

**Cultural and Community Development Grant Application
FY 2013-14**

Event/Project/Organization for which funds are requested: Purchase of materials for the E.D. County Library

Event/Project Location: El Dorado County Library System

Name of Organization: El Dorado Hills Genealogical Society (EDHGS)

Address of Organization: 403 Sortwell Court / El Dorado Hills, CA 95762

Website: Under development

Name of Contact Person: Colleen Allen, EDHGS Treasurer

Telephone Number: 916-939-2233

E-mail address: cfallen@pacbell.net

Total Amount Requested: \$500.00

C.A.O.
EL DORADO COUNTY
2013 AUG 14 PM 12:06

1. Briefly describe the event/project/organization for which funds are being requested:

This project consists of purchasing genealogy education and reference materials that promotes the rich genealogical history of El Dorado County. Many people in California have an ancestral history connected with the many people who migrated to the Western US through El Dorado County. These books will augment and enhance the collection of genealogical reference and educational materials available at the El Dorado county libraries. The growing interest in Genealogy is a motivating factor in deciding where to spend their vacation dollars. \$500 is being requested for consideration from the Cultural and Community Development Fund. A 100% matching donation will be sponsored by the El Dorado Hills Genealogical Society (EDHGS).

2. If the request s being made for a specific event/project, please briefly describe the operating organization responsible for the event/project. If the organization has a managing board, please describe the make-up of the board and provide your board bylaws.

The primary objectives and purposes of the El Dorado Hills Genealogical Society is to create, foster and maintain the public's interest in genealogy and family histories; to provide genealogical education and scholarly training; to enhance the collection and preservation of genealogical resources and archives. The establishment and growth of this collection is part of the El Dorado Hills Genealogical Society (EDHGS) 501(c)(3) charter.

3. Briefly describe how Cultural and Community Development funds will be used, if awarded, and what percentage of the funds will go towards the actual event/project:

100% of the funds awarded will be dedicated to purchasing genealogy education and reference materials that will be placed in the El Dorado County Library system. The EDHGS Library Resources Committee will identify the specific subject areas of the existing collection that requires enhancement. The Committee will research and identify a specific list of books and resource materials to be purchased, and submit a recommendation to the EDHGS board for review and approval. Once approved, the books and resource materials will be purchased and donated.

4. When will the event/project/program occur, and when would Cultural and Community Development funds be used, if awarded:

This project will be executed by the EDHGS Board of Directors, within 90 days of the award of grant funds.

5. What is the target market for the advertising/promotional efforts and how will this target market be reached (please include details as to any advertising that will take place in and outside of the County and to encourage attendance from outside the County):

The target market for this project includes the greater Sacramento Valley, and Bay area population. It also includes people from Southern California and Nevada who have family living in El Dorado and surrounding counties. EDHGS advertises in several publications, including newspapers, promoting genealogical information meetings open to everyone. EDHGS hires expert genealogical speakers from around Northern California, as well as provides information on available genealogical information and reference materials.

Organization Name: El Dorado Hills Genealogical Society (EDHGS)

6. The Board of Supervisors wishes to encourage tourism, agriculture, and economic development in the County by supporting promotional, community, and cultural activities through the use of Cultural and Community Development funds. Please describe how the event/organization will support tourism, agriculture, community spirit, culture, and /or economic development.

People in California, and across the US, have an ancestral history connected with the many people who migrated to the Western US through El Dorado County. The growing interest in Genealogy has become a large motivating factor in deciding where people want to spend their vacation dollars. People are becoming more interested in where their ancestors lived, and what they experienced. The target market for this project includes the greater Sacramento Valley, and Bay area population. It also includes people from Southern California and Nevada who have family living in El Dorado and surrounding counties. Genealogy is a family affair, and is becoming a huge draw for families to come together to gain knowledge about their ancestry, and to experience some of their family history. El Dorado County has a rich genealogical history, and is the perfect place for this type of family vacation.

7. What goal is expected to be achieved from the use of Cultural and Community Development funds, if awarded (please detail expected increased tourism, overnight stays, economic impact, etc.) and how will this be measured:

This Project will help create, foster and maintain the public's interest in genealogy and family histories. Its goal is to drive economic value to the community and businesses in El Dorado County by providing information, education, and social interactions on benefits of El Dorado County's rich Genealogical history. Tangible Measures include: Community interests in the informational books and resource materials provided by this project, growth in interest in genealogical based events and engagements, and educational sessions. These are measured directly by EDHGS. This projects impact directly on revenue from tourism is an intangible. However, the rapid increase in public interest and popularity of genealogy is well documented, and should be given some consideration.

