

**AMENDED AND RESTATED BYLAWS OF**  
**FRESNO COUNTY WOMEN’S CHAMBER OF COMMERCE,**  
**A California Nonprofit Public Benefit Corporation**  
(As Amended January 7, 2014)

**ARTICLE 1: OFFICES**

Section 1.1 Principal Office. The principal office for the transaction of the business of Fresno County Women’s Chamber of Commerce (the “Corporation”) shall be located in Fresno County, California. The directors may change the principal office from one location to another, and this section shall be amended accordingly.

Section 1.2 Other Offices. The board of directors may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Corporation.

**ARTICLE 2: OBJECTIVES AND PURPOSES**

Section 2.1 Purpose. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law. This Corporation is organized as a business league under section 501(c)(6) of the Internal Revenue Code. The purpose of the Corporation is to offer women who reside and work in Fresno County opportunities and activities to enhance their professional, civic, cultural, agricultural, and other general interests.

**ARTICLE 3: DEDICATION OF ASSETS**

Section 3.1 Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes similar to those of the Corporation.

**ARTICLE 4: MEMBERS**

Section 4.1 Membership. This Corporation shall have two classes of members, designated as: individual and corporate.

- (a) Individual Member: Any person 18 years of age or older dedicated to the purposes of the Corporation shall be eligible for membership on approval of the membership application by the board and on timely

payment of such dues and fees as the board of directors may fix from time to time. All individual members shall have the rights of membership set forth in Section 4.2. of these bylaws.

- (b) Corporate Member: Any business entity dedicated to the purposes of the Corporation shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues and fees as the board of directors may fix from time to time. Corporate members may designate up to three individuals for membership in the Corporation. Each individual designated by a Corporate Member shall have the rights of membership set forth in Section 4.2. of these bylaws.

Section 4.2            Membership Rights. All members of the Corporation shall have the right to vote, as set forth in these bylaws, on the election of directors, 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, and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

#### Section 4.3

(a) Nonvoting Members. The Corporation may refer to other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 4.2 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code §5056 unless that person or entity shall have qualified for a voting membership under Section 4.1 of these bylaws. References in these bylaws to "members" shall mean members as defined in Corporations Code §5056; i.e., the members of the classes set forth in Section 4.1 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 4.2 of these bylaws, but no such person or entity shall be a member within the meaning of Corporations Code §5056.

(b) Honorary Lifetime Members. The board of directors may recognize exceptional contributions to the Corporation by certain individuals and designate such individuals as honorary lifetime members of the Corporation. Such designation will be a nonvoting membership.

Section 4.4    Dues, Fees, and Assessments. Members must pay the dues, fees, and assessments in amounts to be fixed from time to time by the board. Members will pay annual dues, in advance, in January of each year in an amount fixed by the board.

Section 4.5 Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 4.6 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, unless the membership is renewed on the renewal terms fixed by the board of directors;
- (c) The member's failure to pay dues, fees, or assessments as set by the board within 30 days after they are due and payable; or
- (d) Termination of membership under Section 4.7 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 4.7 Procedure. If grounds appear to exist for terminating a member under Section 4.6 of these bylaws, the following procedure shall be followed:

- (a) The board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the termination should occur.
- (c) The board, committee, or person shall decide whether the member should be expelled or sanctioned in any way. The decision of the board, committee, or person shall be final.
- (d) Any action challenging an expulsion or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion or termination.

(e) In the event of a termination of membership, the terminated member shall not be entitled to a refund of any member dues paid by the terminated member.

Section 4.8 Memberships Not Transferable. No membership or right arising from membership shall be transferred. Subject to Section 4.6 of these bylaws, all membership rights cease on the member's death.

## **ARTICLE 5: MEMBER MEETINGS**

Section 5.1 Annual Meeting of Members. An annual meeting of members shall be held in November of each year unless the board fixes another date or time and so notifies members as provided in Sections 5.9 through 5.12 of these bylaws. At the annual meeting, directors shall be elected and other proper business may be transacted, subject to Sections 5.9, 5.10, and 5.11 of these bylaws.

Section 5.2 Regular Meetings of Members. Regular monthly meetings of members shall be held on the dates and at the times fixed by the board of directors. Notice of regular meetings shall be as provided in Section 5.9 through 5.12 of these bylaws.

