship is not a material financial interest.
866

867 The statement required by this Section shall describe briefly: (1) any covered transaction during the previous
868 fiscal year involving more than \$40,000, or which was one of a number of covered transactions in which the
869 same interested person had a direct or indirect material financial interest, and which transactions in the
870 aggregate involved more than \$40,000; (2) the names of the interested persons involved in such transactions,
871 stating such person's relationship to the corporation, the nature of such person's interest in the transaction and,
872 where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of
873 which such person is a partner, only the interest of the partnership need be stated. The statement required by
874 this Section shall describe briefly the amount and circumstances of any indemnifications or advances
875 aggregating more than \$10,000 paid during the fiscal year to any officer or director pursuant to Section 5238
876 of the California Nonprofit Public Benefit Corporation Law, provided that no such report need be made in the
877 case of indemnification approved by the Voting Members as provided in Section 5238(e) of that Law.
878

879 **Section 10.3. Right of Voting Members to Inspect Voting Membership List.**
880

881 (a) **Inspection Rights.** Subject to subsections (b), (c) and (d), a Voting Member may do either or both of
882 the following: (1) inspect and copy the records of all the Voting Members' names, addresses, and voting
883 rights, at reasonable times, upon 5 business days' prior written demand upon the corporation, which
884 demand shall state the purpose for which the inspection rights are requested: (2) obtain from the Secretary
885 of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses
886 and voting rights of those Voting Members entitled to vote for the election of directors as of the most
887 recent record date for which it has been compiled or as of a date specified subsequent to the date of
888 demand. The demand shall state the purpose for which the list is requested. The Voting Membership list
889 shall be made available on or before the later of 10 business days after the demand is received or the list is
890 to be compiled.
891

892 (b) **Voting Members Entitled to Inspection Rights.** The rights set forth in subsection (a) may be
893 exercised by: (1) any Voting Member for a purpose reasonably related to such person's interest as a
894 Voting Member, but where the corporation reasonably believes that the information will be used for
895 another purpose, or where it provides a reasonable alternative pursuant to subsection (c), it may deny the

896 Voting Member access to the list; (2) the authorized number of Voting Members for a purpose reasonably
897 related to such Voting Members' interests as Voting Members. The "authorized number" means 5 percent
898 of the voting power, except that where the total number of votes entitled to be cast for a director is 1,000
899 or more, but less than 5,000, then the authorized number shall be 2 1/2 percent of the voting power, but not
900 less than 50, and where the total number of votes entitled to be cast for a director is 5,000 or more, then the
901 authorized number shall be one-twentieth of one percent of the voting power, but not less than 125. Any
902 right in this Section which may be exercised by the authorized number may be exercised by a Voting
903 Member with written authorizations obtained within any 11-month period from Voting Members who, in
904 the aggregate, hold the equivalent voting power. Any such authorization shall specify the right to be
905 exercised hereunder and the duration there of (which shall not exceed three years).
906

907 **(c) Alternative to Furnishing Voting Membership List.** The corporation may, within 10 business days
908 after receiving a demand under subsection (a), deliver to the person or persons making the demand a
909 written offer of an alternative method of achieving the purpose identified in such demand without
910 providing access to or a copy of the Voting Membership list. An alternative method which reasonably and
911 in a timely manner accomplishes the proper purpose set forth in a demand made under subsection (a) shall
912 be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the
913 corporation fails to do those things which it offered to do. Without limiting the reasonable alternatives
914 which may be so offered, an offer by the corporation to include a Voting Member's desired
915 communication to other Voting Members in the corporation's newsletter, magazine or other organ (upon
916 payment of a reasonable charge there of) shall be a reasonable alternative if it is sent to the Voting
917 Members soon enough reasonably to accomplish the Voting Members stated purpose. Any rejection of
918 the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does
919 not meet the proper purpose of the demand made pursuant to subsection (a). Nothing in this Section shall
920 be construed to limit the right of the corporation to obtain injunctive relief necessary to restrain misuse of
921 the Voting Membership list.
922

923 **(d) Improper Uses of Membership List.** The Membership list is a corporate asset. Without consent of the
924 Board, the Membership list or any part thereof may not be used by any person for any purpose unrelated to
925 a member's interest as a member. Without limiting the generality of the foregoing, without the consent of
926 the Board, the Membership list or any part thereof may not be (1) used to solicit money or property, unless
927 such money or property will be used solely to solicit the vote of Voting Members in an election to be held
928 by the corporation; (2) used for any purpose which the user does not reasonably and in good faith believe
929 will benefit the corporation; (3) used for any commercial purpose or purpose in competition with the
930 corporation; or (4) sold to or purchased by any person; provided, however, that nothing in this subsection
931 (d) shall prevent the corporation itself from selling the Membership list to any person.
932

933 **Section 10.4. Right of Members to Inspect Accounting Books, Records and Minutes.** The accounting
934 books and records and minutes of the proceedings of the Members and the Board and committees of the Board
935 shall be open to inspection upon the written demand on the corporation of any Voting or Non-Voting member
936 at any reasonable time, for a purpose reasonably related to such person's interests as a Member.
937

938 **Section 10.5. Right of Members to Inspect Articles and Bylaws.** The corporation shall keep, at its principal
939 office in California, the original or a copy of the Articles and these bylaws, as amended to date, which shall be
940 open to inspection by the Voting and Non-Voting Members at all reasonable times during office hours.
941

942 **Section 10.6. Inspection Rights of Directors.** Every director shall have the absolute right at any reasonable
943 time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties
944 of the corporation and each of its subsidiary corporation, if any.
945

946 **Section 10.7. Inspection by Agent; Extracts.** Any inspection under this Article may be made in person by
947 agent or attorney, and the right of inspection includes the right to copy and make extracts. If any record subject

948 to inspection, pursuant to this Article, is not maintained in written form, a request for inspection is not
949 complied with unless and until the corporation at its expense makes such record available and in written form.