8. How will El Dorado County, as a sponsor of the event/project/organization, be recognized in promotional materials and at the event/project/organization:

El Dorado County will be recognized as the sponsoring organization for this project. Recognition will occur in the EDHGS monthly meetings, during the actual installment event of the newly purchased resources, and at monthly community genealogy educational events. A sticker with the El Dorado seal will be affixed to the inside front page of all materials purchased with these funds indicating sponsorship.

9. Please provide any information on sponsorship for this event/project/organization:

This project is will be mutually sponsored by the El Dorado Hills Genealogical Society and El Dorado County. Primary funding will be sponsored by El Dorado County through a grant received as part of the Cultural and Community Development fund. Partial funding and project implementation, over site and management will be sponsored by the El Dorado Hills Genealogical Society.

10. If Cultural and Community Development funds are awarded, will the amount be matched (either full or partial) and by what organization:

If Cultural and Community Development funding is awarded, the El Dorado Hills Genealogical Society will make a 100% matching donation.

Organization Name: El Dorado Hills Genealogical Society (EDHGS)

HISTORY OF EVENT/PROJECT/ORGANIZATION

1. How long has this event/project/organization been in operation:

The EDHGS Board and its members have been serving the El Dorado Hills community as a 501(c)(3) organization in good standing for over four years. This has been accomplished through their efforts to educate and make information available through endeavors such as growing the library resource collection, monthly meetings and educational speakers, genealogical workshops, and genealogical events. The EDHGS and their partnership with El Dorado County Libraries have benefited El Dorado County communities by providing information and additional material about family histories, research methods, and aids in tracing and recording their family histories. This collection directly benefits the over 180,000 residents of El Dorado County, and surrounding counties by providing research and reference materials on topics such as; family trees, genealogy history, immigration, history of El Dorado County, internet research, census records, as well as many other subjects.

2. What is the overall attendance (past and future anticipated) of the event/project/organization:

Not applicable.

3. Have Cultural and Community Development funds been received for this purpose in the past? If so, how much and when? If funds were received, please attach the Post-Event Report for this event.

No Cultural and Community and been received for this project in the past.

BUDGET FOR EVENT/PROJECT

Please detail all revenue and expenditures associated with the event/project/organization for which funds are being requested (only include guaranteed funds, i.e. not the funds being requested that have not yet been approved).

Additionally, for private non-profit and public organizations, please include a copy of the most recently completed financial statement and a copy of the budget for the event or organization for which funds are requested.

Revenue for event/project:

1. Funding/Contributions:

Source	Amount
El Dorado Hills Genealogical Society (EDHGS) will	\$500.00
match 100% of awarded funds up to \$500.00	
Total:	\$500.00

2. Other earnings (i.e. admission fee, retained earnings, sale of products, etc.):

Type	Amount
N/A	
Total:	

3. Describe any in-kind assistance/match funds you expect to receive from individuals, businesses or other community groups in support of this event/project/organization, which have not be confirmed or detailed above:

As stated above, EDHGS will match 100% of awarded funds up to \$500.00

Expenditures

1. Expenditures for advertising and promotions (should correlate with revenue sources stated above):

<u>Expenditures</u> Item or service	<u>Cost:</u>	<u>Funded By</u>
Purchase of stickers for	\$50.00	EDHGS
sponsor identification in resource		
materials		
Total:	50	EDHGS

SUBMITTAL

The undersigned, declares that he/she has carefully examined the El Dorado County Cultural and Community Development Program and fully understands its contents and implications, and if funds are awarded the proposer will contract with the County to furnish the services as specified, in accordance with this grant application attached. The undersigned further attests that all information contained in this application is accurate to the best of his/her knowledge. Advertising funds are awarded, that proposer

Signature: _____
Title: EDGHS Treasurer
Applicant Organization: El Dorado Hills Genealogical Soc.
Date: 8/14/13

Return Grant Application No Later than August 16, 2013 at 5:00 PM to:

**Chief Administrative Office
Attn: Economic Development
330 Fair Lane
Placerville, CA 95667**

Organization Name:

