

BYLAWS  
OF  
WESTERN PENSION & BENEFITS CONFERENCE  
Orange County Chapter  
A California Nonprofit Mutual Benefit Corporation  
(September 2007 Restatement)

ARTICLE I

PURPOSES AND PRINCIPAL OFFICE

Section 1. PURPOSES. The corporation is a Member Chapter of Western Pension & Benefits Conference, a Colorado nonprofit corporation (the "Conference"). The corporation is organized exclusively for educational purposes. The educational purpose of the corporation is to exchange information, advance knowledge and education and foster sound principles, procedures and practices in the field of pensions and other employee benefits. Neither the corporation nor any of its members, committees, agents or representatives acting on behalf of the corporation will recommend or sponsor any concerted action, program or agreement that will in any way restrict or tend to restrict competition among the corporation's members, nor take any formal position on any political or policy issue or candidate.

Section 2. PRINCIPAL OFFICE. The board of directors of the corporation (sometimes hereinafter referred to as the "Board") shall fix the location of the principal office of the corporation at any place within or outside the State of California.

Section 3. POLICIES. All determinations as to the operation of the corporation as may be made from time to time by the corporation shall be made pursuant to these Bylaws, and such policies, manuals and procedures as shall be adopted or approved by the Board, and as shall be interpreted or applied by the officers, the committees or the Board. In making such determinations, the Board shall take into account the Articles of Incorporation and Bylaws of the Conference and shall take steps to conform to the Conference Articles and Bylaws to the extent not inconsistent with the purposes and goals of the corporation and the best interests of its members.

Section 4. TAX EXEMPT STATUS. As required by the Conference Bylaws, the corporation shall maintain its exemption from federal income taxation under Section 501(a) of the Internal Revenue Code (the "Code") as a business league not organized for profit, where no part of the net earnings inures of the corporation inures to the benefit of any private shareholder or individual Section 501(c)(6) of the Code.

## ARTICLE II

### MEMBERSHIP

Section 1. QUALIFICATION FOR MEMBERSHIP. There shall be one (1) class of membership in the corporation consisting of individuals who productively, substantially and continuously are engaged in work in the field of pension and other employee benefits, who are associated together to advance the purpose of the corporation and, thereby, increase their ability to effectively serve the interests of the individual member's clients, employees, employers and the public. Any person who is a member in good standing of an associated chapter of the Conference may transfer membership from that chapter to this corporation effective on the first day of the month following a request for transfer, subject to such rules and procedures as the Board may adopt from time to time.

Section 2. RESERVED.

Section 3. MEMBERSHIP APPLICATION. Any person desiring to become a member of the corporation and meeting the qualifications of Section 1 of this ARTICLE II, shall submit an application on a form approved by the Board to the membership chairperson of the corporation. Alternatively, such application may be made electronically via the corporation's designated website or via such other means as may be specified by the Board from time to time. Approval or disapproval by the Board shall be based upon whether or not the applicant has satisfied the requirements of Section 1 above and would further the purposes of the corporation if approved for membership. Applicants whose applications are so approved shall become members of the corporation on payment of the required dues.

Section 4. ANNUAL DUES. Annual dues, which may be paid in cash or cash equivalent only, shall be paid by members of the corporation annually in an amount as the Board may establish from time to time. Dues shall be payable July 1 of each fiscal year. If the dues of any member are unpaid by September 30 of any fiscal year, his or her membership rights and privileges (including the right to access the portions of the corporation's website reserved for members in good standing) will be suspended pending such person's payment of his or her outstanding dues. The Board shall establish a written policy regarding delinquency notifications to members. If the dues of such delinquent member remain unpaid after September 30, the secretary shall remove such member's name from the active membership roster and place them in the inactive roster. The member shall be automatically reinstated to membership upon payment of his or her dues before the end of the fiscal year. The amount of dues may be changed as the best interests of the corporation shall require at any time by a majority vote of the Board.