950
951 **ARTICLE XI - MISCELLANEOUS PROVISIONS**

952
953 **Section 11.1. Interpretation of Bylaws.** Unless defined differently herein, or unless the context requires a
954 different meaning, terms used in these bylaws shall have the same meaning as may be given to them in the
955 California Nonprofit Public Benefit Corporation Law, as amended from time to time. To the extent possible,
956 these bylaws shall be construed as supplemental to all laws applicable to the same subject matter and shall be
957 fully complied with unless such compliance shall be illegal. Any provision of these bylaws which is
958 inconsistent with any applicable law shall not be complied with, but such inconsistency shall not affect the
959 validity of any other provisions of these bylaws.

960
961 **Section 11.2. Notices.** Unless otherwise expressly provided herein, any notice required or permitted to be
962 given under these bylaws shall be deemed effectively given (1) when deposited in the United States mail,
963 addressed to the recipient at his last address, if any, appearing on the corporation's books and with first-class
964 postage thereon prepaid: (2) when personally delivered in writing to the recipient: (3) when delivered in
965 writing to a common carrier for transmission, or actually transmitted by the person giving notice by electronic
966 means, to the recipient: or (4) when communicated orally, in person or by telephone or radio, to the recipient
967 or to a person at the recipient's office who the person giving notice has reason to believe will promptly
968 communicate it to the recipient. Notwithstanding any provision to the contrary in these bylaws (except in the
969 case of expulsion of a Voting Member or the suspension or termination of Voting Membership rights), a notice
970 or report mailed or delivered as part of a newsletter, magazine or other organ regularly sent to Members shall
971 constitute written notice or report when addressed and mailed or delivered to the Member, or in the case of
972 Members who are residents of the same household and who have the same address on the books of the
973 corporation, when addressed and mailed or delivered to one of such Members, at the address appearing on the
974 books of the corporation.

975
976 **Section 11.3. Fiscal Year.** The fiscal year of the corporation shall be July 1 through June 30.

977
978 **Section 11.4. Instruments in Writing.** All checks, drafts, demands for money and notes of the corporation,
979 and all written contracts of the corporation, shall be signed by such officer or officers, agent or agents, as the
980 Board may from time to time designate. No officer, agent or employee of the corporation shall have the power
981 to bind the corporation by contract or otherwise unless authorized to do so by these bylaws or by the Board.

982
983 **Section 11.5. Approval of the Voting Members-Defined.** As used in these bylaws, "approval by (or approval
984 of) the Voting Members" means approved or ratified by the affirmative vote of a majority of the votes
985 represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also
986 constitute a majority of the required quorum) or written ballot in conformity with Section 9.9.

987
988 **ARTICLE XII - ADOPTION, AMENDMENT OR REPEAL OF BYLAWS**

989
990 **Section 12.1. Amendment by Voting Members.** The bylaws may be adopted, amended or repealed only by
991 approval of the Voting Members (see Section 11.5) at a meeting of Members or by written ballot.

992
993 **Section 12.2. Procedure for Submission of Proposals for the Amendment of Bylaws.** Any Director or
994 Voting Member may submit a proposal to adopt, amend or repeal bylaws for consideration by the Voting
995 Membership according to the following procedure:

- 996
997 (a) Any and all proposed amendments to these bylaws shall be submitted to the Board of directors at least
998 20 days prior to a Board meeting at which these shall be considered by the Board.
999

1000 (b) The initial discussion of any duly proposed amendment shall be considered a first reading and no
1001 official action shall be taken until the following regular or special Board meeting. All proposed changes
1002 must be approved, after the second reading, by a two-thirds vote of Board before submission to the
1003 Membership for adoption vote.

1004
1005 (c) Any amendment proposal approved by the Board shall be submitted to the Members at least 30 days
1006 prior to a required vote for adoption.

1007
1008 (d) Any amendment proposal not approved by the Board may be submitted to the Voting Members by the
1009 proponent at the next annual or special meeting, provided the proponent requests the Secretary to include
1010 the wording of the proposal, its justification and the Board's position in the Notice of the meeting required
1011 under Section 9.5.

1012
1013 **Section 12.3. Adopted Amendments.** Adopted amendments shall go into effect following adoption by the
1014 Membership except for those pertaining to newly elected officers/directors. In such case, those particular
1015 amendments shall go into effect after the expired term of the affected officer/director.

1016
1017 **Section 12.4. Impermissible Bylaws.** No amendment of the Articles of these bylaws may extend the term of
1018 a director beyond that for which the director was elected. Any reduction in the number of directors authorized
1019 in the Articles or these bylaws does not remove any director prior to the expiration of such director's term of
1020 office.

1021
1022 **Section 12.5. Bylaws Corrections.** The Board may correct grammar and numbering errors as necessary. Such
1023 corrections may not change the meaning or purpose of the statements.

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1025