

# **BYLAWS OF THE NORTHERN CALIFORNIA PEACE CORPS ASSOCIATION**

(As Amended March 3, 2018)

## **Article 1. General**

### **Article 1.1 Name**

The name of the organization is the Northern California Peace Corps Association (herein "NorCal"), formerly the Northern California Council of Returned Peace Corps Volunteers, as incorporated August 5, 1982 under the Nonprofit Public Benefit Corporation Law of the State of California.

### **Article 1.2 Location**

The Corporation's principal office is fixed and located at: San Francisco, CA. The Board of Directors (hereinafter called the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on these Bylaws opposite this Section, or this Section may be amended to state the new location.

## **Article 2. Membership**

### **Article 2.1 Qualification for Membership**

The corporation shall have no members other than as herein provided. There shall be two (2) classes of membership in this organization. Members may be either

- a) individual, at large, or
- b) organizational.

### **Article 2.2 Individual Membership**

Requirements for membership in the organization shall be defined by a two-thirds vote of the Board and shall be posted on the organization's website. The Board may vote to allow for tiers of membership, and may choose to charge a membership fee and offer rewards for any of those tiers.

Each individual member shall be entitled to one vote on all matters properly brought before the membership of the organization.

### **Article 2.3 Organizational Membership**

Organizations located within Northern California shall be eligible to become organizational members upon application to and in accordance with written policy of this Association. The Board of Directors shall set annual organizational dues at an appropriate level, from time to time. Such organizations shall not be entitled to any vote.

### **Article 2.4 Removal of Member**

The membership of any member may be revoked by a vote of two-thirds or more of the members of the full Board. The Board shall notify the member of such revocation by any reasonable means within seven (7) days of revocation.

## **Article 3. Directors and Elections**

### **Article 3.1 Powers**

Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that the activity and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a) To select and remove all other officers, agents and employees of the corporation, prescribe powers and duties for them as may be consistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.
- b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore consistent with law, the Articles or these Bylaws.
- c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time, as they may deem appropriate.
- d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

### **Article 3.2 Qualifications for Membership on the Board**

Any individual who has voting rights shall be eligible for membership on the corporate Board of Directors.

### **Article 3.3 Member Group Definition**

A Member Group is a collection of members living in a geographic region determined by the Board of Directors. The identification of the boundaries shall be determined by zip codes and membership numbers. Any individual may request to become a member of a Member Group not in accordance with his residence of record. However, for budgetary reason, a member of NorCal shall belong to only one (1) Member Group. The Board Representative(s) from the Member Group shall be designated as point(s) of contact to the Board.

The Board shall allocate a per person amount of individual NorCal dues to each Member Group for

their use. The total amount will be based on the number of members claiming the Member Group.

### **Article 3.4 Board Defined Director Attendance Requirements**

The membership on the Board of a Board member who does not attend at least two thirds of the Board's meetings in any six-month period shall terminate by operation of these Bylaws. The Board shall then have discretion to replace the terminated Board member or, if the vacated position remains available and the terminated Board member shows just cause for the absences, reappoint the Board member. Meeting attendance via telephone or computer shall constitute valid attendance for purposes of this Article 3.4.

### **Article 3.5 Member Group Director Responsibilities to Member Group**

Member Group Directors shall be responsible for the coordination and facilitation of activities and events in their area, for participation in Member Group events and activities in their area, for representing their Member Group on Board decisions and reporting back to the Member Group.

### **Article 3.6 Number**

The voting members of the Board shall consist of representatives or alternates of the Member Groups elected at meetings of the Member Groups and At-Large representatives or alternates elected at the Annual General Meeting. Elections to the Board may also be conducted electronically as per Article 3.7 Elections. The Board of Directors will consist of not fewer than nine and not more than fifteen members. The Board will determine Member Group Definition as in Article 3.3 and allocate the number of Board representatives per Member Group based on current membership in NorCal. This determination will be made in consultation with the Member Groups. The changes will be approved annually by the Board and announced prior to the opening of Board elections.

### **Article 3.7 Elections**

All vacancies of Member Group Representatives and Alternates shall be elected at a publicly announced general meeting of the Member Group before the time of the Annual General Meeting. Member Group Elections may also be conducted electronically utilizing procedures approved by the Board and announced to all affected members in advance.

All vacancies of At-Large members and Alternates shall be elected at the Annual General Meeting of the Membership. Elections of At Large members and Alternates may also be conducted electronically utilizing procedures approved by the Board and announced to all affected members in advance.

