

BYLAWS OF THE UNITED STATES ACADEMIC DECATHLON

INDEX

ARTICLE I	Name
Section 1.1	Name
ARTICLE II	Offices
Section 2.1	Offices
ARTICLE III	Purposes of Corporation
Section 3.1	Purpose
Section 3.2	Prohibited Activities
ARTICLE IV	Nonpartisan Activities
Section 4.1	Political Activities
ARTICLE V	Dedication of Assets
Section 5.1	Assets
Section 5.2	Distribution Upon Dissolution
ARTICLE VI	Membership
Section 6.1	Member
Section 6.2	Non-Voting Members
ARTICLE VII	Directors
Section 7.1	Number
Section 7.1.1	Categories of Directors
Section 7.1.2	Qualification of Directors
Section 7.2	Powers
Section 7.3	Term of Office of Directors
Section 7.3.1	Staggered Terms
Section 7.3.2	Election or Reelection of Individual Directors
Section 7.3.3	Meeting Attendance
Section 7.3.4	Emeritus Status
Section 7.3.5	Founder and Executive Director Emeritus
Section 7.4	Vacancies
Section 7.4.1	Events Causing Vacancy
Section 7.4.2	Removal
Section 7.4.3	Resignations
Section 7.4.4	Appointment to Fill Vacancies
Section 7.4.5	No Vacancy on Reduction of Number of Directors
Section 7.5	Place of Meetings, Meetings by Telephone
Section 7.6	Annual Meeting
Section 7.7	Regular Meetings

Section 7.8	Special Meetings
Section 7.8.1	Authority to Call
Section 7.8.2	Notice
Section 7.9	Quorum
Section 7.10	Waiver of Notice
Section 7.11	Adjournment
Section 7.12	Notice of Adjournment
Section 7.13	Conduct of Meetings
Section 7.14	Action Without Meeting
Section 7.15	Fees and Compensation of Directors
Section 7.16	Non-Liability of Directors

ARTICLE VIII

Committees

Section 8.1	Committees of Directors
Section 8.2	Executive Committee
Section 8.3	Special Committees
Section 8.4	Meetings and Actions of Committees
Section 8.5	Advisory Committees
Section 8.6	Permanent Committees of the Board

ARTICLE IX

Officers

Section 9.1	Officers
Section 9.2	Election of Officers
Section 9.3	Subordinate Officers
Section 9.4	Removal of Officers
Section 9.5	Resignation of Officers
Section 9.6	Vacancies in Office
Section 9.7	Responsibilities of Officers

ARTICLE X

Indemnification of Directors, Officers,
Employees, and other Agents

Section 10.1	Right of Indemnity
Section 10.2	Approval of Indemnity
Section 10.3	Advancement of Expenses
Section 10.4	Insurance

ARTICLE XI

Records and Reports

Section 11.1	Maintenance of Corporate Records
Section 11.2	Maintenance and Inspection of Articles and Bylaws
Section 11.3	Inspection by Directors
Section 11.4	Annual Report to Directors

ARTICLE XII

Construction and Definition

Section 12.1	Construction and Definition
--------------	-----------------------------

ARTICLE XIII

Amendments

Section 13.1	Amendments
--------------	------------

**ARTICLE I
NAME**

Section 1.1 Name. The name of this Corporation shall be THE UNITED STATES ACADEMIC DECATHLON ASSOCIATION, USAD or the Corporation.

**ARTICLE II
OFFICES**

Section 2.1 Offices. The offices of USAD shall be located in the state of California or in such other location as the Board of Directors may from time to time designate.

**ARTICLE III
PURPOSE OF THE CORPORATION**

Section 3.1 Purpose. The purposes of the Corporation shall be to stimulate the education of young people, on local, state, national and international levels, in all areas, including the social sciences, sciences, language arts, literature, current events, mathematics, and the arts. More specifically, the Corporation shall seek to administer competitions in these areas of study, and to do all such things, including the raising of funds, necessary or appropriate to such purposes.

Section 3.2 Prohibited Activities. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the foregoing purposes.

**ARTICLE IV
NONPARTISAN ACTIVITIES**

Section 4.1 Political Activities. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

**ARTICLE V
DEDICATION OF ASSETS**

Section 5.1 Assets. The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c) (3) of the Internal Revenue Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person, 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 purposes, as long as such compensation is otherwise permitted by law and 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 property, and shall not receive any of the corporate assets on the dissolution of the Corporation.