The Board may establish criteria by which certain of its members of the corporation may be entitled to honorary status of as "Distinguished Members," and if it so chooses, the Board may waive annual dues of any member so designated by a majority vote.

Section 5. TERMINATION / RESIGNATION OF MEMBERSHIP.

(a) A membership shall terminate on occurrence of any of the following events:

- (i) Resignation of the member;
  - (ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
  - (iii) The member's failure to pay dues, fees, or assessments as set by the Board after they are due and payable in accordance with the provisions of Section 5 above;
  - (iv) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
  - (v) Termination of membership based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.
- (b) Any member may resign by filing a written resignation with the secretary of the corporation, but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 6. AUTHORITY OF MEMBERS. Although the ultimate decision making authority of the corporation is lodged in the Board, the advice, opinions and preferences of the full membership will be sought and followed by the Board to the maximum extent possible. The members of this corporation shall not have voting authority, except that each member shall have voting rights as provided in these Bylaws on election of directors and officers of the corporation on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law (the "Nonprofit Law"). .

Section 7. ANNUAL MEETING. An annual meeting of the members of the corporation shall be held at the time of the last business meeting of the corporate fiscal year for the purposes stated in the notice of such meeting or at such other time and place as shall be determined by the Board with notice to the membership pursuant to Section 9.

Section 8. SPECIAL MEETINGS. Special meetings of the membership of the corporation may be called at any time by the Board or by the secretary of the corporation upon written request of fifteen (15) members in good standing.

Section 9. NOTICE OF MEETINGS.

(a) Whenever members are required or permitted to take any action at a meeting, written notice stating the place, day and hour of the meeting of members shall be delivered either personally or by mail by the secretary of the corporation not less than ten (10) days and not more than fifty (50) days before the date of such meeting. In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is being called shall be stated in the notice. If mailed, the notice of a meeting shall be

deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Notice under this Section 9 may be given by electronic transmission by the corporation.

(b) Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a director without cause;
- (ii) Filling vacancies on the Board;
- (iii) Amending the articles of incorporation; or
- (iv) Electing to wind up and dissolve the corporation.

(v) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest; or

(vi) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or these Bylaws, when the corporation is in the process of winding up.

Section 10. WAIVER OF NOTICE OF MEETING. Any meeting of members at which a quorum is present shall be valid in all respects regardless of any defect in the notice given thereof, if all the members are present in person or if such members sign a written waiver of notice of such meeting. This waiver may be signed either before or after such meeting. All such waivers shall be filed in the minute book of the corporation by the secretary.

Section 11. CONSENT TO ACTION. Any action which may be taken at a meeting of members or any action required by law to be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

Section 12. QUORUM. Ten (10) members of the corporation shall constitute a quorum for the transaction of business, provided that if ten (10) members constitutes less than one-third of the voting power, then the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third of the voting power are matters notice of the general nature of which was given.

Section 13. PROXIES. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided for in the proxy.

Section 14. ADJOURNMENT. If a quorum be present at any special meeting of members, they may adjourn from day to day as they see fit and no notice of adjournment need be given.

Section 15. VOTING RIGHTS. Subject to the Nonprofit Law, members in good standing on the record date shall be entitled to vote at any meeting of members as described in this Section 15.

(a) Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

(b) Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

(c) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the Nonprofit Law or by the articles of incorporation.

### ARTICLE III

#### DIRECTORS

Section 1. GENERAL POWERS. The Board shall exercise the powers, conduct the business, control the property, and manage the affairs of the corporation.

Section 2. SPECIFIC POWERS; DUTIES.