7

**EDHGS Treasurer's Report
2012 Year End Summary**

	1st Quarter <u>Total</u>	2nd Quarter <u>Total</u>	3rd Quarter <u>Total</u>	4th Quarter <u>Total</u>	2012 <u>Total</u>
<u>Receipts</u>					
Donations	\$100.00	\$83.70	\$0.00	\$1,595.00	\$1,778.70
Donation - Postage	\$0.00	\$7.04	\$0.00	\$0.00	\$7.04
Fundraising - Publications Donations	\$6.00	\$23.00	\$41.00	\$5.00	\$75.00
Fundraising - Recycling	\$0.00	\$36.30	\$49.05	\$108.16	\$193.51
Fundraising - Restaurant Fundraisers	\$0.00	\$0.00	\$122.63	\$61.34	\$183.97
Interest	\$0.30	\$0.30	\$0.33	\$0.36	\$1.29
Membership Dues	<u>\$255.00</u>	<u>\$200.00</u>	<u>\$50.00</u>	<u>\$695.00</u>	<u>\$1,200.00</u>
TOTAL RECEIPTS	<u>\$361.30</u>	<u>\$350.34</u>	<u>\$263.01</u>	<u>\$2,464.86</u>	<u>\$3,439.51</u>
<u>Disbursements</u>					
FGS Donation	\$0.00	\$0.00	\$22.50	\$0.00	\$22.50
FGS Membership Dues	\$35.00	\$0.00	\$0.00	\$0.00	\$35.00
IRS Workshop	\$100.00	\$0.00	\$0.00	\$0.00	\$100.00
Postage	\$1.32	\$0.44	\$0.44	\$23.19	\$25.39
Projector	\$0.00	\$0.00	\$0.00	\$536.24	\$536.24
Rent	\$0.00	\$100.00	\$0.00	\$100.00	\$200.00
Speakers	<u>\$107.50</u>	<u>\$125.00</u>	<u>\$35.00</u>	<u>\$0.00</u>	<u>\$267.50</u>
TOTAL DISBURSEMENTS	<u>\$243.82</u>	<u>\$225.44</u>	<u>\$57.94</u>	<u>\$659.43</u>	<u>\$1,186.63</u>
<u>Bank Beginning Balance</u>					
Savings - General Fund	\$2,254.43	\$2,415.73	\$2,517.03	\$2,700.02	
Savings - JCB Speakers' Fund	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.00</u>	
Savings Total	<u>\$2,254.43</u>	<u>\$2,415.73</u>	<u>\$2,517.03</u>	<u>\$2,700.02</u>	
Checking Total	\$202.98	\$160.48	\$177.48	\$200.00	
Postage Total	<u>\$11.00</u>	<u>\$9.68</u>	<u>\$16.28</u>	<u>\$15.84</u>	
TOTAL	<u>\$2,468.41</u>	<u>\$2,585.89</u>	<u>\$2,710.79</u>	<u>\$2,915.86</u>	
<u>Bank Ending Balance</u>					
Savings - General Fund	\$2,415.73	\$2,517.03	\$2,700.02	\$2,702.53	
Savings - JCB Speakers' Fund	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$1,500.00</u>	
Savings Total	<u>\$2,415.73</u>	<u>\$2,517.03</u>	<u>\$2,700.02</u>	<u>\$4,202.53</u>	
Checking	\$160.48	\$177.48	\$200.00	\$503.80	
Postage	<u>\$9.68</u>	<u>\$16.28</u>	<u>\$15.84</u>	<u>\$14.96</u>	
TOTAL	<u>\$2,585.89</u>	<u>\$2,710.79</u>	<u>\$2,915.86</u>	<u>\$4,721.29</u>	

BYLAWS OF
EL DORADO HILLS GENEALOGICAL SOCIETY
A CALIFORNIA PUBLIC BENEFIT CORPORATION
AS ADOPTED JUNE 16, 2009

ARTICLE I. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in El Dorado County, California. The office of the corporation is that of its agent for service of process as registered with the California Secretary of State.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, and with the approval of the membership, designate.

