

The Arc San Francisco
A California Nonprofit Public Benefit Corporation

AMENDED AND RESTATED BYLAWS

JANUARY 26, 2016

AS FURTHER AMENDED DECEMBER 12, 2016

ARTICLE I
NAME AND ORGANIZATION

Section 1.1. Name. The name of this Corporation shall be The Arc San Francisco.

Section 1.2. Principal Office. The principal office of the Corporation shall be at 1500 Howard Street, in the City and County of San Francisco, State of California, 94103. The Board of Directors may change such principal office. The Corporation may also have offices at such other places as from time to time the Board of Directors may determine or the business of the Corporation may require.

Section 1.3. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30.

Section 1.4. Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE II
MISSION AND VISION

Section 2.1. Mission. The mission of The Arc San Francisco is to serve people with developmental disabilities by promoting self-determination, dignity and quality of life. To this end, The Arc San Francisco provides services to individuals with developmental disabilities and their families and conducts other charitable activities associated with this mission as allowed by law.

Section 2.2. Vision. A community where disability is a distinction without a difference.

ARTICLE III
MEMBERSHIP

Section 3.1. Membership. Membership in The Arc San Francisco is open to any reputable natural person, joint venture, association or corporation interested in the health and

well-being of individuals with developmental disabilities. There shall be six classes of members: individual members, family members (each family being a member, as distinguished from each individual within a family), employees of The Arc San Francisco (“staff members”), organizational/ business members, honorary members and client members. Membership shall be established upon the written expression of intent to become a member, as communicated to the Arc San Francisco. Each member shall be entitled to vote as set forth in Section 4.11 other than staff members and organizational/business members, which shall have no voting rights, except as required by applicable law.

Section 3.2. Membership Rights. Individual members, family members, honorary members and client members shall have the right to vote, as set forth in these Bylaws, on the disposition of all or substantially all of the Corporation’s assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation, and as otherwise so provided in these Bylaws. In addition, members in these classes shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3.3. Non-Voting Members. This Corporation may refer to staff members, organizational/business members or other persons or entities associated with it as “members,” even though those persons or entities are not voting members as set forth in Section 3.2 of these Bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code Section 5056 unless that person or entity shall have qualified for a voting membership under Section 3.2 of these Bylaws. Except for this Article III and Section 8.3(c), references in these Bylaws to “members” shall mean members as defined in Corporations Code Section 5056; *i.e.*, the members of the class(es) set forth in Section 3.2 of these Bylaws. By amendment of its Articles of Incorporation or of these Bylaws, the corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in Section 3.2 of these Bylaws, but no such person or entity shall be a member within the meaning of Corporations Code Section 5056.

Section 3.4. [Reserved]

Section 3.5. Good Standing. Members whose membership shall not have terminated shall be members in good standing.

Section 3.6. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, if any, unless the membership is renewed on the renewal terms fixed by the Board of Directors; or
- (c) A member’s death or dissolution.

Section 3.7. Transfers. No membership or right arising from membership shall be transferred.

ARTICLE IV MEMBERSHIP MEETINGS

Section 4.1. [Reserved]

Section 4.2. Special Meetings. There shall be no regularly scheduled annual meeting of members. Special meetings of the membership may be called by the Board of Directors, the Chair, the Chief Executive Officer or twenty-five (25) percent of the members. A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Secretary of the Corporation. The Secretary shall cause notice to be given promptly to the members entitled to vote, under Section 3.2 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors. However, the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 4.3. Location of Meetings. Meetings of the members shall be held at any place within or outside California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office.

Section 4.4. Written Notice Required. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 4.4, 4.5 and 4.6 of these Bylaws, to each member entitled to vote at that meeting. The notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

Section 4.5. Notice of Certain Agenda Items. 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:

- (a) Amending the Articles of Incorporation; or
- (b) Electing to wind up and dissolve the Corporation.

Section 4.6. Notice Requirements. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (a) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (b) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 4.7. Electronic Notice. Notice given by electronic transmission by the Corporation shall be valid only if:

- (a) 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 that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (3) other means of electronic communication;

(b) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(c) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(d) An electronic transmission by this Corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (1) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (2) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (3) the procedures the recipient must use to withdraw consent.