(a) Specific Powers. Without prejudice to the general powers set forth in Section 1 of this Article III, but subject to the same limitations, the Board shall have the power to:

(i) Appoint and, subject to the terms of any applicable employment contracts, remove any officers, agents and employees of the corporation; prescribe any powers and duties for such officers, agents and employees that are consistent with law, the Articles of Incorporation and these Bylaws; fix their compensation; and require appropriate security from them for faithful service;

(ii) Conduct, manage and control the corporation's affairs and business consistent with the charitable purposes of the corporation; and make any policies, rules and regulations regarding these matters, consistent with law, the Articles of Incorporation and these Bylaws, which the Board considers to be in the corporation's best interests;

(iii) Authorize the corporation to borrow money and incur indebtedness on the corporation's behalf; and cause to be executed and delivered for these purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and any other evidences of debt and securities;

(iv) Create and abolish (A) such other standing committees as are not specifically enumerated in these Bylaws and (B) such ad hoc committees as the Board may deem necessary or advisable;

(v) From time to time designate the person or persons authorized to sign or endorse checks, drafts or other orders for the payment of money, issued in the name of or payable to the corporation;

(vi) Create and abolish such auxiliary organizations as the Board may deem necessary or advisable in connection with the governance, fund raising or operations of this corporation; and

(vii) Generally exercise such powers and duties as are usually vested in directors of corporations or authorized by the Nonprofit Law.

(b) Duties of the Board. The Board shall authorize the preparation of and shall review and approve (i) an annual operating or capital budget of the corporation, and (ii) the annual reports and statements contemplated by Sections 3 and 4 of Article VI of these Bylaws. The Board shall consider such revisions to these Bylaws as it may deem necessary or advisable.

(c) Responsibilities of the Board. The Board shall be responsible for approving or denying individual candidates for membership in the corporation, calling and holding Board meetings, establishing a program of significant issues in order to further the educational purpose of the Conference within the individual membership of the corporation, appointing committees (as appropriate) to further the purpose of the corporation, appointing corporation representatives to Conference committees (as needed), and managing the affairs of the corporation.

(d) Voting Rights. Each director shall be entitled to one vote on each matter to come before the Board. Directors shall have no right to vote by proxy.

(e) Voting Requirements. Action by the Board shall be by majority vote.

Section 3. NUMBER. Until changed by amendment of these Bylaws, which amendment shall be approved by the members, the authorized number of directors of this corporation shall be not less than five, nor greater than fifteen. At the date of adoption of these restated Bylaws, the number of authorized directors shall be ten, which number may be changed within the above limits by resolution duly adopted by the Board.

Section 4. QUALIFICATION. Directors need not be residents of the State of California, but must be at least twenty-one (21) years of age.

Section 5. QUORUM. One-half (1/2) of the number of authorized directors shall constitute a quorum of the Board for the transaction of business. Every act done or decision made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the Board, unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws, or by the more stringent provisions of the Nonprofit Law, including, without limitation, the provisions on (a) approval of contracts or transactions between

this corporation and one or more directors or between this corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 6. ELECTIONS OF DIRECTORS.

(a) Committee Nominations. As provided for in Article IV, Section 1 of these Bylaws, the Nominating Committee shall nominate a member for each position on the Board, and also nominate from among those nominated for positions on the Board, nominees for the offices of president elect, secretary and treasurer. At the time of nomination, no more than two directors may be employed by any one firm. These two (2) sets of nominees shall be designated the slate of nominees of the corporation. The members of the corporation shall be notified by mail or by electronic transmission by the corporation of the slate of nominees in accordance with Article IV, Section 1.

(b) Membership Nominations. Slates of nominees may also be nominated by petition signed by at least fifteen (15) members of the corporation. To be validly composed, a membership nominated slate must be prepared and handled in accordance with Section 6 of this Article III and delivered to the Secretary of the corporation no later than May 1.

(c) Election Procedure – No Membership Nominations. If no slate of nominees by petition of the corporation membership has been received by the secretary of the corporation by May 1, the Board shall vote on the slate of nominees presented by the corporation's Nominating Committee. The slate of nominees shall be deemed elected to their respective positions and offices for terms beginning the following July 1 if approved by a majority vote of the Board. Notice of such elections shall be provided to each member of the corporation by mail or by electronic transmission by the corporation.