ARTICLE II. PURPOSES AND OBJECTIVES

SECTION 1. PRIMARY OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- (a) To create, foster, and maintain the public's interest in genealogy and family histories;
- (b) To promote and provide genealogical education and scholarly training for all interested in these endeavors;
- (c) To help enhance the collection and preservation of genealogical resources and archives;
- (d) To support authorship of genealogical articles and publication of gathered material about family histories;
- (e) To inculcate adherence to principles of correctness and thoroughness in genealogical research;
- (f) To disseminate information about genealogical events, resources, and research methods to aid its members in tracing and recording their family histories; and
- (h) To support the genealogy section of the El Dorado County Library, El Dorado Hills Branch, or its legal successor.

SECTION II. GENERAL PURPOSES

The general purposes and powers of this corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including: the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.

ARTICLE III. DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The corporation shall have not fewer than three (3) directors nor more than nine (9) directors, with the exact number to be fixed within these limits by approval of the board of directors, in the manner provided in these bylaws. The directors shall collectively be known as the board of directors, hereinafter also referred to as the board. The number of directors may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2. POWERS OF THE BOARD OF DIRECTORS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, and by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their mailing addresses (as well as electronic mail address and facsimile (fax) transmission number, if any) with the secretary of the corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof. It is the responsibility of board members to be certain the corporation has his or her correct address(es) and designate which is the preferred method of contact for meeting notices and other corporate information.

SECTION 4. TERMS OF OFFICE FOR DIRECTORS

Each director shall be a duly elected member of the board of directors of the corporation. To provide continuity of leadership, the initial directors shall have staggered terms of one (1), two (2), or three (3) years. At the end of each term of the initial directors, he or she shall subsequently be eligible to be re-elected for a term of three (3) years. The initial directors may serve only two (2) consecutive terms. After serving two (2) consecutive terms, any of the initial directors may be re-elected to the board following a hiatus from being a director of one year or longer.

Upon completion of the term(s) of office for the initial directors, the term for a new director shall be a maximum of three (3) years; however, a director whose three (3) -year term has expired may be reelected as a director for an additional term of three (3) years. After a director has served two consecutive terms, a hiatus from

being a director of one year or longer shall be required before a person may be reelected to the board of directors.

SECTION 5. COMPENSATION OF DIRECTORS

Directors shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties, as specified in Section 3 of this Article.

Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) 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 7. PLACE OF BOARD MEETINGS

Board meetings shall be held in El Dorado County in the State of California.

Any annual, regular, or special board meeting may be held by telephone conference, video communication, or other similar electronic communications equipment. Participation in a meeting through use of meetings by methods listed constitute presence in person at that meeting if all of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently;

(b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL BOARD MEETINGS

Regular meetings of the directors shall be held at least two (2) times in a calendar year. The regular meeting of the board that is held in January of each year shall be referred to as the annual meeting of the board. The principal purpose of the annual meeting shall be to elect the officers of the board for the current year.

SECTION 9. SPECIAL BOARD MEETINGS

Special meetings of the board of directors may be called by the president, the vice president, the secretary, the treasurer, or by any two directors. Such meetings shall be held in El Dorado County in the State of California, at a location designated by the person or persons calling the meeting.

SECTION 10. NOTICE OF BOARD MEETINGS

- (a) Regular meetings of the board may be held with at least one (1) week's notice to all members of the board.
- (b) Special meetings of the board may be held only if the date, time and location of the meeting are announced in a reasonable manner in advance to, and open to, all members of the board.
- (c) Emergency meetings of the board may be held without notice; however, the emergency meeting shall be open to all members of the board. An emergency is defined for the purposes of this section as business of such importance and urgency that it must be transacted immediately, leaving insufficient time to notify all members of the board. If such a meeting is necessary, the president shall report briefly on the transactions at the emergency meeting at the next board meeting. The minutes of the emergency meeting will be incorporated in the minutes of the next regular meeting.
- (d) Notice shall be given of any adjourned regular, special, or emergency board meeting to directors absent from the original meeting if the adjourned meeting is held more than forty-eight (48) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE OF BOARD MEETINGS

Notice of meetings shall specify the location, day, and hour of the meeting. The purpose of any board meeting may or may not be included in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes

thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR BOARD MEETINGS

A quorum shall consist of a majority of the existing directors. Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as defined above, is not present, and the only motion which the president or the presiding member of the board shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business transacted at such meeting, other than by announcement at the meeting that the meeting is adjourned, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present, may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

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 of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial

interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF BOARD MEETINGS

Meetings of the board of directors shall be presided over by the president of the corporation, or, in his or her absence, the vice president of the corporation or, in his or her absence, by the treasurer of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Board meetings shall be governed by *Robert's Rules of Order* as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permissible by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. 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 the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES ON THE BOARD OF DIRECTORS

Vacancies on the board of directors shall exist on the death, resignation, or removal of any director. Vacancies also shall exist whenever the number of authorized directors is increased.