(e) Notice shall not be given by electronic transmission by the Corporation after either of the following: (1) the Corporation is unable to deliver two consecutive notices to the member by that means or (2) the inability so to deliver the notices to the member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

Section 4.8. Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and, if so executed, shall be filed and maintained in the Corporation's minute book.

Section 4.9. Quorum. Attendance in person of ten (10) members shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any special meeting is less than one-third (1/3) of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 4.4, 4.5 and/or 4.6 of these Bylaws. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 4.10. Eligibility to Vote. Subject to the California Nonprofit Public Benefit Corporation Law, individual members, family members, client members and honorary members in good standing on the record date as determined under Section 4.14 of these Bylaws shall be entitled to vote at any meeting of members.

Section 4.11. Number of Votes. Each individual member, client member and honorary member entitled to vote may cast one vote on each matter submitted to a vote of the members. Each member that is a family and that is entitled to vote may cast two votes on each matter submitted to a vote of the members.

Section 4.12. Majority Approval. 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, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law, by the Articles of Incorporation or by these Bylaws.

Section 4.13. Action by Written Ballot.

(a) Any action that members may take at any meeting of members may also be taken without a meeting by complying with this Section 4.13.

(b) This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation that meets the requirements of Section 4.7 and responses may be returned to the Corporation by electronic transmission that meets the requirements of Section 21 of the Corporations Code. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (i) set forth the proposed action; (ii) give the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time in which to return the ballot to the Corporation.

(c) If the Corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

(d) Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(e) A written ballot may not be revoked.

(f) All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least five (5) years.

Section 4.14. Record Date. For purposes of establishing the members entitled to receive notice of any meeting entitled to vote at any meeting, entitled to vote by written ballot or entitled to exercise rights on any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for

(a) Sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

(b) Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

(c) Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(d) Taking any other action shall be no more than sixty (60) days before that action.

Section 4.15. No Record Date. If not otherwise fixed by the Board of Directors, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board of Directors, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 4.16. Adjournment; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

ARTICLE V BOARD OF DIRECTORS

Section 5.1. General Powers of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 5.2. Specific Powers of Board. Without prejudice to the general powers set forth in Section 5.1 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation and these Bylaws; and fix their compensation.

(b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

(c) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or for any amount.

Section 5.3. Number of Directors. The Board of Directors shall consist of up to seventeen (17) directors unless changed by amendment to these Bylaws as specifically determined by resolution of the Board of Directors. Of such number, no less than twenty percent (20%) and no more than forty percent (40%) shall be people with developmental disabilities (self-advocates) or their parents, guardians, conservators, or relatives, including domestic partners or spouses.

Section 5.4. Interested Persons as Directors. No person serving on the Board of Directors may be an "interested person." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 5.5. Non-Voting Member. The Board of Directors may appoint an additional, non-voting Board member to serve as a representative to The Arc California Board of Directors.

Section 5.6. Election of Directors. Upon nomination as provided by Article X of these Bylaws, directors shall be elected by an affirmative vote of a majority of the directors then in office. Except as otherwise provided in the case of a vacancy, the term of office for a director shall be three years from the date of election, as reflected in the minutes of the meeting at which the director was elected. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor is elected and qualified. A director may serve a maximum of two (2) three-year terms, with an option to serve one (1) additional three-year term upon invitation by the Board of Directors.

Section 5.7. Vacancies on Board. A vacancy or vacancies on the Board of Directors shall occur in the event of:

- (a) the death, removal, or resignation of any director;
- (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3;

(c) the affirmative vote of a majority of the voting power at a meeting where a quorum is present or, if the Corporation has fewer than fifty (50) members, the affirmative vote of a majority of the voting power of all members, to remove the director(s); or

(d) the increase of the authorized number of directors.

Section 5.8. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the Chair of the Board of Directors, if any, or to the Chief Executive Officer or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 5.9. Vacancies Filled by Board. Vacancies on the Board of Directors shall be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) 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 Corporations Code Section 5211 or (c) a sole remaining director.