(d) Election Procedure – Membership Nominations. If one or more valid slates of nominees by petition have been timely received by the secretary, he or she shall, before June 1, mail to each member at his or her address as it last appears on the membership roster of the corporation, an election ballot showing, by slate, the names of the nominees and the respective positions and offices to which they have been nominated. To be valid, a ballot must be dated and signed by a member and received by the secretary before the 20th of June following the distribution of the ballots. Each member shall be entitled to cast a vote for one slate and the nominees on the slate receiving the greatest number of votes shall be deemed elected to their respective positions and offices for terms beginning the following July 1. In the case of a tie for the greatest number of votes, the election shall be deemed void and another election shall be scheduled. If for any reason the Board deems it necessary to reschedule the dates in the election process, it shall notify the membership of such rescheduling. For purposes of any other vote of the members, each member shall have one vote. In the case of a second tie for the greatest number of votes, the outgoing Board shall determine the outcome of the election.

Section 7. VACANCIES. Except for a vacancy created by the removal of a director by the members, any vacancy on the Board shall be filled by appointment of the remaining

members of the Board for a term expiring at the end of the term being filled. Such appointment shall be approved by the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Section 7211 of the Nonprofit Law, or (3) a sole remaining director. The members may fill any vacancy not filled by the directors. A vacancy on the Board shall be created upon the occurrence of any of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony or found by final order or judgment of any court to have breached a duty arising under Section 7238 of the Nonprofit Law; (c) the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s); (d) the increase in the authorized number of directors; or (e) the expiration of the term of office of any director and the failure of the Board, at any meeting of the Board at which any director or directors are to be elected, to elect a director to fill the vacancy on the Board created by the expired term of office.

Section 8. RESIGNATIONS. Subject to the provisions of Section 7224 of the Nonprofit Law, any director may resign effective upon giving written notice to the president or the secretary, unless the notice specifies a later time for the effectiveness of such resignation. Unless the resignation specifies otherwise, acceptance by the Board shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 9. PLACE OF MEETINGS. Meetings of the Board shall be held at such locations within or outside of the State of California as may be fixed from time to time by the Board.

Section 10. REGULAR MEETINGS. A regular meeting of the Board shall be held from time to time, as designated by the president. The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 11. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the president or any three (3) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 12. NOTICES. Written notice of the date, time and place of the annual or any special meeting of the Board shall be given to each director, by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) by electronic transmission by the corporation or other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records, provided that. If a director's address is not shown on the books of the

corporation, has not theretofore been given to the corporation and is not readily ascertainable, such notice shall be addressed to the director at the principal offices of the corporation.

(a) Time of Delivery. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means to the recipient.

(b) Content of Notices. All notices shall state the time and place for the meeting. Except as otherwise may be required by any provision of these Bylaws, the notice for the annual or any special meeting of the Board need not specify the purpose of the meeting; however, the notice for any meeting of the Board shall specify if the election or removal of any director shall be considered or if an amendment to the Bylaws shall be considered.

Section 13. TELEPHONE CONFERENCE. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. ADJOURNED MEETINGS. A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn any meeting to meet again at a stated day and hour. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment shall be given prior to the time of the next meeting to the directors who were not present at the time of the adjournment.

Section 15. WAIVER OF NOTICE. The transactions of any meeting of the Board, however called and noticed, shall be as valid as if transacted at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 16. ACTION WITHOUT MEETING. Any action that the Board is required or permitted to take may be taken without a meeting if all directors shall consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Any Board action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 17. DIRECTORS TO SERVE WITHOUT SALARY. No person shall receive any salary or other compensation for services as a director, but a director may be reimbursed for expenses reasonably incurred in the capacity as a director in accordance with such policies as shall be authorized by the Board.