The board of directors 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 under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this corporation has fewer than fifty (50) members, directors may be removed without cause by a two-thirds (2/3) majority of all members, or, if the corporation has fifty (50) or more members, by vote of a two-thirds (2/3) majority of the votes represented at a membership meeting at which a quorum is present.

The board may declare a vacancy in an office of a director who has not attended three (3) consecutive board meetings without good cause and who has not been excused from attendance by the board of directors.

Any director may resign effective upon giving written notice to—the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

The board of directors may fill vacancies on the board created by any of the means described above in this Section. The person appointed shall be a director for the remainder of the vacated term or until his or her death, resignation, or removal from office. Regarding the eligibility of the number of terms that may be served, a person who is appointed to fill out the term of a vacated directorship “steps into the shoes” of the director whom he or she is replacing.

The board, however, may choose not to fill a vacant position on the board or may choose not to fill the position until the next annual election of board members.

SECTION 18. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of

the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV. OFFICERS OF THE BOARD

SECTION 1. NUMBER OF OFFICERS

The officers of the board of directors shall be a president, a vice-president, a secretary, and a chief financial officer who shall be designated the treasurer, and other officers as deemed necessary by the board of directors. The same person may hold any number of offices except that neither the secretary nor the treasurer may serve as the president.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member of the corporation in good standing and who is at least eighteen (18) years of age may serve as a director of this corporation. The directors shall elect officers of the board each year at its annual meeting in January.

Each officer of the board shall hold office until the next annual election, or he or she resigns, or is removed, or is otherwise disqualified to serve, whichever occurs first. The board may decide not to fill a vacant officer position except those of president, vice-president, secretary, or treasurer.

SECTION 3. REMOVAL AND RESIGNATION OF BOARD OFFICERS

The board of directors may remove any officer of the board, at any time, with or without cause by a majority vote of the board. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. BOARD OFFICER VACANCIES

Any vacancy in officers of the board caused by the death, resignation, removal, disqualification, or otherwise may be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in the offices of president, secretary, vice president, and treasurer of the board of directors must be filled; however, other vacant board officer positions may or may not be filled, as the board shall determine.

SECTION 5. DUTIES OF PRESIDENT OF THE BOARD

The president of the board of directors shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. He or she shall preside at all meetings of the board of directors. The president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

SECTION 6. DUTIES OF VICE PRESIDENT OF THE BOARD

(a) In the absence of the president, or in the event of his or her inability or refusal to act, 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 on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 7. DUTIES OF SECRETARY OF THE BOARD

The Secretary shall:

(a) Certify and keep at the principal office of the corporation, or at such other place the board may determine, the original, or a copy of these bylaws as amended or otherwise altered to date.

(b) Keep a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special meetings, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(d) Be custodian of the records of the corporation.

(e) Keep at the principal office of the corporation or at such other place as the board may determine, the membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

(f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

(g) Have responsibility for distributing and collecting the annual statements regarding conflicts of interest policy as described in Article IX, Section 6.

(h) Ensure periodic reviews as described in Article IX, Section 7 to be certain the corporation's actions are in keeping with its stated purposes and that the corporation is not engaging in activities that could endanger its tax-exempt purposes.

(i) Be responsible for the use of the corporate seal, if there is one. The board of directors may adopt, use, and at will alter, a corporate seal. If there is a corporate seal, the secretary shall see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors. He/she will attend all board meetings.

SECTION 8. DUTIES OF TREASURER OF THE BOARD

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer, who is the chief financial officer of the corporation, shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as have been selected.

(b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

(c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request for those books and records.

(f) Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) Be chairperson of the finance committee, if the board appoints a finance committee.

(i) Present a projected budget to the board at its annual meeting in January or no later than February for the current year.

(j) Prepare an annual financial report for the prior fiscal year.

(k) Have the responsibility for the timely filing of the corporation's annual report, federal and state tax returns and documents required by the office of the attorney general or the secretary of state. These may include but are not limited to, Federal IRS form 990 or form 990EZ; California State FTB Form 199; and California Charitable Trust Form RRF-1, California Secretary of State's "Statement by Domestic Nonprofit Corporation."

