The BYLAWS
of the
WESTERN ASSOCIATION OF EDUCATIONAL OPPORTUNITY
PERSONNEL (WESTOP)
15 March 2022

(A California Non-Profit Public Benefit Corporation)

ARTICLE I - OFFICES

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

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

ARTICLE II – VISION AND MISSION

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

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

Section 2.3. Dedication. The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or Member of the corporation, or to the benefit of any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Upon the dissolution of the corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be equally distributed, first to each Chapter within WESTOP, and then to nonprofit funds, foundations, corporations or other organizations that are organized and operated exclusively for charitable purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law). The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law) or, (ii) by a corporation, contributions to which are deductible under Section l70(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

ARTICLE III - CHAPTERS

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

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

Section 3.3. Regulations of Operation. The Chapters shall:

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

(b) keep current Membership rosters,

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

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

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

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

ARTICLE IV - DIRECTORS

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

Section 4.2. Number of Directors. The number of the corporation's directors shall be twelve (12). All of the director positions will be filled by the six (6) elected officers of the corporation (President, President-Elect, Past President, Secretary, Chief Financial Officer, Chief Financial Officer-Elect (non-voting) and the six (6) Chapter Presidents as described in Section 9.13(b) ("Elected Directors").

The Chief Financial Officer Elect is a non-voting position.

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

Section 4.4. Election and Term of Office. The term of office for the Chief Financial Officer and Secretary shall be two years, to take effect and continue as described in Section 9.13(b).

The terms of office of the other ten (10) Elected Directors, inclusive of the President, President-Elect, Past President, Chief Financial Officer-Elect, and the six Chapter Presidents shall be for one year, to take effect and continue as described in Section 9.13(b). WESTOP shall fund a comprehensive onboarding process for newly elected Chapter President-Elects.

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

Section 4.6. Removal of Director Without Cause. Any or all directors may be removed without cause if (l) while the corporation has fewer than 50 Voting Members, such removal is approved by a majority of all Voting Members; or (2) while the corporation has 50 or more Voting Members, such removal is approved by the Voting Members (see Section 11.5). Except as provided in this Section, in Section 4.5, or by the laws of the State of California, a director

may not be removed prior to the expiration of such director's term of office.

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

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

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

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

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

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

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

ARTICLE V - THE SERVICE COUNCIL

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

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

Section 5.3. Selection of the Service Council. Unless otherwise provided in these Bylaws, appointment of

members to serve on both standing and special committees shall be made by the sitting President from among the individual members in good standing of the Association. The Chairperson of each committee shall be designated by the sitting President with the advice and consent of the Board. The Chairpersonship of standing committees should be rotated at least every third year.

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

ARTICLE VI - MEETINGS OF THE BOARD AND SERVICE COUNCIL

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

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

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

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

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

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

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

Section 6.8. Confirmation of Action Proposed at a Meeting Without Quorum. When a regular or special meeting of the Board is called according to the provisions of Sections 6.2 and 6.3 of this article, and no quorum is constituted, the majority of the directors present may collectively propose action to be confirmed through mail

ballot by a majority of the Members of the Board, provided that such ballot is sent to all Members of the Board by registered mail at least (10) days in advance of the vote. Such written consent shall be filed with the minutes of the proceedings of the Board.

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

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

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 Chairperson 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 contracts, 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,

(d) To preside over the Service Council.

(e) To serve as chairperson of Fair Share.

(f) Generally, to exercise such other powers and duties as may be prescribed by the

Board. **(g)** To perform other duties as assigned by the President as needed.

Section 7.5. Past President-Powers and Duties. The powers and duties of the Past President

are: **(a)** To act as chief adviser to the Board,

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

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

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

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

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

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

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

(c) To keep a record of all actions taken by vote by the Board of Directors or the Executive Committee,

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

(e) To give, serve or publish notices of all Board meetings and Members' meetings and all other notices that may be necessary or proper, and without command or direction from anyone. In case of the absence, disability, refusal, or neglect of the Secretary to serve or publish any notices, then such notices may be served

and/or published by the President or the President Elect, or by any person authorized to do so by either of them or by the Board,

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

(g) Generally, to perform all such duties as pertain to the office of Secretary and as may be required by the Board.

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

(i) To perform other duties as assigned by the President as needed.

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

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

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

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

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

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

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

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

(h) In case of vacancy of the Chief Financial Officer, the Chief Financial Officer-Elect will succeed to the office of the Chief Financial Officer for the remainder of that term of office as well as for his/her subsequent term of office as Chief Financial Officer.

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

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

Section 7.8. Chief Financial Officer-Elect-Powers and Duties. The powers and duties of the Chief Financial Officer-Elect are:

(a) To work closely with the Chief Financial Officer to acquire the skills, competencies, and knowledge of WESTOP objectives, activities, procedures, and services,

(b) In case of vacancy of the Chief Financial Officer, the Chief Financial Officer-Elect will succeed to the office of the Chief Financial Officer for the remainder of that term of office as well as for his/her subsequent term of office as Chief Financial Officer,

(c) To serve on the Financial Affairs committee,

(d) To serve on the Executive committee,

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

and **(f)** To perform other duties as assigned by the President as needed.