Section 5.3 Location of Meetings. Meetings of the members shall be held at any place within or outside California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. The board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

Section 5.4 Authority for Electronic Meetings. If authorized by the board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of these bylaws.

Section 5.5 Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (1) if the Corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of

that vote or action is maintained by the Corporation. Any request by a Corporation to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the Corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Section 5.3 of these bylaws.

Section 5.6 Special Meetings. The board, or the president, or five percent (5%) or more of the members, may call a special meeting of the members for any lawful purpose at any time.

Section 5.7 Calling Special Meetings. 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 president or any vice president or the secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Sections 5.9 through 5.12 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 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.

Section 5.8 Business of Special Meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 5.9 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 5.10 through 5.12 of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 5.10 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) Removing a director without cause;

- (b) Filling vacancies on the board;
- (c) Amending the Articles of Incorporation; or
- (d) Electing to wind up and dissolve the Corporation.

Section 5.11 Notice Requirements. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than 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 (1) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 5.12 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.

(d) Notwithstanding the foregoing,

(1) 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 (A) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (B) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (C) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the Corporation after either of the following: (A) the Corporation is unable to deliver two consecutive notices to the member by that means or (B) 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 5.13 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 5.14 Quorum. One-third of the voting power shall constitute a quorum for the transaction of business at any meeting of members. 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.

## **ARTICLE SIX: MEMBER VOTING**

Section 6.1 Eligibility to Vote. Subject to the California Nonprofit Public Benefit Corporation Law, regular members in good standing on the record date as determined under Sections 6.12 and 6.13 of these bylaws shall be entitled to vote at any meeting of members.

Section 6.2 Manner of Voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

Section 6.3 Number of Votes. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 6.4 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 or by the Articles of Incorporation.

Section 6.5 Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be

transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 5.10 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

**Section 6.6 Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

**Section 6.7 Action by Written Ballot.** Any action except election of directors that members may take at any meeting of members may also be taken without a meeting by complying with Sections 6.8 through 6.11 of these bylaws.

**Section 6.8 Solicitation of Ballots.** The 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, and responses may be returned to the Corporation by electronic transmission that meets the requirements of Section 5.12 and 14.2 of these bylaws. 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 (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the Corporation.

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. In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

**Section 6.9 Approval Requirements.** 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.

Section 6.10 Written Ballots As Irrevocable. A written ballot may not be revoked.

Section 6.11 Filing Ballots. 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 6.12 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 any rights in 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 90 nor less than ten days before the date of the meeting;

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

(c) Voting by written ballot shall be no more than 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 60 days before that action.

Section 6.13 Record Date for Actions Not Set by Board. If not otherwise fixed by the board, 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, 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.

For purposes of Sections 6.12 and 6.13 of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Section 6.14 Proxies. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

Section 6.15 Solicited Proxies. If the Corporation has 100 or more members, any form of proxy distributed to ten or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

Section 6.16 Subject Matter of Proxy to Be Stated. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments of the Articles of Incorporation or bylaws changing proxy rights; certain other amendments of the Articles of Incorporation; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation.

Section 6.17 Expiration and Revocability of Proxies. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. A validly executed proxy shall continue in full force and effect until either

(a) It is revoked by the member executing it, before the vote is cast under that proxy, (1) by a writing delivered to the Corporation stating that the proxy is revoked, or (2) by a subsequent proxy executed by that member and presented to the meeting, or (3) as to any meeting, by that member's personal attendance and voting at the meeting; or

(b) Written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted. A proxy may not be irrevocable.

Section 6.18 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, either in person or by proxy. No meeting may be

adjourned for more than 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 (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) 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 7: BOARD OF DIRECTORS**

Section 7.1 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.

Section 7.2 Specific Powers of Board. Without prejudice to the general powers set forth in Section 7.1 of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the board, 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; fix their compensation; and require from them security for faithful service.

(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) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Section 7.3 Number of Directors. The number of directors shall be not less than nine nor more than thirteen, with the exact authorized number of directors to be determined by the board from time to time. Only regular members in good standing are qualified to serve as a director of the Corporation.

