

**Beach Cities Cycling Club, South Bay**  
A California Nonprofit Mutual Benefit Corporation

**BYLAWS**  
Adopted March 08, 2022

**ARTICLE I NAME AND LOCATION OF OFFICES**

The legal name of this nonprofit mutual benefit corporation shall be Beach Cities Cycling Club, South Bay (BCCCSB). The principal office for the transaction of the business of the corporation (“principal executive office”) is located at Los Angeles County, California.

**ARTICLE II PURPOSE AND OBJECTIVES**

**Section 1: Purpose**

BCCCSB is organized exclusively for one or more of the purposes as specified in Section 501(c)7 of the Internal Revenue Code.

**Section 2: Specific Objectives**

- (A) The Club will organize and lead recreational bicycle rides for its members of various distances and speeds for all levels of riders from beginner to advanced;
- (B) Promote safe, responsible cycling for sport and transportation;
- (C) Provide an opportunity for members to socialize with others who have an interest in bicycling;
- (D) Share information on bicycle safety, responsibility, bike maintenance and riding equipment;
- (E) Encourage its members to support civic and nonprofit bicycling related causes.

**ARTICLE III MEMBERSHIP Section 1: Members**

- (A) Any person supporting the objectives of BCCCSB is eligible to be a member.
- (B) An individual may become a member by completing the membership application, signing a Release of Liability Waiver, and paying the annual dues established by the Board of Directors. The renewal date for all members shall be one year from initial payment. During this period, members have the right to vote as described in these bylaws.
- (C) There shall be no discrimination against any applicant because of race, color, sex, or national origin.
- (D) No member may transfer a membership or any right arising from membership. All rights of membership cease upon the member's death, termination, or dissolution of BCCCSB.

- (E) Any member who is delinquent on any financial obligation or not in good standing with BCCCSB will be prohibited from participating in any group rides, activities, and benefits.

## **Section 2: Rights of membership**

All members shall have the right to vote, as set forth in these bylaws. In addition, the members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

## **Section 3: Termination and Expulsion**

- (A) The membership of any member shall terminate upon occurrence of any of the following events:

- (1) The resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on renewal terms fixed by the Board;
- (3) Upon a determination by the Board of Directors, or a committee or person authorized by the Board to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to BCCCSB's purposes or interests, refused to comply with the BCCCSB rules and regulations or behavior has become disruptive to BCCCSB operation, such termination to be effective 15 days after written notification of the expulsion and reasons for the expulsion by first class registered mail to the last address of the member as shown on BCCCSB's records. The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than 5 days before the effective date of the proposed expulsion. The Board of Directors will hold the hearing in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

- (B) Procedure for Expulsion: Following the determination that a member should be expelled under subparagraph (3), above, the corporation must follow the expulsion procedure of Corporations Code Section 7341.

## **Section 4: Nonliability of Members**

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

## ARTICLE IV MEETINGS OF MEMBERS

### Section 1: Place of Meetings

Any meeting of members whether regular, special or adjourned shall be held at any place within Los Angeles County or via an on-line video conference virtual meeting that has been designated by the Board of Directors.

### Section 2: Regular Meetings

(A) Regular meetings of the membership shall be as determined by the Board of Directors.

(B) Notice Requirements:

- i Notice of any meeting of members shall be sent by email to each member or listed in BCCCSB newsletter two days before the meeting.
- ii The meeting notice must contain:
  - 1 The meeting location, day and time for an in-person meeting or the meeting day and time and Internet link for an on-line video conference virtual meeting.
  - 2 A detailed agenda listing the items to be discussed and any membership votes planned to be taken.
  - 3 Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):
    - i. Removing a Director and Officer.
    - ii. Filling vacancies on the Board of Directors by the members.
    - iii. Amending the Articles of Incorporation and Bylaws.
    - iv. Approving a contractor transaction in which a Director has a material financial interest.
    - v. Expulsion of a member.
    - vi. Matters which the Board of Directors intends to present for action by the members.