Section 5.2 Distribution Upon Dissolution. Upon the dissolution or winding up of this 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, scientific or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI MEMBERSHIP

Section 6.1 Members. This Corporation shall have no members.

Section 6.2 Non-voting Members. The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in Section 5056 of the California Corporations Code or any successor provision.

ARTICLE VII DIRECTORS

Section 7.1 Numbers. The Board shall consist of not less than seven (7) positions nor more than thirty (30) positions. The exact number of Directors is to be fixed, within the limits specified in Section 7.3 of this Article VII, by resolution of the Board.

Section 7.1.1 Categories of Directors. There shall be two categories of Directors—Individual Directors and Representative Directors. Individual Directors shall be elected pursuant to Section 3. The Board of Directors may specify one or more entities (including corporations or other forms of business or non-profit entities) as having the right to designate a Representative Director subject to the Corporation’s right of prior approval of the Representative Director. An entity’s right to designate a Representative Director may be terminated by the Corporation at any time, in which case the Representative Director shall immediately cease to act as a Director. The President of the United States Academic Decathlon State Directors shall serve as a Representative Director during his/her term of office. The board shall also appoint another State Director, Retired Coach and former Student Decathlete to serve as Representative Directors, each for a three year term.

Section 7.1.2 Qualification of Directors. Individual nominees to the Board of Directors will be expected to meet some combination of these criteria: high-level executive or professional experience; experience in education at the teaching and/or administrative level; service to and knowledge of the communities served by the Academic Decathlon; and philanthropic commitment and fundraising capability. It is the ultimate goal of the Corporation that the Board

of Directors reflects a diversity of age, gender, culture, and ethnicity, and be geographically representative of the USAD constituency. Corporate sponsors exercising the right to designate a Representative Director to the Board will be expected to provide significant financial and/or in-kind support to the Corporation.

Section 7.2 Powers. Subject to the provisions of the California Nonprofit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation are managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.3 Term of Office of Directors. Individual Directors shall hold office for a term of three (3) years.

Section 7.3.1 Staggered Terms. At each annual meeting of the Board of Directors, approximately one-third (1/3) of the authorized number of Individual Directors shall be elected. Individual Directors shall hold office for a three-year term, each beginning on May 1 of the year of their election and ending on April 30 of the third year following their election. If an Individual Director is elected to serve a term beginning on a date other than May 1 of any year, the term of such Individual Director shall begin on a date determined by the Board and terminate on the last day of April immediately preceding the third anniversary of such Individual Director's election. If the Board of Directors fails to elect the number of Individual Directors designated at the required annual meeting, they may be elected at a special meeting of the Board of Directors held for that purpose. Any newly elected member is subject to a term limit of no more than nine years at which time they would be required to leave the Board at the expiration of their third term and would be eligible for reelection after a one-year hiatus. .

Section 7.3.2 Election or Reelection of Individual Directors. Prior to each annual meeting, a nominating committee recommended by the Governance Committee and appointed by the President shall review the performance of each Individual Director whose term is about to expire and inform all Directors of its recommendations as to the reelection of each such Individual Director.

Section 7.3.3 Meeting Attendance. Directors are expected to attend all scheduled meetings of the Board. It shall be the responsibility of each Board Member to notify the Corporation if he or she will not be in attendance of a Board meeting. In the event a Director misses three (3) consecutive meetings, the Board of Directors may request the resignation of that Director.

Section 7.3.4 Emeritus Status. Upon completing not less than two (2) complete terms as a member of the Board of Directors, an Individual Director may, upon nomination, be elected to "Director Emeritus status." Director Emeritus status shall be conferred upon those Individual Directors who have made significant contributions to the Corporation including but not limited to active participation on the Executive Committee. A former Individual Director who is designated Director Emeritus shall be entitled to attend and participate in all Board meetings, committee meetings and to serve on committees or special projects as requested by the Board. However, a Director of Emeritus shall not have voting privileges and shall not be considered to be a Director of the Corporation.

Section 7.3.5 Founder and Executive Director Emeritus. Dr. Robert Peterson shall be designated as the founder of USAD, and Alfonso Perez shall be designated as the Executive Director Emeritus of USAD.

Section 7.4 Vacancies.