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 9. COMPENSATION OF OFFICERS OF THE BOARD

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officer of the board shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided,

however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6, of these bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

ARTICLE V. COMMITTEES OF THE BOARD

SECTION 1. EXECUTIVE COMMITTEE

The executive committee shall consist of the president, vice president, secretary, and treasurer. The executive committee shall have the powers of the board of directors between meetings of the board of directors, except that the executive committee is not empowered to make changes in corporate policy. The executive committee shall report its actions to the board of directors for approval at its next meeting. A quorum for a meeting of the executive committee is two (2).

By a majority vote of the members of the board then in office, the board may at any time revoke or modify any or all of the authority so delegated to the executive committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

The executive committee is not authorized to:

- (a) Approve any action that, under law or the provisions of these bylaws, requires approval of the members of the board.
- (b) Amend or repeal any bylaws or adopt new bylaws.

(c) Approve any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

SECTION 2. SPECIAL PURPOSE COMMITTEES

The president, with approval of the board of directors, may, from time to time, establish special purpose committees. Examples are: finance, nominating, and other special committees necessary for success of the corporation. If a finance committee is appointed, the treasurer shall be its chairperson. Persons who are not members of the board may be members of special purpose committees. Special committees of the board may be discontinued or reconstituted by the board or such committees may cease to exist when a special purpose has been accomplished.

SECTION 3. ADVISORY COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the board of directors. Such committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 4. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and action of board committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute a committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also fix the time for special meetings of committees. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of

committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VI. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer of the board or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer of the board, 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation that is more than five hundred dollars (\$500.00) shall be signed by the treasurer and countersigned by, or authorized in writing by, the president of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or

educational purposes of this corporation. The board may refuse a contribution, gift, bequest, or devise if it has undo encumbrances.

ARTICLE VII. CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The secretary shall be responsible for keeping the corporate record book at a location in the State of California determined by the board of directors. The corporate record book shall contain, but not be limited to:

- (a) Minutes of all meetings of directors, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether annual, regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate records of account, which include accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, if any, indicating the names and addresses of the members and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The board of directors may adopt, use, and at will alter, a corporate seal. The secretary of the corporation shall be responsible for the corporate seal, if there is a seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

A director or member may have inspection rights under the provisions of this Article. The member or director may make any

inspection in person or by agent or attorney. The right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, to any member who requests it in writing. The annual report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives twenty-five thousand dollars (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail, deliver by electronic mail, facsimile (fax) transmission, or deliver in person to all directors and all other members a statement within one hundred and twenty (120) days after the close of its fiscal year. That statement of specific transactions shall briefly describe the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer of the board, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, 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.

If this corporation provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person.

Any director or member of a board committee with board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as

amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the board or a board committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall

inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any board committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, board officers, members, employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) Prior to the first payment of compensation, the board or the compensation committee shall approve the terms of compensation.
- (b) All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or board committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. Is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3. Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement

4. Has no material financial interest affected by the compensation arrangement; and
 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or board committee member.
- (c) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources.
 2. The availability of similar services in the geographic area of this organization
 3. Current compensation surveys compiled by independent firms
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the

board or compensation committee that approved the compensation. Such documentation shall include:

1. The terms of the compensation arrangement and the date it was approved
2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
3. The comparability data obtained and relied upon and how the data was obtained.
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions

of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 6. ANNUAL STATEMENTS

Each director and member of a committee with board-delegated powers shall annually sign a statement that affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further

charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations and Section 5150 of the Corporations Code, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (a) By approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members as to voting or transfer. A bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section.
- (b) By approval of two-thirds (2/3) the members of this corporation.

ARTICLE XI. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

After the Articles of Incorporation have been filed, and before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the majority of the board of directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After the Articles of Incorporation have been filed, and after members have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation. Voting shall be by ballot furnished to all members. An affirmative vote of the majority of votes cast shall be required for adoption.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding Sections 1. and 2. of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of

the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

ARTICLE XIII. MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

(a) **Regular Membership.** The membership of the corporation shall consist of regular members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions, and conditions with the exceptions noted in Section 1. (b) of this Article.