### Section 3: Special Meetings

The Board of Directors, President, or 10% or more of the members in good standing may call special meetings of the members at any time.

(A) Notice Requirements:

- i Notice of the special meeting shall be sent by email to each member or listed in BCCCSB newsletter at least two days before the meeting.
- ii The meeting notice must contain:

- 1 The meeting location, day and time for an in-person meeting or the meeting day and time and Internet link for an on-line video conference virtual meeting.
- 2 A detailed agenda listing the items to be discussed and any membership votes planned to be taken.

#### **Section 4: Annual Meeting**

An annual meeting of members shall be held in December of each year. The Directors shall designate a time, date, and location for an in-person meeting or the day, time and Internet link for an on-line video conference virtual meeting and provide notice in the manner specified for special meetings.

#### **Section 5: Quorum**

At all meetings of the members, whether regular, special, or adjourned, the presence in person or on-line via video conference call of 10% of the members shall constitute a quorum for the transaction of business. If less than 10% of the voting power actually attends a regular meeting, then no action may be taken on any matter.

#### **Section 6. Adjournments**

Any business that might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, the meeting may be adjourned by those present until a quorum is obtained.

#### **Section 7: Voting**

- (A) Persons entitled to vote shall be members in good standing as of the date of the vote. Each member shall be entitled to one vote on each matter submitted to a vote of the members.
- (B) Every act or decision done or made by a majority of voting members present in person or on a video conference at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of BCCCSB, or these Bylaws require a greater number.
- (C) In order to obtain the widest possible participation, an issue may, at the discretion of the President, the Board of Directors, or a majority of members present sufficient to constitute a quorum, be submitted for voting by email or other electronic polling means. In this event, the President and Secretary, or a delegated vote counting third party approved by the Board, shall receive and count the votes, ensure that each member votes only once, and that all those voting are current members.
- (D) Any issue submitted for an email or electronic polling vote shall be sent to the member's email address of record, and shall state clearly and succinctly all of the following:
  - (1) A statement of the issue being voted on;
  - (2) The effect of each voting option;

- (3) The length of time the voting remains open. Such time shall be a minimum of 7 days, and a maximum of 21 days.

(E) Voting by proxy is prohibited.

### **Section 8: Conduct of Meetings**

Meetings of members shall be presided over by the President of BCCCSB or, in his or her absence, by the Vice President of BCCCSB. In the absence of these persons, the meeting shall be presided over by a Chairperson chosen by a majority of the voting members present in person. The Secretary of BCCCSB shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of BCCCSB, or with any provision of law.

### **Section 9: Election of Directors and Officers**

- (A) The President shall appoint a nominating committee, at least 60 days prior to an election, made up of at least two (2) members in good standing who are not standing for election or re-election. The committee will prepare a slate of proposed Officers and Directors for members to vote for. The committee will try to include at least two (2) candidates for each position. The committee will interview all candidates to ensure their interest in serving prior to adding their names to the slate.
- (B) The Election of Directors and Officers shall take place in November. An electronic ballot with a written statement of qualification prepared by the nominee, shall be sent out to every active member 15 days in advance of the November election date set by the Board of Directors.
- (C) The seating of elected Directors and Officers shall take place at the Annual Meeting in December. The newly elected Officers shall assume their duties immediately following their installation and shall serve until their successors have been installed.
- (D) No proxy votes will be accepted.

## **ARTICLE V OFFICERS Section 1: Officers**

The officers of the corporation shall include a President, a Vice President, a Secretary, a Treasurer, and Member at Large. Each of these officers shall, by virtue of his office, also be a member of the Board of Directors.