Section 5.10. [Reserved]

Section 5.11. No Removal on Reduction. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

Section 5.12. Location of Board Meetings. Meetings of the Board of Directors shall be held at any place within or outside California that has been designated by resolution of the Board of Directors or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 5.13. Meetings by Telecommunication. Any Board of Directors 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 of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 5.14. Regular Meetings. At its first meeting of the calendar year, the Board of Directors shall hold a general meeting for purposes of organization, appointment of committee members, election of officers and transaction of other business. Notice of this meeting is not required. Other general meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors may fix from time to time. All regular meetings of the Board of Directors shall be open to any member, except that the Executive Session of any meeting shall not be open to any member who is not a director.

Section 5.15. Special Meetings. Special meetings of the Board of Directors shall be called by the Chair of the Board or by the Secretary upon the written request of three (3) directors.

Section 5.16. Notice of Special Meetings. 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, 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) 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 (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission 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.

Section 5.17. Quorum. A minimum of 2/3 of the directors provided for in Section 5.3 shall constitute a quorum. 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, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between Corporations having common directorships, (c) creation of and appointments to committees of the Board of Directors, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 5.18. Waiver of Notice. 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 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.

Section 5.19. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5.20. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (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.

Section 5.21. Board Action Without Meeting. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested

director” as defined in Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5.22. Chair, Vice Chair. At its first meeting of the calendar year, the Board of Directors shall by majority vote of the authorized number of directors select a Chair who shall preside at Board of Directors meetings and shall exercise and perform such other powers as these Bylaws or the Board of Directors may assign from time to time and a Vice Chair who shall exercise such powers as these Bylaws or the Board of Directors may assign from time to time.

Section 5.23. Director Compensation. Directors shall serve without compensation for their services, except for reimbursement for reasonable and proper expenses incurred by them in the interest of the Corporation, as previously approved by the Chief Executive Officer or his or her authorized staff.

ARTICLE VI CONTRACTS WITH DIRECTORS

Section 6.1. Contracts with Directors. No director of this Corporation nor any other Corporation, firm, association, or other entity in which one or more of this Corporation’s directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation unless (a) the material facts regarding that director’s financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board’s consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 6.2. Loans to Directors and Officers. This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE VII BOARD OF DIRECTORS – EXECUTIVE COMMITTEE

Section 7.1. Role of Executive Committee. At its first meeting of the calendar year, the Board of Directors shall by majority vote of the authorized number of directors select an Executive Committee consisting of four (4) directors, two (2) of whom shall be the Chair and Vice Chair elected pursuant to Section 5.22. The Executive Committee, unless limited by a resolution of the Board of Directors, shall have and may exercise all the authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 9.1.

Section 7.2. Removal/Resignation. Members of the Executive Committee may be removed with or without cause by a majority vote of the authorized number of directors or may resign upon written notice to the Secretary. In such event, a member selected by majority vote of the authorized number of directors may be elected to fill the vacancy so created for the unexpired term of the removed or resigning Executive Committee member.

ARTICLE VIII OFFICERS

Section 8.1. Officers. The officers of The Arc San Francisco shall include a Chief Executive Officer, a Secretary, and a Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chief Executive Officer. The officers of this Corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. Officers may be, but are not required to be, directors.

Section 8.2. Chief Executive Officer. The Chief Executive Officer shall be employed by the Board of Directors, and the Board shall establish his or her duties and determine his or her salary. The Chief Executive Officer shall report to and serve under the direction of the Board of Directors. The Chief Executive Officer shall function at all times in a manner consistent with the policies established by the Corporation and the Board of Directors.

8.2.1. The Chief Executive Officer shall be the primary strategic business leader of the Corporation and shall have overall administrative responsibility for the affairs of the Corporation, including fundraising, and advocacy.

8.2.2. The duties of the Chief Executive Officer shall be as follows:

- (a)** Perform the duties usually vested in the office of president of a corporation. He or she shall have general supervision and direction of the affairs of the Corporation and the activities of the other officers;
- (b)** Preside at all meetings of the members of the Corporation;
- (c)** With the approval of the Board of Directors, appoint all task forces not approved by the Board of Directors and serve as a non-voting member of all Board of Directors committees and task forces;
- (d)** Execute such deeds, conveyances, mortgages, leases, obligations, contracts, bonds, certificates, contracts, or other papers and instruments in writing which have been authorized by the Board of Directors, in the name of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws; and

(e) Perform such other duties as may be required by law or the Articles of Incorporation of The Arc San Francisco or as may be prescribed by the Board of Directors or these Bylaws.