This is a non-voting position on the Board of Directors.

ARTICLE VIII - MEMBERS

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

Section 8.2. Procedure for Admission to and Renewal of Membership. Any person and/or program or institution desiring to become a member of WESTOP shall submit to the organization a completed Membership Application form, together with the amount of the annual dues which corresponds to that category of Membership for which they

are applying. Any member desiring to renew Membership shall give notice and submit the appropriate amount of annual dues within the time specified by the Board. The eligibility of each applicant for Membership or renewal of Membership shall be determined by the Membership and Elections Committee.

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

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

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

Category Qualification

l. Voting Members

(a) Professional Membership Professional Membership is available to persons employed full-time or part-time in educational opportunity/equal access type programs.

(b) Institutional Membership Shall be extended to all eligible programs (see Section 8.1) that support the purpose and objectives of the corporation listed in Article II. Any TRIO and/or other education equity programs within the

WESTOP region shall be eligible to establish institutional Membership. Career employees employed by fore mentioned programs/institutional organizations that have established Membership, shall be extended Membership voting rights as determined by the tier system established by the Board of Directors.

(c) Retired Membership Shall be extended to any retired (and not a full-time education equity employee) person having previously qualified for individual or institutional membership and who wish to continue to promote and advocate access to educational opportunities on behalf of low income, first-generation students and persons with disabilities.

2. Non-Voting Members Qualification

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

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

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

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

Section 8.6. Rights of Members.

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

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

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

obligation or obtain damages for its breach.

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

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

Section 8.10. Board Committees of Members.

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

(1) Executive Committee. This committee shall consist of all six (6) officers (President, President–elect, Past President, Chief Financial Officer, Chief Financial Officer-Elect (non-voting), and Secretary) and the Financial Affairs Committee Chair. This committee is empowered to make decisions on behalf of the Board of Directors between meetings of the Board only in a situation deemed an emergency. Prior to such occurrence, the entire Board must be notified of the issue(s) to be addressed and the meeting time. Any and all decision(s) shall be brought before the full Board of Directors at the following meeting for inclusion in the minutes for public record.

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

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

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

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

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

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

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

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

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

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

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

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

Section 8.11. Service Council Committees of Members

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

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

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

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

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

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

(5) Technology Committee. This committee shall specifically address itself to the concerns mentioned in

Sections 2.2 (c). This committee shall be responsible for the promotion of the Association's use of technology and training.

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

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

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

(9) Equity, Diversity, and Inclusion. The Equity, Diversity, and Inclusion Committee shall have the responsibility to review and make recommendations to the full Board regarding issues of equity, diversity, and inclusion. The committee shall facilitate equity, diversity, and inclusion by setting the tone for shaping a diverse and inclusive environment for WESTOP members, at the regional and chapter levels, through collaboration, research, education, and professional development.

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

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

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

ARTICLE IX - MEETINGS OF MEMBERS

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

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

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

Section 9.4. Record Date.

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

(b) Right to Vote. The record date for the purpose of determining the Voting Members entitled to vote at the annual meeting or any special meeting of Members shall be the date of the meeting. Such record date shall also

apply in the case of an adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

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

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

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

Section 9.5. Notice of Members' Meetings.

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

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

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

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

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

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

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

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

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

Section 9.10. Proxies. Every person entitled to vote by Membership may authorize another person or persons to act by proxy with respect to such Membership. "Proxy" means a written authorization signed by a Voting member or the Voting Member's attorney-in-fact giving another person or persons power to vote on behalf of such Voting Member. "Signed" for the purpose of this Section means the placing of the Voting Member's name on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the Voting Member or such Voting Member's attorney-in-fact. Any proxy purported to be executed in accordance with the provisions of this Section shall be preemptively valid. No proxy shall be valid after the expiration of 11 months from the date thereof. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant

thereto. Such revocation may be affected by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting or, as to any meeting, by attendance at such meeting and voting in person by the person executing the proxy. The dates contained on the

forms of proxy preemptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed. A proxy is not revoked by the death or incapacity of the maker or the termination of a Membership as a result thereof unless, before the vote is counted, written notice of such death or incapacity is received by the corporation. The proxy of a Voting Member may not be irrevocable. Anything to the contrary notwithstanding, any proxy covering (1) any of the matters described in Section 9.5(b); (2) the repeal, restriction or expansion of proxy rights; (3) merger; (4) amendment of any agreement of merger; (5) the sale, lease, conveyance, exchange or other disposition of all or substantially all of the corporation's assets other than in the usual and regular course of the corporation's activities; or (6) dissolution is not valid as to such matters unless it sets forth the general nature of the matter to be voted on or, in the event of an election of directors, unless the proxy lists those nominated at the time the notice of the vote is given to Voting Members.