At least thirty (30) days prior to the above elections, members will be informed of the election by the sending of a notice to the member's postal or electronic address of record. Each member is responsible for maintaining a current postal or e-mail address with NorCal.

Alternates shall be allowed to vote upon notification of the President of the Board by the appropriate voting Board member.

### **Article 3.8 Terms of Office**

All Board terms are for two years. All terms are defined from Annual General Meeting to Annual

General Meeting as identified in Article 4 Meetings.

### **Article 3.9 Vacancies**

- a. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving notice to the President of the Board, the Vice President, 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 selected before such time, to take office when the resignation becomes effective.
- b. A Board member who has ever resigned from the Board prior to the expiration of that Board member's term of office on the Board shall not be permitted to rejoin the Board in the future, whether by election or by appointment, unless two-thirds of the full Board votes to permit the resigned Board member to rejoin. Such resigned Board member seeking to run for a Board seat, or appointment to the Board, shall submit a written statement to the Board, for the Board and the membership, at least thirty days in advance of the election or appointment providing the reasons for all prior resignations. The Board shall then be responsible for publicizing this written statement to the membership on the applicant's behalf at least 15 days in advance of the election or appointment. The membership on the Board of a Board member who resigned from the Board previously, but did not provide such thirty-day notice before rejoining the Board, shall terminate automatically by operation of these Bylaws. The Board may, however, reappoint such terminated Board member subject to the provisions of this Article 3.9(b). For individuals seeking new election or appointment to the Board or reelection or reappointment to the Board, this Article 3.9(b) shall apply retroactively.
- c. Member Groups may replace their representative(s) at any announced meeting of the Member Group. At least thirty (30) days prior to the above elections, members will be informed of the election to replace their representative by the sending of a notice to the member's postal or electronic address of record. Each member is responsible for maintaining a current postal or e-mail address with NorCal.
- d. To fill any vacancy on the Board these procedures shall be followed in sequence:
  - i. An acknowledged alternate shall assume the position.
  - ii. The same method as was used to elect the previous director shall be used.
  - iii. By a vote of the current Board. The individuals appointed by the board shall be required to meet all board and Member Group membership requirements identified in Article 3.2 Qualifications for Membership on the Board and, for Member Group Directors, all responsibilities identified in Article 3.5 Member Group Director Responsibilities to Member Group. All appointed Directors shall be informed of current board policies pertaining to Board attendance and other requirements of board service and agree to such requirements. Directors appointed by the board to fill vacancies may only serve until the next Annual General Meeting. Vacancies to be filled through appointment by the other directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and

until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors be increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law or under the conditions specified in the Bylaws.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of that director's term of office.

### **Article 3.10 Removal and Resignation**

Any Board member may be removed by the Board at any time by a vote of two-thirds or more of the members of the full Board. Any such removal shall be without prejudice to the rights, if any, of the Board member under any contract of employment of the Board member. The Board shall notify the Board member of revocation by registered US MAIL to address of record within seven (7) days of removal.

Any Board member may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the Board member is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Directors may request a leave of absence from the board, which may be approved by a 2/3 vote, for period of time from three weeks up to two months. A director on an approved leave of absence will not be treated as having resigned from the board, but shall not be considered an acting member of the Board, including for purposes of attending meetings, determining quorums, or voting. The board shall decide how to distribute the duties of the Director taking a leave of absence as needed.

## **Article 4. Meetings**

### **Article 4.1 Meeting place**

Meetings of the Board and the membership shall be held at any place within the State of California, which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Meetings of the Executive Committee may occur anywhere provided there is a quorum for all issues discussed.

### **Article 4.2 Annual General Meeting**

For the purpose of organization, election of At Large Membership directors, and the transaction of other business, the membership shall hold an Annual General Meeting once per calendar year. Elections to the Board may also be conducted electronically as per Article 3.7 Elections. The Board shall make reasonable efforts to provide all members with at least thirty (30) days notice of the time

and place of the Annual General Meeting by sending notifications to current postal or electronic addresses, or by any other reasonable means. Each member is responsible for maintaining a current postal or e- mail address with NorCal.

### **Article 4.3 Regular Meetings**

Regular meetings of the Board shall be held with notice on such dates and at such times as may be fixed by the Board.

### **Article 4.4 Special Meetings**

Special meetings of the Board or of the Membership may be called for any purpose or purposes by a majority of the Executive Committee (President, Vice President, Treasurer, Secretary) or by majority of the Board.