Section 8.3. Secretary. The duties of the Secretary shall be as follows:

(a) Keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors, of committees of the Board of Directors, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings;

(b) Keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date;

(c) Keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board of Directors, a record of the Corporation's members, showing each member's name, address and class of membership;

(d) Give, or cause to be given, notice of all meetings of members, of the Board of Directors, and of committees of the Board that these Bylaws require to be given; and

(e) Perform such other duties as may be prescribed by the Board of Directors, Chief Executive Officer or these Bylaws.

Section 8.4. Treasurer. The duties of the Treasurer shall be as follows:

(a) Be the chief financial officer of the Corporation and ensure that adequate and accurate financial records are maintained, and a correct accounting of all properties and business transactions, including accounts of the assets, liabilities, receipts, disbursements, gains or losses of this Corporation. The books of account shall be open to inspection by any director at all reasonable times;

(b) Oversee and monitor the receipt of monies due and payable to the Corporation and ensure that all such funds are deposited in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(c) Oversee and monitor the disbursement of the funds of the Corporation as may be directed by the Board of Directors, ensuring that vouchers for such disbursements are maintained;

(d) Send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board of Directors; and

(e) Perform such other duties as may be prescribed by the Board of Directors, the Chief Executive Officer or these Bylaws.

Section 8.5. Additional Officers. The Board of Directors may appoint or authorize the Chief Executive Officer to appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period and perform the duties specified in the Bylaws or established by the Board of Directors or the Chief Executive Officer.

Section 8.6. Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 8.7. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors. 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. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 8.8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

ARTICLE IX STANDING COMMITTEES

Section 9.1. Board Committees. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may create one or more committees of the Board of Directors, each consisting of two or more directors and, no one who is not a director, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office and be for such term as is determined at the time of such appointment except as otherwise provided in these Bylaws. Any such committee shall have all the authority of the Board of Directors, to the extent provided in the Board of Directors' resolution, except that no committee may do the following:

- (a)** Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b)** Fill vacancies on the Board or any committee of the Board of Directors;
- (c)** Fix compensation of the directors for serving on the Board of Directors or on any committee;
- (d)** Amend or repeal Bylaws or adopt new Bylaws;
- (e)** Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (f)** Create any other committees of the Board of Directors or appoint the members of committees of the Board;

(g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or

(h) Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3).

Section 9.2. Removal. Committee members may be removed with or without cause by a majority vote of the directors then in office or may resign upon written notice to the Secretary.

Section 9.3. Committee Meetings. Except as specifically provided in this Article IX, meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 9.4. Quorum. A quorum of each committee shall be a majority of its members and action shall be by majority vote of the members present at any meeting where a quorum is present.

Section 9.5. Other Committees. Except as specifically provided, the provisions of Sections 9.1 to 9.5 shall not apply to any committee not formed for the purposes of exercising the authority of the Board of Directors, despite the membership thereon of one or more directors.

Section 9.6. Audit Committee. The Corporation shall have an Audit Committee consisting of at least four (4) persons appointed by a majority vote of the directors then in office, no more than fifty percent (50%) of whom shall be directors of the Corporation. Persons who are employees or officers of the Corporation or who receive, directly or indirectly, any compensation from the corporation and persons with a material financial interest in any entity doing business with the Corporation may not serve on the Audit Committee. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee. The duties of the Audit Committee shall include but not be limited to:

- (a) Assisting the Board of Directors in choosing an independent auditor and recommending the termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding the Corporation's financial affairs;
- (d) Reviewing and accepting or rejecting the audit;

(e) Assuring that any non-audit services performed by the auditing firm conform with standards for auditor independence; and

(f) Approving the performance of non-audit services by the auditor; provided, however, that the actual retention and approval of the compensation of the auditor shall be matters as to which the Board of Directors shall retain sole authority.

The provisions of Sections 9.3, 9.4 and 9.5 shall apply in respect of the Audit Committee.

ARTICLE X RECRUITMENT AND SELECTION OF BOARD MEMBERS

Section 10.1. Board Leadership Committee. There shall be a Board Leadership Committee whose purpose shall be to develop a process for soliciting, searching, recruiting, interviewing, inviting and orienting new and potential Board Members to fill open positions on the Board of Directors.