Section 7.4.1. Events Causing Vacancy. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or been found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law; (iii) the vote of a majority of the Directors to remove a Director; (iv) the authorized number of Directors is exceeded; or (v) the failure of the Directors, at any meeting of the Board of Directors at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.

Section 7.4.2 Removal. Directors may be removed without cause by a simple majority of Directors then in office, including the Director whose removal is sought.

Section 7.4.3 Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the Corporation would then be left without the required number of Directors in charge of its affairs, except upon notice to the Attorney General.

Section 7.4.4 Appointment to Fill Vacancies. If a vacancy is created by any event, a majority of a quorum of the remaining Directors then in office may appoint a new Director to serve until the next annual meeting of the Board of Directors. Appointments to fill vacancies shall be made only at Regular Meetings.

Section 7.4.5 No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 7.5 Place of Meetings, Meetings by Telephone. Regular and special meetings of the Board of Directors may be held at any place within or outside the state of California that has been designated from time to time by resolution of the Board. Notwithstanding the above provision of Section 7.5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all of the Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications media so long as all Directors participating in the meeting can hear one another and all such Directors shall be deemed to be present in person at such meeting.

Section 7.6 Annual Meeting. The annual meeting of the Board of Directors shall be held on a day and at a time designated by the Board of Directors. The annual meeting shall be for the purpose of organization, election of Directors and officers and the transaction of other business.

Section 7.7 Regular Meetings. Regular meetings of the Board of Directors may be held at such time as shall from time to time be fixed by the Board of Directors.

Section 7.8 Special Meetings.

Section 7.8.1 Authority to Call. The President, Vice President, Secretary, or any two Directors may call special meetings of the Board of Directors at any time.

Section 7.8.2 Notice. Notice of each such special meeting shall be given to each Director by first class mail, facsimile or electronic mail addressed to the Director at his or her last reported residence or e mail address or usual place of business, at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting and the purposes thereof except as expressly provided herein. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors of the Corporation then in office shall be present thereat (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened) or waive such notice in writing before, at, or after such meeting.

Section 7.9 Quorum. One half of the elected Directors, but in no event less than one fifth of the authorized Directors, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.10 of Article VII. Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) creation of and appointment to committees of the Board, and (iii) indemnification of Directors. Business may continue to be transacted at a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7.10 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and either before or after the meeting, each of the Directors not present signs a written waiver of notice; (ii) a consent to holding the meeting; or (iii) an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation either in person, by first-class mail or electronic mail addressed to the Secretary at the principal office of the Corporation or to such Secretary's e-mail address as contained on the Corporation's records as of the date of the protest, or facsimile addressed to the facsimile number of the Corporation as contained on the Corporation's records as of the date of the protest.

Section 7.11 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.12 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case proper notice under Section 7.8.2 of this Section VII of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 7.13 Conduct of Meetings. Meetings of the Board of Directors 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 each 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. Robert's Rules of Order 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 provisions of applicable law.

Section 7.14 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board consent in writing to that action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in the California Nonprofit Public Benefit Corporation Law. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors at a meeting of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 7.15 Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable as to the Corporation at the time the resolution was adopted. Directors may be compensated for rendering services to the Corporation in a capacity other than Director, provided such compensation is reasonable and provided further that not more than forty-nine percent (49%) of the persons serving as Directors may be "interested persons." "Interested Persons" is defined as any person currently being compensated by the Corporation for services rendered to 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 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 7.16 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation, provided that each individual Director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of USAD, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VIII COMMITTEES

Section 8.1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of directors then in office, designate one or more committees, each consisting of three (3) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any committee, which has the authority of the Board;

- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board of Directors or the members of these committees; or
- (f) Approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest, or (ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

Section 8.2. Executive Committee. This committee shall be responsible for conducting the activities of the Corporation between meetings of the Board of Directors. In this connection, the Executive Committee shall have the authority, subject to Section 8.1 of this Article VIII, to authorize actions of the Corporation, including the entering into of agreements by the Corporation, which are deemed by the Executive Committee to be necessary and/or appropriate for the Corporation to take prior to the next meeting of the Board of Directors. The Executive Committee shall inform the Board of Directors at its next meeting of any such actions authorized by the Executive Committee. The following persons shall be members of the Executive Committee: the president; the vice president; the secretary; the treasurer, and the immediate past president with a quorum of at least three members required for action. The Executive Committee shall have no regularly scheduled meetings and only consider emergency issues that cannot wait until the next Board meeting and that any action taken by the Executive Committee be reported to the full Board for ratification. The Board of Directors can designate, by resolution, additional members to serve on the Executive Committee.