Section 18. LIFE MEMBERS. In exceptional circumstances, in recognition of extraordinary service rendered to the corporation as a member of the Board, a former member of the Board may be designated as a "Life Member" of the Board. This honorary classification shall not confer membership on the Board within the meaning of this Article III, but it shall not prevent a Life Member from becoming a member of the Board in accordance with the generally applicable provisions of these Bylaws.

#### ARTICLE IV

#### COMMITTEES

Section 1. NOMINATING COMMITTEE. The president of the corporation shall be the chairperson of a nominating committee (the "Nominating Committee") which shall be comprised of the chairperson, the president elect and at least one other member of the Board. The third member of the Nominating Committee (other than the president and president elect) shall be appointed by the Board. The Nominating Committee shall proceed as follows. It shall nominate a member for each position on the Board. In a year that any officer's two-year term will expired, the Nominating Committee shall nominate, from among those nominated for positions on the Board, members for the officer positions that will be vacant for the coming fiscal year. In a year that the Treasurer's two-year term will expire, the Nominating Committee will attempt to nominate a member other than the member whose term is to expire. Insofar as possible, the Nominating Committee will select its nominees from the various branches of the field of pension and other employee benefits so as to keep the Board representative of the membership of the corporation. The Nominating Committee shall use its best efforts to deliver its slate of nominees to the Secretary on or before April 20; provided that a failure to meet this deadline shall not invalidate the slate of nominees selected by the Nominating Committee. Notice of the slate nominated by the Nominating Committee shall be provided to the members by mail or electronic transmission by the corporation. Such notice shall be given on or before the first Tuesday in May or as soon thereafter as may be practicable.

#### Section 2. OTHER COMMITTEES AND CHAIRS.

(a) Program Chair. The president and the president elect shall appoint a Program Chair, who shall be a member of the Board and who will be responsible for providing the programs for the member meetings.

(b) Other Committees. The president and president elect shall create such other committees as may be appropriate for the conduct of the corporation's affairs and shall appoint the committee chairpersons for such committee, which chairpersons shall be members of the corporation. Any chairperson may be removed by the person or persons authorized to appoint such chairperson whenever, in their judgment, the best interests of the corporation shall be served by such removal.

(c) Joint Committees. The president and the president elect may appoint from among the members such representatives of the corporation as they may deem appropriate to serve on joint committees of the Conference, including the Joint Annual Meeting Committee, the Joint Program Committee and the Joint Website Committee.

Section 3. COMMITTEE DUTIES. All committees appointed under this Article shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation.

## ARTICLE V

### OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, a president elect, a secretary, a treasurer, members at large, if any, and the immediate past president (or the past president serving just prior to the immediate past president if the immediate past president is not able to serve). The officers of the corporation shall be elected as set forth in Article III and shall serve on the Board. Should a duly elected officer be unable to serve in the capacity to which he or she was elected, the Board shall appoint a successor to serve in such capacity until the election and qualification of his or her successor. Such officers shall have the authority and perform the duties prescribed, from time to time, by the Board to their respective offices. No more than one office may be held by one person at any given time.

Section 2. ELECTION OF OFFICERS. Each of the officers of the corporation shall be elected for a two-year term, provided, however, that (a) following the expiration of the president elect's term he or she shall become the president without a vote of the members, and (b) following the expiration of the president's term, he or she shall become the immediate past president without a vote of the members. New officers may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor has been duly elected. The president may not hold office for two consecutive two-year terms, except that if the president is appointed to fill a vacancy in the position for the unexpired portion of his or her predecessor's term, then the period that he or she holds office to fill such unexpired term shall not count for purposes of the term limit described above..

Section 3. RESIGNATION AND REMOVAL.