Section 7.4. Nominating Committee. The president shall appoint a committee of at least three (3) and no more than five (5) directors or nondirectors to serve as the Nominating Committee. At the October board meeting, the Nominating Committee shall recommend to the board a slate of nominees qualified for election as directors for the ensuing year. At the same time, the Nominating Committee shall recommend a slate of nominees for appointment by the board as officers for the ensuing year.

Section 7.5 Election and Term of Office. Directors shall be elected at each annual meeting of the members to hold office for a term of one year, beginning in January. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 7.6 Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 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 7.7 Floor Nominations. 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 7.8 Nominee's Right to Solicit Votes. The board 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 7.9 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's authorization.

#### Section 7.10 Vacancies

(a) Events Causing Vacancy. A vacancy on the board of directors shall be deemed to exist at the occurrence of any of the following:

- (i) The death, resignation, or removal of any director;

(ii) The declaration by resolution of the board of directors of a vacancy in the office of a director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and following of the California Nonprofit Corporation Law;

(iii) ) The vote of the members or, if the Corporation has fewer than 50 members, the vote of a majority of all members, to remove the director(s);

(iv) The increase of the authorized number of directors; or

(v) The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

Section 7.11 Resignation of Directors. Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. 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 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 7.12 Removal of Director for Cause. Any director who does not attend three (3) successive board meetings will automatically be removed from the board without board resolution unless:

(A) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present.

(B) The director suffers from an illness or disability which prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection.

(C) The board by resolution of the majority of board members agrees to reinstate the director who has missed three (3) successive meetings.

Section 7.13 Vacancies Filled by Board. Except for a vacancy created by the removal of a director by the members, 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 (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §5211, or (3) a sole remaining director.

Section 7.14 Vacancies Filled by Members. The members may elect a director or directors at any time to fill any vacancy not filled by the directors.

Section 7.15 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 7.16 Place of Meeting; Meeting by Telephone. Regular meetings of the board of directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 7.16, a regular or special meeting of the board of directors may be held at any place consented to in writing by all board members, either before or after the meeting.

Section 7.17 Meetings by Telecommunication. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

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

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

Section 7.18 Annual Meeting. The board of directors shall hold a meeting in November of each year at a time and place designated by the board of directors for purposes of electing officers, designating committees, and transacting regular business. Notice of these meetings shall be in accordance with Section 7.21.

Section 7.19 Regular Meetings. The board of directors shall hold regular meetings on a monthly basis each year at a time and place designated by the board of directors for purposes of transacting regular business. Notice of these meetings shall be in accordance with Section 7.21.

Section 7.20 Special Meetings. Special meetings of the board of directors for any purpose may be called at any time by the president or any two directors. Notice of these meetings shall be in accordance with Section 7.21.

Section 7.21 Notice of Meetings. Notice of the time and place of annual, regular and special meetings of the board shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) 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; (4) facsimile; (5) electronic mail; or (6) 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 mails at least four 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 7.22 Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 7.23 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board, and (4) 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 7.24 Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.25 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 7.26 Board Action Without Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; 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 §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. All such consents shall be filed with the minutes of the proceedings of the board.

Section 7.27 Compensation of Directors. The board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

## **ARTICLE 8: COMMITTEES**

Section 8.1 Board Committees. The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees consisting of two or more directors, and only of directors, to serve at the pleasure of the board. Any member of any committee may be removed, with or without cause, at any time by the board. Any committee, to the extent provided in the resolution of the board, shall have all or a portion of the authority of the board, except that no committee, regardless of the board resolution, may:

- (a) Fill vacancies on the board of directors or on any committee;
- (b) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the board;
- (d) Designate any other committee of the board or appoint the members of any committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more directors has a material financial interest, or (ii) between the Corporation and one or more of its directors or between the Corporation and any corporation or firm in which one or more of its directors has a material financial interest.

Section 8.2 Executive Committee. Pursuant to Section 8.1, the board may appoint two or more directors and the president of the Corporation, to serve as the Executive Committee of the board. The president shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board 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 8.1.

**Section 8.3 Audit Committee.** At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two directors and which may include nonvoting advisors. Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as director) may not serve on the Audit Committee. The president and treasurer, if also directors, may serve on the Audit Committee only if such persons are volunteers and are not compensated by this Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the board. These duties include, but are not limited to: (i) assisting the board in choosing an independent auditor, who shall be an independent certified public accountant, and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service 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.