Special meetings of the Board shall be held upon seven (7) days' notice by registered first-class mail or 72 hours notice given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be addressed or delivered to each director and all designated alternates at such address as may have been given to the corporation by the director for purposes of notice.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or by wireless, to the recipient. Detailed records of methods and receipt information shall be maintained for one year after any special meeting.

### **Article 4.5 Quorum**

A majority of the authorized number of directors constitutes a quorum of the Board (provided that a majority of Member Groups are represented) for the transaction of all business, except to adjourn as provided in Article 4.8 Adjournment. 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 shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. 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 meeting. Alternate Directors may be counted toward a quorum if they are acting in the stead of a voting Director.

### **Article 4.6 Electronic Conference meetings**

Members of the Board may participate in a meeting through use of electronic media, so long as all members participating in such meeting can communicate with each other. Detailed minutes of electronic conference meetings shall be mailed to all Directors These minutes shall be maintained for a minimum of one year.

### **Article 4.7 Waiver of Notice**

Notice of a meeting need not be given to any director who signs a waiver of notice or a written

consent to the holding of a meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals, shall be filed with the corporate records made a part of the minutes of the meetings. These records and minutes shall be maintained for at least one year.

## **Article 4.8 Adjournment**

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be set at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to time of the adjourned meeting to the directors who were not present at the time of the adjournment.

## **Article 4.9 Action without meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. These records shall be maintained for a minimum of one year.

## **Article 4.10 Inspection**

Every director and their alternate shall have the absolute right to inspect and copy in either physical or any available magnetic format all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. Costs of copying may be determined by the Board and reasonable charges required.

# **Article 5. Committees**

## **Article 5.1 Standing Committees**

The Board may appoint one or more committees, each consisting of one or more directors or alternates and no fewer than 3 (three) members, and delegate to such committees any of the authority of the Board, except with respect to:

- a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- b) The filling of vacancies on the Board or on any committees;
- c) The fixing of compensation of the directors for serving on the Board or on any Committee;
- d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

- f) The appointment of other committees of the Board or the members thereof;
- g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. Any committee formed to which the Board delegates authority shall be in accordance with the provisions specified in the bylaws. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

At the time of formation the Board shall designate the chair of the committee and identify the charter for the committee. All committees are required to report at least once every calendar year. Any committee that is inactive for more than one calendar year shall be disbanded unless the Board votes to continue the committee.

## **Article 5.2 Fees and Compensation**

Directors and members of committees may receive compensation for their services, as permitted by Corporations Code Section 5227, when less than 49 % of the members of the Board are 'interested persons,' as defined in that Section 5227.

## **Article 6. Officers**

### **Article 6.1 Qualifications**

The officers shall be selected from the voting members of the Board. All officers may continue to discharge the duties until their successors are chosen. All voting privileges of officers are derived from their membership on the Board.

### **Article 6.2 Officers:**

The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. The corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Article 3.9 Vacancies. Any number of offices may be held by the same person except as provided in the Articles or in these bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairperson of the Board.

Officers shall be elected within six weeks following the Annual General Meeting as identified in Article 4.2 Annual General Meeting at a Board Designated Meeting.

### **Article 6.3 Election**

The officers of the corporation shall be elected by the Board of Directors. Their terms of office shall be two years. Officers may serve two consecutive two-year terms or no more than 4 consecutive years on the executive committee in any of its offices. A term-limited officer may run again for any available officer position after one year off the executive committee.

### **Article 6.4 Removal and Resignation**

Any officer may be removed by the Board at any time by a vote of two-thirds or more of the members of the full Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Notification of removal shall be done by registered US MAIL to address of record within seven (7) days of removal.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

### **Article 6.5 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular election or appointment to such office, provided that such vacancies shall be filled to complete the term as they occur and not on an annual basis.

### **Article 6.6 President**

The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. If, before expiration of the regular term of office, the corporation's President steps down or is removed from the presidency pursuant to Article 6.4, the Vice President shall become the corporation's President for the remainder of the former President's term of office. If, before expiration of the regular term of office, the corporation's President loses an election to remain on the Board, the Vice President shall become the corporation's President until the next regular election of officers occurs.

### **Article 6.7 Vice-President**

In the absence or disability of the President, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her respectively by the Board. If, before expiration of the regular term of office, the corporation's Vice President steps down or is removed from the vice presidency pursuant to Article 6.4, then the Board shall elect by majority vote a Vice President to serve until the next regular election and installment of officers occurs.