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

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

Section 9.13. Special Provisions Relating to Election of Elected Directors.

(a) Nominations.

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

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

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

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

President-Elect
Secretary (2-year term)
Chief Financial Officer-Elect
Chapter President Elects (6)

The office of President shall be automatically succeeded to by the preceding year's President Elect. The office of the Chief Financial Officer shall be automatically succeeded to by the preceding year's Chief Financial Officer-Elect. The office of Chapter President shall be automatically succeeded to by the preceding year's Chapter President Elect. The office of the Past President shall be automatically succeeded to by the preceding year's President. The office of the Chapter Past President shall be automatically succeeded to by the preceding year's Chapter President.

The term of elected and appointed board members is two years and shall begin on the first day of the following fiscal year excluding the President, President Elect, Past President, Chief Financial Officer-Elect, and Chapter President Elect.

Terms of Office. The term of all officers and directors shall be either one or two years. With respect to all officer and director positions, any member can serve a maximum of two consecutive terms. After a minimum of one year off the Board of Directors, said member can again be elected or appointed under the same rules and conditions.

ARTICLE X – RECORDS, REPORTS AND INSPECTION RIGHTS

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

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

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

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

Section 10.2. Annual Statement of Certain Transactions and Indemnifications. Any provision of the Articles or these bylaws notwithstanding, the corporation shall furnish annually to the Voting Members a statement of any transaction or indemnification of a kind described below, if any such transaction or indemnification took place. If

the corporation issues an annual report to all Voting Members, this Section shall be satisfied by including the required information in the annual report. If the corporation does not issue an annual report to all Members pursuant to Section 10.1, it shall satisfy this Section by mailing or delivering to its Voting Members the required statement within 120 days after the close of the corporation's fiscal year. Except as provided below, a "covered transaction" under this Section is a transaction in which the corporation, its parent, or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest: (l) any director or officer of the corporation, or its parent or subsidiary: or (2) any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary. For the purpose of this Section, (l) an "interested person" is any person described in item (l) or (2) of the preceding sentence, and (2) a mere common directorship is not a material financial interest.

The statement required by this Section shall describe briefly: (l) any covered transaction during the previous fiscal year involving more than $40,000, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than

$40,000; (2) the names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated. The statement required by this Section shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or director pursuant to Section 5238 of the California Nonprofit Public Benefit Corporation Law, provided that no such report need be made in the case of indemnification approved by the Voting Members as provided in Section 5238(e) of that Law.

Section 10.3. Right of Voting Members to Inspect Voting Membership List.

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

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

(c) Alternative to Furnishing Voting Membership List. The corporation may, within 10 business days after receiving a demand under subsection (a), deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in such demand without providing access to or a copy of the Voting Membership list. An alternative method which reasonably and in a timely manner accomplishes

the proper purpose set forth in a demand made under subsection (a) shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Without limiting the reasonable alternatives which may be so offered, an offer by the corporation to include a Voting Member's desired communication to other Voting Members in the corporation's newsletter, magazine or other organ (upon payment of a reasonable charge there of) shall be a reasonable alternative if it is sent to the Voting Members soon enough reasonably to accomplish the Voting Members stated purpose. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subsection (a). Nothing in this Section shall be construed to limit the right of the corporation to obtain injunctive relief necessary to restrain misuse of the Voting Membership list.

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

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

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

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

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

ARTICLE XI - MISCELLANEOUS PROVISIONS

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

Section 11.2. Notices. Unless otherwise expressly provided herein, any notice required or permitted to be given under these bylaws shall be deemed effectively given (1) when deposited in the United States mail, addressed to the recipient at his last address, if any, appearing on the corporation's books and with first-class postage thereon prepaid: (2) when personally delivered in writing to the recipient: (3) when delivered in writing to a common carrier for transmission, or actually transmitted by the person giving notice by electronic means, to the recipient: or (4) when communicated orally, in person or by telephone or radio, to the recipient or to a person at the recipient's

office who the person giving notice has reason to believe will promptly communicate it to the recipient. Notwithstanding any provision to the contrary in these bylaws (except in the case of expulsion of a Voting Member or the suspension or termination of Voting Membership rights), a notice or report mailed or delivered as part of a newsletter, magazine or other organ regularly sent to Members shall constitute written notice or report when addressed and mailed or delivered to the Member, or in the case of Members who are residents of the same household and who have the same address on the books of the corporation, when addressed and mailed or delivered to one of such Members, at the address appearing on the books of the corporation.

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

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

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

ARTICLE XII - ADOPTION, AMENDMENT OR REPEAL OF BYLAWS

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

Section 12.2. Procedure for Submission of Proposals for the Amendment of Bylaws. Any Director or Voting

Member may submit a proposal to adopt, amend or repeal bylaws for consideration by the Voting Membership according to the following procedure:

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

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

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

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

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

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

Section 12.5. Bylaws Corrections. The Board may correct grammar and numbering errors as necessary. Such

corrections may not change the meaning or purpose of the statements.