(a) Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

(b) Any officer elected or appointed by the members of the corporation, nominating committee or Board may be removed by majority vote of the members of the corporation at any special meeting properly called for that purpose.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. DUTIES OF PRESIDENT. The president shall preside over all meetings of the members and directors, shall be the general manager of the corporate affairs, and shall sign as president all contracts and other written instruments which the corporation may be authorized to make. He or she shall generally discharge such other duties as may be required of him or her by the laws of the State of California, the United States of America, and these Bylaws.

Section 6. DUTIES OF SECRETARY. The secretary shall perform the ordinary duties of that office, keeping the minutes of all meetings, and all records and papers of the corporation. He or she shall issue certificates of membership, mail all notices required by law and the Bylaws of this corporation and generally be in charge of the election procedures set forth in Section 1 of Article IV of these Bylaws. In case of his or her absence, inability, refusal, or neglect to do so, such notices may be mailed by the president or any other person designated by him or her.

Section 7. DUTIES OF TREASURER. If required by the Board, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds, books of account, and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. In particular the treasurer shall have the following duties, which shall be in addition to those set forth in Article VII:

(a) Receipts and Disbursements. Each year the treasurer will prepare a report of receipts and disbursements and a report on assets and liabilities in standardized formats to be kept on file with the secretary.

(b) Reports. Each year the treasurer will send a copy of the corporation's fiscal year financial reports to the Conference's Executive Manager within sixty (60) days after the end of the corporation's fiscal year.

(c) Tax Returns. Each year the treasurer will send to the Conference's Executive Manager a copy of the prior fiscal year's federal tax return, if one was required to be filed, within 60 days following the date such tax return is filed with the IRS. A copy of the federal tax return must be kept on file by the secretary.

Section 8. DUTIES OF PRESIDENT ELECT. The president elect shall preside over all meetings and otherwise act as president in the absence of the president.

## ARTICLE VI

### RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep:

- (a) The original or a copy of the Articles of Incorporation and these Bylaws, as amended to date;
- (b) Adequate and correct books and records of account;
- (c) Written minutes of the proceedings of the Board and all committees of the Board; and
- (d) A record of each member's name and address.

Section 2. INSPECTION RIGHTS.

(a) Members' Inspection Rights. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(i) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or

(ii) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

(b) Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time during normal business hours to inspect, copy and make extracts of the Articles of Incorporation and these Bylaws, as amended to date, the accounting books and records of the corporation and the minutes of the proceedings of the Board and committees of the Board. Any such inspection and copying may be made in person or by the director's agent or attorney.

Section 3. ANNUAL REPORT.

(a) The board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(i) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(ii) A statement of the place where the names and addresses of current members are located; and

(iii) Any information required by Section 4 of this Article VI.

(b) This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

(c) This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail, deliver, or send by electronic transmission to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

(a) Unless approved by members under Section 7233(a) of the Nonprofit Law, any transaction (i) to which the corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(1) Any director or officer of the corporation, its parent, or its subsidiary;

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

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 7237 of the Nonprofit Law, unless the loan, guaranty, indemnification, or advance has already been approved by the members, or the loan or guaranty is not subject to Section 7235(a) of the Nonprofit Law.

## ARTICLE VII

### AMENDMENTS

Except as otherwise provided by applicable law, these Bylaws may be adopted, amended or repealed by resolution of the Board; provided that no amendment to these Bylaws shall be adopted or effective unless (a) the text of the proposed amendment (i) has been read at a previous meeting of the Board, or (ii) has been sent to the members of the Board not less than twenty (20) days prior to the meeting at which the amendment is adopted by the Board, and is an announced subject of the meeting in the notice of the meeting, and (b) where approval of the members is required by applicable law, such approval is obtained.

## ARTICLE VIII

### INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 1. RIGHT OF INDEMNITY. To the fullest extent permitted by law, the corporation shall indemnify the directors, officers, employees and other persons described as "agents" in Section 7237(a) of the Nonprofit Law, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the corporation, by reason of the fact that the person is or was an agent described in Section 7237(a) of the Nonprofit Law. As used in this Section 1, the terms "proceeding" and "expenses" shall have the same meanings as in Section 7237(a) of the Nonprofit Law.