(b) **Types of Membership:**

1. **Individual Membership** shall be available to any person, eighteen (18) years of age or older. Individual members in good standing may vote, be elected a director, and be elected an officer of the board.

2. **Joint Membership** shall be available to two (2) individuals, eighteen (18) years of age or older, who reside at the same address. Each joint member in good standing may vote, be elected a director, and be elected an officer of the board.

3. **Family Membership** shall be available to a family unit that includes one (1) or two (2) adults and all children, less than eighteen (18) years of age, residing at the same address. Persons included in a family membership must be eighteen (18) years of age or older and in good

standing to vote, be elected a director, or be elected an officer of the board.

4. Student Membership shall be available to any student under age twenty-three (23). Student members who are eighteen (18) years of age or older and in good standing may vote, be elected a director, and be elected an officer of the board.

5. Sustaining Membership shall be available to any business or organization upon payment of dues of two hundred and fifty dollars (\$250) annually. Sustaining membership would entitle said business or organization to have a representative who, if eighteen (18) years of age or older and in good standing, may vote, be elected a director, and be elected an officer of the board.

6. Life Membership shall consist of a regular membership that does not require payment of annual dues. Individual, joint, student, or family memberships may be converted to life memberships by contributing at least one thousand dollars (\$1,000) or negotiable securities having a value of at least one thousand dollars (\$1,000) in a single irrevocable donation to benefit the corporation's purposes. Life members who are eighteen (18) years of age or older and in good standing may vote, be elected a director, and be elected an officer of the board.

(7) Honorary Membership shall be available to any one who, in the opinion of the board, has made an outstanding contribution toward the promotion or the attainment of the purposes, objectives or interests of the El Dorado Hills Genealogical Society may be designated an honorary member of the corporation. An honorary member may not vote, be elected a director, or hold office in the corporation.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person is qualified for membership in this corporation who has an interest in genealogy and/or family histories and wishes to further the purposes of the corporation.

SECTION 3. ADMISSION OF MEMBERS

All applicants shall apply to the board for membership to the corporation. Dues are payable with the application for membership, and acceptance to membership is contingent upon the receipt of payment for dues. Upon acceptance to membership, a certificate of membership shall be issued to the member(s).

SECTION 4. DUES AND ASSESSMENTS

(a) **Dues.** Payment of dues shall accompany an application for membership. The board of directors shall establish annually the dues for all individual, joint, family and student memberships and determine when membership dues shall be payable.

(b) **Assessments.** Memberships are not assessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member and record the type of membership. Termination of any membership shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept by the secretary and shall be available for inspection by any director or member of the corporation by reasonable advance request.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising from his or her membership. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

(a) **Grounds for Termination.** The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail. The membership shall terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
3. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues plus a late fee within a ten (10) day period following the member's receipt of the written notification of delinquency.

(b) **Procedure for Expulsion.** Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

1. A notice shall be sent by first-class or registered mail to the last mailing address of the member as shown on the corporation's

records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The board will hold a hearing in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

3. Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIV. MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held only at such places in the State of California as may be designated from time to time by the board of directors.

SECTION 2. ANNUAL MEETING AND REGULAR MEETINGS

(a) **Annual Meeting.** The members shall meet annually at the time, date and place determined by the board of directors. Notice of the annual meeting shall be announced to the membership in advance. A quorum of any meeting of the members of the corporation shall consist of fifty (50) percent of those members in good standing. The purpose of the annual meeting is the election of directors and transacting other business as may come before the meeting. Directors shall be elected by a majority of the votes cast. Each voting member shall cast one vote. If no candidate receives a majority of votes for a director's position, a runoff election will be held between the two members with the highest number of votes. The runoff election shall be held in the same manner as the regular election.

The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

(b) **Regular Meetings.** Regular meetings of the membership shall be held eleven (11) times a year, unless the president or the board deems additional or fewer meetings are necessary or desirable. There will be no regular meeting in December, unless the president or board deems a meeting in December is necessary or desirable.

1. The order of business at regular meetings typically shall consist of any or all of the following: reading and approval of the minutes; officer's, board, and standing committee reports; special committee reports; special orders; unfinished business and general orders; and new business.

2. Educational and informative programs or activities that further the purposes of the corporation as set forth in Article 2 of these bylaws may be included in the business portion of regular meetings or they may follow the business portion of the regular meeting.