### **Section 2: Term of Office**

The officers, who are also the five minimum members of the Board of Directors. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

### **Section 3: Subordinate Officers**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **Section 4: Removal and Resignation**

- (A) The Board of Directors may remove any officer, either with or without cause, at any regular or special meeting of the Board. Any officer who is removed under this section, who is also a member of the Board of Directors, will remain a board member unless removed pursuant to Article VI, Section 5, herein. A new, non-board member may then be appointed to fill the vacancy.
- (B) Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of BCCCSB. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified in the notice, and, unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

### **Section 5: Vacancies**

- (A) Vacancies occurring in offices mandated by the Bylaws, however caused, shall be filled by the Board of Directors.
- (B) Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.
- (C) Officers appointed to fill a vacancy shall serve until replaced by the Directors or membership, or until the remaining term of that office expires.

### **Section 6: Duties of Officers**

- (A) **President:** The President shall, subject to the control of the Board of Directors, generally supervise, direct, coordinate and control the business and the officers of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
- (B) **Vice President:** In the absence or disability of the President, or in the event of his refusal to act, the Vice President shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as, from time to time, may be prescribed by the Board of Directors.
- (C) **Secretary:** The Secretary shall attend to the following:
  - (1) The Secretary shall keep, or cause to be kept, a book of minutes of all meetings and actions of directors, members, and committees, with the time and place of holding, and the proceedings of such meetings.
  - (2) Certify and keep, or cause to be kept, at the principal office of BCCCSB a copy of the BCCCSB's Articles of Incorporation and Bylaws as amended to date.

- (3) Give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given.
- (4) The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- (5) File biennial Statement of Information (Form SI-100) with the Secretary of State listing the current officers.

(D) Treasurer: The Treasurer shall attend to the following:

- (1) Keep and maintain 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.
- (2) Deposit 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.
- (3) Disburse the funds of the corporation as may be ordered by the Board of Directors.
- (4) Assist in preparing BCCCSB's annual budget.
- (5) Shall render to the President and directors whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation.
- (6) Ensure the Board's financial policies are being followed.
- (7) File the corporation's tax returns.
- (8) The Treasurer shall have other powers and perform other duties as may be prescribed by the Board of Directors or the Bylaws.

(E) Member at Large:

The Member at Large shall exercise and perform such powers and duties as may from time to time be assigned to him or her by the President or Board.

## **ARTICLE VI DIRECTORS**

### **Section 1: Powers**

Subject to the limitations of the Articles, these Bylaws, and of pertinent restrictions of the California Corporations Code, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, all the activities and affairs of BCCCSB shall be exercised by or under the direction of the Board of Directors.

## **Section 2: Number of Directors**

The authorized number of Directors shall be five (5) and shall be the Officers while holding office. Election and term office for Directors shall coincide with that specified for the Corporation Officers.

## **Section 3: Terms of Office**

Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected, and until a successor has been elected and qualified.

## **Section 4: Vacancies**

- (A) A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
  - (1) The death, resignation, or removal of any Director;
  - (2) An increase in the authorized number of Directors
  - (3) The failure of the members, at any meeting of the members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.
- (B) Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the members may elect a successor to take office when the resignation becomes effective.
- (C) Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by the unanimous written consent of the directors then in office, or by a sole remaining Director. A person appointed to fill a vacancy as provided by this Section shall hold office until the expiration of the term of the replaced Director. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

## **Section 5: Removal of Directors**

A Director may be removed from office if any of the following has been found to have occurred:

- (A) A majority of Directors determine that the Director has not continued to meet the duties of Directors as set forth in these Bylaws.
- (B) A conflict of interest is found to exist between the Director and BCCCSB.
- (C) The Director is found to have engaged in activities that are directly contrary to the interests of BCCCSB.



- (D) The Director is found to be engaged in the misrepresentation of BCCCSB and its policies to outside third parties, either willfully, or on a repeated basis.
- (E) Pursuant to Article VI, Section 6(B), herein.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present to the Board any contrary evidence, or explanation the Director may have. Removal must be by a majority vote of all the Directors.