**Section 8.4 Meeting and Action of Committees.** The board of directors may adopt rules for any committee not inconsistent with the provisions of these bylaws.

## **ARTICLE 9: OFFICERS**

**Section 9.1 Officers.** The Corporation shall have the following officers: president, first vice-president, second vice-president, secretary, and treasurer, and such other officers as the board may designate by resolution and appoint pursuant to Section 9.3. Officers need not be directors. One person may hold two or more offices, except those of president and secretary, and president and treasurer.

**Section 9.2 Election of Officers.** The officers of the Corporation, except those appointed in accordance with the provisions of Section 9.3, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of any officer under a contract of employment. Except as otherwise provided in these bylaws, an officer's term shall begin in January of each year. To qualify for the office of president, a nominee must have served at least one year as a director of the Corporation.

**Section 9.3 Subordinate Officers.** The board of directors may appoint, and may authorize the president or any other officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office

for the period, have the authority, and perform the duties specified by the bylaws or determined from time to time by the board of directors.

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

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

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

#### Section 9.7 Responsibilities of Officers

(a) President. The president shall be the chief executive officer of the Corporation and shall serve as an *ex officio* member of all committees of the Corporation except the Nominating Committee. The president shall have such other powers and duties as may be prescribed by the board of directors or these bylaws. The president shall be responsible to the board of directors, shall see that the board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the board are carried into effect. The president shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the board within the boundaries of policies and purposes established by the board and as set forth in the Articles of Incorporation and these bylaws. The president may appoint a parliamentarian to serve the Corporation.

(b) First Vice-President. The first vice-president shall, in the absence of the president, assume the duties of the office of president.

(c) Second Vice-President. The second vice-president shall, in the absence of the president and first vice-president, assume the duties of the presiding officer.

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

(i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding regular and special meetings, and if special, how

authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by the bylaws to be given. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(e) Treasurer. The treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

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

(ii) Deposit and Disbursement of Money and Valuables. The treasurer shall 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; shall disburse funds of the Corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Bond. If required by the board of directors, the treasurer shall give the Corporation a bond in the amount and with the surety specified by the board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

## **ARTICLE 10: RECORDS AND REPORTS**

Section 10.1 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and bylaws as amended to date.

Section 10.2 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the board of directors and any committee(s) of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting

books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 10.3 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. 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 10.4 Annual Report. Within 120 days after the end of the Corporation's fiscal year, the board shall send to the members and directors a written report containing the following information:

(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, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation (or its parent or subsidiaries, if any) was a party and in which any director or officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and

(f) The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation.

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 approves, the Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission in accordance with Section 14.2 of these Bylaws.

## **ARTICLE 11: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS**

Section 11.1 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 (1) 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 prior to the board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the board 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 (4) 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 (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (2) 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 11.2 Loans to Directors and Officers. This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, 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 12: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 12.1 Right to 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 §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 by any person seeking indemnification under Corporations Code §5238(b) or §5238(c), the board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which

indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code §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 Section 12.1 in defending any proceeding covered by this Section 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 Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

#### **ARTICLE 13: FISCAL YEAR**

Section 13.1 The fiscal year of the Corporation shall end on December 31.

#### **ARTICLE 14: CONSTRUCTION AND DEFINITIONS**

Section 14.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 14.2 Electronic Transmission. Subject to any guidelines and procedures that the board of directors may adopt from time to time, the terms "written", and "in writing" as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

## **ARTICLE 15: AMENDMENTS**

Section 15.1 Amending Bylaws. Subject to the members' rights under these bylaws and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer. The board may not extend a director's terms beyond that for which the director was elected.

Section 15.2 Members' Approval Required. Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would (1) increase or extend the terms of directors; (2) allow any director to hold office by designation or selection rather than by election by the members; (3) increase the quorum for members' meetings; (4) repeal, restrict, create, expand, or otherwise change proxy rights; or (5) authorize cumulative voting.

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## CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected, qualified and acting Secretary of Fresno County Women's Chamber of Commerce, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing bylaws consisting of 23 pages were adopted as the bylaws of the Corporation by the directors of the Corporation on January 7, 2014 and the same do now constitute the bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on  
\_\_\_\_\_, 2014.

\_\_\_\_\_  
Lynda Bulla, Secretary