Section 8.3. Special Committees. The Board of Directors may authorize special committees to be appointed by the president, who then informs the Board of Directors of the number of persons composing such special committees and the terms and duties of such special committees. At least three (3) Directors shall be members of each special committee of the Board.

Section 8.4. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these Bylaws concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee, and (ii) the number of directors which shall constitute a quorum for the transaction of business by any committee, except to adjourn as provided in Article VII, shall be the greater of two (2) or twenty percent (20%) of the members of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

Section 8.5. Advisory Committees. The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees consisting of two (2) or more directors and persons who are not directors, to serve at the pleasure of the Board. Such committees (“Advisory Committees”) shall not have the authority of the Board and shall only investigate, deliberate and make recommendations to the Board. Section 8.4 of this Article VIII shall govern meetings and actions of any Advisory Committees.

Section 8.6 Permanent Committees of the Board. The Board has established the following committees as permanent committees of the Board: Executive Committee, Nominations Committee, Governance Committee and Finance Committee.

ARTICLE IX OFFICERS

Section 9.1 Officers. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. The Corporation may also have, at the discretion of the Board of Directors, a past president, one or more additional vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 9.3. The same person may serve any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 9.2 Election of Officers. The officers of the Corporation, except those appointed in accordance with the provisions of Section 9.3 of this Article IX, shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. All officers other than the past president and the executive director, if any, must be members of the Board of Directors. The past president must have previously served as president of the Corporation.

Section 9.3 Subordinate Officers. The Board of Directors may appoint and may authorize the president or another officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or as determined from time to time by the Board of Directors.

Section 9.4 Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an officer elected by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 9.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation and received by the Secretary. Any resignation shall take effect upon the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 9.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to the office.

Section 9.7 Responsibilities of Officers.

- (a) President. The president shall, subject to the control of the Board of Directors, preside at meetings of the Board of Directors and generally supervise, direct, and control the

business and the officers of the Corporation. The president shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

(b) Vice Presidents. In the absence or disability of the president, the vice presidents, if more than one, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors.

(c) Secretary. The secretary shall attend to the following:

Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

Notices, Seal and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws. He shall keep or cause to be kept the seal of the Corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(d) Treasurer. The treasurer shall attend to the following:

Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

Deposit and Disbursement of Money and Valuables. The chief financial officer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse or cause to be dispersed the funds of the Corporation as may be ordered by the Board of Directors; shall render to the president and Directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Bond. If required by the Board of Directors, the treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or

her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession

or under his or her control on his or her death, resignation, retirement, or removal from office.

- (e) Immediate Past President. The immediate past president, if any, shall advise the Board of Directors and the officers of the Corporation in connection with the activities of the Corporation, and shall have such authority and perform such duties as determined from time to time by the Board of Directors.
- (f) Executive Director. The executive director shall perform the day-to-day operations of the Corporation and shall have such authority and perform such duties as determined from time to time by the Board of Directors.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 10.1 Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this Article, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

Section 10.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 10.3 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 a person seeking indemnification under this Article in defending any proceeding covered hereby 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 person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 10.4 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE XI RECORDS AND REPORTS

Section 11.1 Maintenance of Corporate Records. The Corporation shall keep:

- (a) Written records of all the proceedings of its Board of Directors and the Executive Committee of the Board; and
- (b) Accurate financial statements of the Corporation, including adequate and correct books and records of accounts.

The Corporation's executive director shall keep all such records.

Section 11.2 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep the original or a copy of the Articles of Incorporation and the Bylaws as amended to date, which shall be open to inspection by the Directors. If the Corporation has no principal business office, the secretary shall, on the written request of any Director, furnish to that Director a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 11.3 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person, by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 11.4 Annual Report to Directors. Not later than the first Board meeting following the close of the Corporation's fiscal year, the Board shall cause an annual report, prepared under the leadership of the executive director, to be sent to all Directors. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) Principal activities of the Corporation during the fiscal year; and
- (c) An audit report of independent accountants.

ARTICLE XII CONSTRUCTION AND DEFINITIONS

Section 12.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

ARTICLE XIII
AMENDMENTS

Section 13.1 Amendments. The Board of Directors may adopt, amend or repeal Bylaws, subject to the limitation that if any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Directors.