Section 2. APPROVAL OF INDEMNITY. Upon written request to the Board by any agent seeking indemnification under Section 1 of this Article VIII, the Board shall promptly determine whether the applicable standard of conduct set forth in Section 7237(b) or 7237(c) of the Nonprofit Law has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall call a meeting of the members. At that meeting, the members shall determine whether the applicable standard of conduct set forth in Section 7237(e) of the Nonprofit Law has been met and, if so, the members present at the meeting in person or by proxy may authorize indemnification.

Section 3. ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by

an agent seeking indemnification under this Article VIII in defending any proceeding covered by this Article VIII shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that agent that the advance will be repaid unless it is ultimately determined that the agent is entitled to be indemnified by the corporation for those expenses.

Section 4. INSURANCE. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent described in Section 7237(a) of the Nonprofit Law against any liability asserted against or incurred by that agent in his capacity as an agent of the corporation or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify that agent against that liability under the provisions of this Article VIII.

## ARTICLE IX

### PROHIBITIONS; DISSOLUTION

Section 1. NO PRIVATE INUREMENT. No director, officer, employee of or a member of a committee of, or a person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the corporation, whether voluntary or involuntary.

Section 2. CONFLICTING INTEREST TRANSACTIONS. As used in this Section, "conflicting interest transaction" means: A contract, transaction, or other financial relationship between the corporation and a director of the corporation, or between the corporation and a party related to a director, or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest.

(a) Prohibition Against Loans to Directors or Officers. No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of the loan until the repayment thereof.

(b) Voidability of Conflicting Interest Transactions. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or a party related to a director or an entity in which a director of the corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Board or of the committee of the Board that authorizes, approves, or ratifies the conflicting

interest transaction or solely because the director's vote is counted for such purpose if:

(i) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii) The conflicting interest transaction is fair as to the corporation.

(c) Approval of Conflicting Interest Transactions. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

(d) Party Related to Director. For purposes of this Section, a "party related to a director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

Section 3. DISSOLUTION. The corporation shall dissolve whenever its charter is surrendered or revoked. Upon dissolution of the corporation, the Board, after paying or making provision for the payment of all liabilities of the corporation, shall distribute all remaining assets of the corporation to such funds, foundations, corporations or such other institutions authorized and operated exclusively for similar purposes which qualify for an exemption from federal income tax under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

## ARTICLE X

### MISCELLANEOUS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Where the context or construction requires, all words applied in the plural shall be deemed to have been used in the singular, and vice versa; and the masculine shall include the feminine and neuter, and vice versa.

Section 2. SEVERABILITY. If any provision of these Bylaws is declared invalid or unenforceable for any reason whatsoever, the remaining provisions shall nevertheless remain in full force and effect.

Section 3. ELECTRONIC TRANSMISSIONS BY THE CORPORATION. Electronic transmission by the corporation may be made as authorized through these Bylaws, provided that the communication to be transmitted satisfies the following requirements: (a) it is delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, (b) it is to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the California Corporations Code, and (c) it creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form, provided, however, that an electronic transmission to a member is not authorized unless, in addition to satisfying the requirements of this Section, the transmissions satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Section 7001(c)(1)). Notwithstanding the foregoing, for purposes of giving notice to members under Section 7511(b) of the Nonprofit Law, notice shall not be given by electronic transmission by the corporation after either of the following: (i) The corporation is unable to deliver two consecutive notices to the member by that means. (ii) The inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary or other person responsible for the giving of the notice.

Section 4. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS. Each director shall discharge the his or her duties as a director, including the director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the director or officer reasonably believes to be in the best interests of the corporation. A director or officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a director, a committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A director or officer is not liable as such to the corporation or its members for any action taken or omitted as a director or officer, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Article.