



ARTICLE V OFFICERS AND THEIR ELECTION

1. Officers.
 - 1.1. The Officers of the Corporation shall consist of a President, Vice-President(s), a Secretary, and a Treasurer.
 - 1.2. Officers shall be elected annually by ballot of the Directors of the Corporation on the first non-legal holiday, Monday of the anniversary month of the incorporation of the Corporation. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.
 - 1.3. Officers shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one year and until the election and qualification of their successors.
 - 1.4. A person shall not be eligible to serve more than two consecutive terms in the same office unless approved in advance by the Board.
 - 1.5. Any two or more offices may be held by the same person, except as neither the Secretary nor the Treasurer may serve concurrently as the President.
2. Election.
 - 2.1. There shall be a nominating committee composed of three members, one of whom shall be selected by the Board from its body, and two of whom shall be elected by the Corporation at a regular meeting at least one month prior to the election. The person receiving the highest number of votes cast by the Directors of the Corporation shall serve as Chairman.
 - 2.2. The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting one month before the election at which time additional nominations may be made from the floor.
 - 2.3. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.
3. Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

**ARTICLE VI
DUTIES OF OFFICERS**

1. The President shall preside at all meetings of the Corporation and of the Board at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board and shall coordinate the work of the officers and committees of the Corporation in order that the purpose of said duty may be promoted. The President shall not participate in voting unless there is a tie vote, in which case the President shall cast the tie-breaking vote.
2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.
3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board and shall perform such other duties as may be delegated to him/[her]. These responsibilities may be delegated to the Executive Director.
4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, Board, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the board at least two weeks before the annual meeting.

5. All Officers' shall:
 - 5.1. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time; and
 - 5.2. Deliver to their successors all official material not later than ten days following the election of their successors.

**ARTICLE VII
BOARD OF DIRECTORS**

1. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the Corporation's Articles of Incorporation, and these Bylaws, the Corporation shall be managed by the Board of Directors which shall consist of one or more Directors. All officers and the following members shall be included on the Board of Directors; Past President shall become Chairperson of the Board and Past Chairperson. The Chairpersons of the Standing Committees shall be selected by the Officers of the Corporation. Each director shall serve a three (3) year term. Each fall the nominating committee shall submit a proposed slate of directors which shall be voted upon by the Board; additional nominations shall be accepted from the floor, with the consent of the nominees. Newly elected directors shall take office at the following annual planning session or January 1st whichever comes first. Approximately one-third (1/3) of the Board shall be elected (or re-elected) annually.
2. The duties of the Board of Directors shall be
 - 2.1. it shall be the responsibility of the board to conduct, manage and control the activities and affairs of the Corporation. The board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.”
 - 2.2. to create Standing Committees;
 - 2.3. to approve the plans of work of the Standing Committees;
 - 2.4. to present a report at the regular meetings of the Corporation;
 - 2.5. to appoint an auditor or an Auditing Committee at least two weeks before the annual meeting to audit the Treasurer's accounts;
 - 2.6. to prepare and submit to the Corporation for approval a budget for the fiscal year;
and
 - 2.7. to approve routine bills within the limits of the budget.
3. Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time. Special meetings of the Board for any purpose may be called at any time by the

Chairman of the Board, if any, the President or any Vice President, the Secretary, or any two Directors.

- 3.1. Notice of the time and place of special meetings 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, 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) 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. Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.
- 3.2. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board. 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.
- 3.3. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. 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.
- 3.4. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- 3.5. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another 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.

3.6. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other valid approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

4. Executive Director.

4.1. Appointment: The Board shall have the option of appointing an executive director to serve as an administrator of the Corporation.

4.2. Duties: The executive director shall be the chief administrative officer of the Board and shall be responsible for the execution of the plans and policies adopted by the Board. He/she shall attend Board meetings and executive committee meetings as a non-voting member.