### **Article 6.8 Secretary**

The Secretary shall keep or cause to be kept at the principal office or such other place as the board may order, the membership lists of the organization, a book of minutes of all meetings of the membership, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings of the Board and committees, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Secretary shall insure that minutes from all Board meetings and Executive committee meetings for the last year are present at all Board or Executive Committee meetings.

## **Article 6.9 Treasurer**

The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director and/or alternate.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## **Article 7. Other Provisions**

### **Article 7.1 Endorsement of Documents**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any person, when signed by the President, or any Vice-President, and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

### **Article 7.2 Stock Shares**

The President or any other officer or officers authorized by the Board or by the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and

all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

### **Article 7.3 Rainy Day Reserve**

In the absence of a vote of at least two-thirds of the Board members to the contrary, the Board shall conservatively invest a reserve amount of money on the corporation's behalf equal to no less than 150% of the corporation's annual budget.

In the absence of a vote of at least two-thirds of the Board members to the contrary, no NorCal member or group of members, including but not limited to Board members, shall spend on one project or budgeted line item any more than ten percent (10%) of the corporation's budgeted amount of money in a calendar year.

If two-thirds or more of the Board's members vote to allocate more than ten percent (10%) of the corporation's budgeted amount to a single project or budgeted line item (the "Level of Expenditure"), then without limit, every quarter year thereafter the Board shall vote again as to whether to continue that Level of Expenditure. If during any such mandatory vote at least two-thirds of Board members do not support continuation of the Level of Expenditure, then the Level of Expenditure shall cease immediately.

### **Article 7.4 Construction of Bylaws**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

### **Article 7.5 Amendments**

The bylaws of the organization may be modified by one of the following methods:

- a) A 2/3 Vote of the members of the Board present. Any modification to the bylaws must be ratified by a majority of the voting members at the next Annual General Meeting of the Membership or electronically utilizing procedures approved by the Board and announced to all affected members in advance.
- b) A 2/3 Vote of the voting members present at an Annual General Meeting or electronically utilizing procedures approved by the Board and announced to all affected members in advance.

All proposed changes to the bylaws must be sent by postal or electronic mail or made available on the NorCal website at least thirty (30) days prior to being voted upon to all of the NorCal membership. Each member is responsible for maintaining a current postal or e-mail address with NorCal. If any member wishes to receive a copy of these bylaws or proposed amendments via mail, NorCal may charge such member a nominal fee to cover the cost of duplication and postage. Copies of the bylaws will be available at the Annual General Meeting.

# **Article 8. Indemnification**

## **Article 8.1 Definitions**

For the purpose of this Article, “agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Article 8.

## **Article 8.2 Indemnification in actions by third parties**

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or any action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

## **Article 8.3 Other indemnification**

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relater status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this section:

- a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

- c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

#### **Article 8.4 Other indemnification**

To the extent that an agent of the corporation has been successful on the merits of defense of any proceeding referred to in this Article 8 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

#### **Article 8.5 Required determinations**

Except as provided any indemnification under this section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth by:

- a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application is by the agent, attorney or other person is opposed by the corporation.

#### **Article 8.6 Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this document.

#### **Article 8.7 Other Indemnification**

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this section. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

#### **Article 8.8 Prohibited Indemnification**

No indemnification or advance shall be made except as provided in this Section 8 Indemnification in any circumstances where it appears:

- a) That it would be inconsistent with any provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b) That it would be inconsistent with any condition expressly imposed by a court in approving a

settlement.

## **Article 9. Records**

### **Article 9.1 Inspection of Records**

Any member of the corporation shall have the right to inspect the records of the corporation, including the Articles of Incorporation and the Bylaws, at the business office of the corporation during normal business hours.

### **Article 9.2 Maintenance**

The Secretary of the corporation shall see that there are maintained at such business office the official documents and records sufficient that any member of the corporation may obtain the information necessary adequately to be informed of the corporation's affairs.

#### CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am the presently elected Secretary of the Northern California Peace Corps Association, a California Nonprofit Public Benefit Corporation, and that the above Bylaws, consisting of ten pages including this page, are the Bylaws of the corporation as adopted at a meeting of the Board of Directors held on 6 February, 1995 and at the meeting of the Membership held on 25 February, 1995, both in San Francisco, California, revised from original Bylaws of 5 August, 1982.

6 FEB, 1995 and Executed at San Francisco, California by Krister J. Engdahl (sig.)

28 JAN 2016, revised and executed at San Francisco, California by Lie Njie (sig.)

3 MAR 2018, revised and executed at San Francisco, California by Cassie Burdyslaw (sig.)