Section 10.2. Composition. The Board Leadership Committee shall consist of no less than three (3) persons, who may but need not be, directors. Each committee member shall be elected at the first meeting of the Board of Directors in the calendar year and shall serve for a term of one (1) year or until their successors are elected.

Section 10.3. Chairperson. The Chairperson of the Committee shall be selected by its members. A person may not serve on the Board Leadership Committee more than two (2) consecutive terms.

Section 10.4. Other Roles. The Board Leadership Committee shall have the responsibility, at the direction of the Board of Directors, for succession planning, recruitment, orientation and training of the current and future Boards of Directors and Chief Executive Officer that will lead the Corporation.

Section 10.5. Nominations by Committee. The Board Leadership Committee shall nominate qualified candidates for election to the Board of Directors. The Board Leadership Committee shall make its report at least thirty (30) days prior to the first meeting of the Board of Directors in the calendar year, and the Secretary shall forward to each director, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the Board Leadership Committee and such other materials as may be required by these Bylaws or applicable law.

Section 10.6. Nominations by Members. If at any time the Corporation has at least 500 members but not more than 4,999 members entitled to vote, members representing two percent (2%) of the voting power may nominate candidates for directors by petition. The petition must be signed by those members within eleven (11) months preceding the next time directors are to be elected, and delivered to an officer of the Corporation. On timely receipt of the petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the Board Leadership Committee.

Section 10.7. Nominations by Members. If at any time the Corporation has 5,000 or more members entitled to vote, members representing one twentieth (1/20) of one percent (1%) of the voting power, but at least 100 and no more than 500 members, may nominate candidates

for directors by petition. The petition must be signed by those members no earlier than the 120th day or no later than the fiftieth (50th) day before the time directors are to be elected, and delivered to an officer of the Corporation. No nominations for the Board of Directors can be made after the date set for the close of nominations. On timely receipt of the petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of candidates named by the nominating committee.

Section 10.8. Floor Nominations. If at any time the Corporation has 500 or more members entitled to vote when a meeting is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination.

Section 10.9. Nominee's Right to Solicit Votes. The Board of Directors shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 10.10. Use of Corporate Funds. If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the Board of Directors' authorization.

ARTICLE XI BOOKS; RECORDS

Section 11.1. Corporate Records. This Corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, Board of Directors, and committees of the Board; and
- (c) A record of each member's name, address and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 11.2. 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:

- (a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
- (b) 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 (10) 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 (10) 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.

Section 11.3. Inspection of Accounting Records and Minutes. On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 11.4. Inspection of Articles and Bylaws. This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours.

Section 11.5. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. Every director shall have the right to inspect the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 11.6. Annual Report. The Board of Directors shall cause an annual report to be sent, except as provided in Corporations Code Section 6321(f), to the members and directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

- (d) The Corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Section 11.7 of these Bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing. If the Board of Directors approves, the Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

Section 11.7. Annual Statement. As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (1) in which the Corporation, or its parent or subsidiary, was a party, (2) in which an "interested person" had a direct or indirect material financial interest, and (3) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either

(i) Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) 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, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Article XII of these Bylaws, unless that indemnification has already been approved by the members under Corporations Code Section 5238(e)(2).

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

Section 12.1. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, and may indemnify employees and other persons

described in Corporations Code Section 5238(a), 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,” 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 Bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors 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 of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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 XII in defending any proceeding covered by this Article XII 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 found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 12.2. No Retroactive Application. Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of the Bylaws or charter of the Corporation inconsistent with this Section, shall apply to or effect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to that amendment, repeal or adoption.

ARTICLE XIII DEDICATION AND DISSOLUTION

Section 13.1. Dedication. The assets of the Corporation are irrevocably dedicated to charitable purposes, as provided in the Articles of Incorporation and no part of the net earnings of this Corporation shall ever inure to the benefit of any of its directors, officers or members, or to individuals.

Section 13.2. Dissolution. On the winding up and dissolution of the Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable purposes to promote the general welfare of persons with developmental disabilities, if the organization has established its tax-exempt status under Internal Revenue Code.

ARTICLE XIV AMENDMENTS

Section 14.1. Amendments. Except as provided by applicable law, these Bylaws may be amended or repealed by the Board of Directors.

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