SECTION 3. SPECIAL MEETINGS

(a) **Persons Who May Call Special Meetings of Members.** The board of directors or the president of the corporation may call special meetings of the members.

SECTION 4. NOTICE OF MEETINGS

(a) **Time of Notice.** Whenever members are required or permitted to take action at a meeting, notice of the meeting shall be given by the secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote at that meeting.

(b) **Manner of Giving Notice.** Notice of a members' meeting shall be given either personally, by mail, electronic mail, facsimile (fax) transmission or other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. It is the member's responsibility to be certain that the secretary of the corporation has the correct and current information for the purpose of giving notice. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, facsimile (fax) transmission is made, or when notice is sent by electronic mail or other means of written or electronic communication.

(c) **Contents of Notice.** Notice of a membership meeting shall state the place, date, and time of the meeting and: (1) in the case of a special meeting, the general nature of the business to be transacted; no other business may be transacted at a special membership meeting, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) **Notice of Meetings Called by Members.** If members call a special meeting as authorized by these bylaws, the request for the meeting shall be submitted in writing, include the signatures of those calling the meeting, and specify the general nature of the business proposed to be transacted. The request for the meeting shall be delivered personally or sent by registered mail to the president, vice president, or secretary of the corporation. The officer of the board receiving the request for a special meeting called by members shall, within twenty (20) days after receiving the request from the members, ask the board to schedule a date, time, and place for said requested meeting. The board or an officer of the board subsequently shall give notice to the members entitled to vote of the date, time, and place of the requested meeting. The date for a special meeting called by members shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer of the board. If a board officer or the board does not give notice of the meeting to the members within twenty (20) days after receipt of the request, persons calling the meeting may give the notice themselves.

(e) **Waiver of Notice of Meetings.** The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote, not present in person signs a written waiver of notice or a consent to 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. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) **Special Notice Rules for Approving Certain Proposals.** If action with respect to the following proposals is proposed, such action shall be invalid unless approved by two-thirds (2/3) of those entitled to vote:

1. Removal of directors without cause;
2. Amending the articles of incorporation; and
3. An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS OF MEMBERS

A quorum shall consist of fifty (50) per cent of the voting members of the corporation. The members present at a duly called and held meeting of the members at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting. An educational or informative program or activity scheduled to be part of a regular membership meeting may be presented even if a quorum of the membership is not present.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on

the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each member eighteen years of age or older (except an honorary member) is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings may be by voice vote. Election of directors, however, shall be by ballot.

SECTION 8. PROXY VOTING

Members' voting or acting by proxy is not allowed.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members, present in person. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Robert's Rules of Order, as such rules may be revised from time to time, shall govern meetings, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

SECTION 10. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail or distribute by electronic mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

1. Inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. Obtain from the secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and

voting rights of those 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 any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

All other nominees for director shall be informed promptly by the secretary of the board if there has been a written request from any nominee(s) to pay for and distribute material to members related to the election. Such information would provide other nominees the opportunity to pay for and distribute material related to the election if they wish to do so.

Generally, any person qualified for election to the board of directors may be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the board of directors.

This corporation, in nominating and electing persons to the board of directors, shall follow the Section 5522 of the California Nonprofit Corporation Law directors if this corporation has five thousand (5,000) or more members.

SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these bylaws, any action required or permissible by the members may be taken without a meeting, if all

members shall individually or collectively consent in writing (including by electronic mail or facsimile (fax) transmission) to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 12. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

SECTION 13. SPECIAL EVENTS NOT MEETINGS

From time to time the board of directors may organize special events of an educational or informative nature for the membership in furtherance of the purposes of the corporation as set forth in Article 2 of these bylaws. Such special events may include tours, excursions, fund-raisers, and those events shall not be considered regular or special meetings of the membership.

ARTICLE XV. DISSOLUTION

The corporation may be dissolved voluntarily at any time by the written consent of at least two-thirds (2/3) of the members in good standing at that time. In the event of dissolution other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the corporation nor any proceeds thereof nor any assets of the corporation shall be distributed to any member, but after payment of the debts of corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation and that the members of the El Dorado Hills Genealogical Society duly adopted such bylaws on June 16, 2009.

John C. Bronaugh, Corporate Secretary

Date

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation and that the members of the El Dorado Hills Genealogical Society duly adopted such bylaws on June 16, 2009.

John C. Bronaugh
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06-16-2009
Date