#### **Section 6: Duties**

- (A) Attend Board meetings and activities.
- (B) Be an active, dues paying member of BCCCSB. If a Board member's membership lapses for more than two months, that director will automatically be removed from the Board.
- (C) Supervise all officers and agents of BCCCSB to assure that their duties are performed properly.
- (D) Make disbursements from the funds and properties of BCCCSB as are required to fulfill the purposes of BCCCSB and generally to conduct, manage and control the activities and affairs of BCCCSB and to make rules and regulations not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

#### **Section 7: Regular Meetings**

Regular meetings of the Board should be held as designated by the Board, but no less than four times per year.

Any meeting, regular or special may be held by conference call, video call or by email, so long as all directors participating in such meeting can hear one another or receive email from one another.

#### **Section 8: Special Meetings**

Special meetings of the Board of Directors may be called by the President, Vice President, or by any two directors.

#### **Section 9: Notice of Meetings**

Regular and special meetings of the Board may be held after giving 2 days' notice to the membership via e-mail or posting the meeting notice in the newsletter. The notice shall specify the place, day and hour of the meeting, an agenda listing the items to be discussed or voted on and list an Internet link if on-line video conference is used.

#### **Section 10: Quorum**

A quorum shall consist of a majority of the Board of Directors except when a vacancy or vacancies prevents this majority. In such a case, a majority of the Directors in office shall constitute a quorum.

Except as otherwise provided in these Bylaws, the Articles of Incorporation of BCCCSB, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law.

**Section 12: Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of BCCCSB or, in his or her absence, by the Vice President of BCCCSB 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 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.

**Section 13: Action by Majority Written Consent Without Meeting**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of all members of the Board individually or collectively consent in writing to such action. For the purposes of this Section only, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Such written consent or consents may be by email. Each email action will be included on the agenda of the next Board of Directors meeting as an informational item and will be recorded in the meeting minutes that the action was done by email with the date and initials of the ‘aye’ votes. Such action by written consent shall have the same force and effect as a majority vote of the directors.

**Section 14: Non-Liability of Directors**

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

**Section 16: Committees**

To provide leadership and guidance in specialized areas and deal with specific tasks or issues, the Board may appoint Committees by resolution passed by a majority of the Board of Directors. The Board shall define the functions of each Committee. Committees shall make recommendations to the Board. Committees of the Board shall not be delegated the power and authority to adopt, amend, or repeal these Bylaws, or such other powers as may be prohibited by

law. The Committees shall keep minutes of each meeting and report to the Board from time to time as the Board may require.

**Section 17: Compensation**

Directors, Officers, and members of committees may not receive compensation for their services. Reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable, is permitted.

**ARTICLE VII FISCAL YEAR**

**Section 1: Fiscal Year**

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

The Board of Directors shall draft a budget in December for the next fiscal year. The Budget shall contain a summary of anticipated income and expenditures. The majority of the Board of Directors voting is required to approve the budget.

**Section 2: Budget Modifications**

The Board of Directors has the authority to make expenditures for items that are included in the approved budget. Unexpected items not budgeted for over \$100 require separate board approval.

**ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

**Section 1: Definitions**

- (A) “Agent” means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving, at the request of this corporation, as a director, officer, employee of agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic that was a predecessor corporation of this corporation, or of another enterprise at the request of the predecessor corporation.
- (B) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- (C) “Expenses” includes, without limitation, all attorney’s fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent, and all attorney’s fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

## **Section 2: Successful Defense by Agent**

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

## **Section 3: Actions Brought by Persons Other Than the Corporation**

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director, or person granted related status by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code section 5233, or by the Attorney General, or a person granted related status by the Attorney General, for any breach of duty relating to the assets held, by reason of the fact that such person is, or was, an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

## **Section 4: Action Brought by or on Behalf of the Corporation**

- (A) Claims Settled Out of Court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition, or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (B) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
  - (1) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that Section, and
  - (2) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

## **Section 5: Determination of Agent's Good Faith Conduct**

The indemnification granted to an agent in Section 3 and 4, above, is conditioned on the following:

- (A) Required Standard of Conduct: The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which she or he reasonably believed to be in the best interest of this corporation, or that he or she had reasonable cause to believe that such conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that such conduct was unlawful.
- (B) Manner of Determination of Good Faith Conduct: The determination that the agent did act in a manner complying with Paragraph (a), above, shall be made by:
- (1) The Board of Directors, by a majority vote of a quorum, consisting of directors who are not parties to the proceeding, or
  - (2) The affirmative vote of a majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum), or
  - (3) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation, or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

### **Section 6: Limitations**

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(3), in any circumstances, when it appears:

- (A) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or
- (B) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement

### **Section 7: Advance of Expenses**

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

### **Section 8: Insurance**

The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of General Liability and Director and Officers (D&O) insurance, on behalf of any agent of the

corporation, against any liability other than for violating provisions against self-dealing, asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

## **ARTICLE IX EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **Section 1: Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of BCCCSB to enter into any contract or execute and deliver any instrument in the name of and on behalf of BCCCSB, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind BCCCSB by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount

### **Section 2: Checks and Notes**

No disbursement of BCCCSB money or property shall be made until the President first approves it. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which BCCCSB was formed and to direct the officers and agents of BCCCSB from time to time to make disbursements to implement the appropriations.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the BCCCSB shall be approved in writing by the President.

### **Section 3: Deposits**

All funds of the BCCCSB shall be deposited from time to time to the credit of the BCCCSB in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4: Authorized Signers**

The Board shall authorize the officers who will have signatory on the bank account.

## **ARTICLE X RECORDS AND REPORTS**

### **Section 1: Maintenance of Corporate Records**

The Corporation shall keep:

- (A) Adequate and correct books and records of account;
- (B) Minutes in written or electronic form of the proceedings of its members, board, and committees of the board;
- (C) A written or electronic record of its members, giving their names, addresses, telephone numbers and email addresses.

## **Section 2: Member's Inspection Rights**

- (A) Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members, and the board and committees of the board, at any reasonable time, for a purpose reasonably related to such person's interest as a member
- (B) Any inspection and copying under this section may be made in person or by an agent or attorney of the member, and the right of inspection includes the right to copy and make extracts.

## **Section 3: Maintenance and Inspection of Articles and Bylaws**

- (A) The original or a copy of the Articles and Bylaws as amended to date, shall be maintained by the Secretary and open to inspection by members, at reasonable times and upon reasonable request.
- (B) A current copy of the bylaws shall be maintained on the corporation's web site, where it shall be open to inspection by members.

## **Section 4: Inspection by Directors**

Every director shall have the absolute right, at any reasonable time, to inspect all books, records, documents, and property of the corporation. This inspection by a director may be made in person, or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

## **SECTION 5: Annual Report**

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members as they consider appropriate. However, the Corporation shall provide to the Directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year.
- (c) The revenue or receipts, and the expenses or disbursements of the Corporation during the fiscal year.

## **ARTICLE XI 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.

## **ARTICLE XII AMENDMENT OF BYLAWS**

### **Section 1: Amendment of Bylaws**

An electronic ballot shall be sent out to every member in good standing 21 days in advance of the voting deadline with the proposed By-Law amendments printed in full, next to existing By-Law language so that the two versions can be compared.

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a simple majority of those returning the electronic ballot.

### **Section 2: Record of Amendments**

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Minute Book of the BCCCSB with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date at which the repeal was enacted or written assent was filed shall be stated in the Minute Book.

## **ARTICLE XIII DISSOLUTION**

An electronic ballot shall be sent out to every member in good standing. A simple majority of those responding is required to dissolve the corporation.

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the objectives and purposes of this corporation as set forth in Article II. No part of the net earnings, properties, or assets of this Corporation, upon dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or Director of this Corporation except in fulfillment of said objectives and purposes. On liquidation or dissolution all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporations Code then in effect.