

**BYLAWS OF  
SAN JOSE WOMAN'S CLUB  
A California Nonprofit Public Benefit Corporation**

**SECTION I. OFFICES**

**Section 1.01.** The principal office for the transaction of the activities and affairs of the Corporation is located at 75 South 11<sup>th</sup> Street, San Jose, CA 95112, in the County of Santa Clara, California. The Board of Directors may, by amendment of this Section, change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section.

**Section 1.02.** The Corporation's Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**SECTION II. GENERAL AND SPECIFIC PURPOSES**

The purpose of the Corporation is to engage in cultural, educational and charitable pursuits, including the preservation of its landmark clubhouse, the distribution of scholarships to students attending schools in the City of San Jose and contributing to various charitable causes that impact San Jose Woman's Club, its members, and the general public.

**SECTION III. 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 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.

**SECTION IV. DEDICATION OF ASSETS**

The Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to one (1) or more nonprofits, funds, foundations, or Corporations that are organized and operated exclusively for charitable purposes and that have established their exempt status under Internal Revenue Code section 501(c)(3).

**SECTION V. MEMBERSHIP**

**Section 5.01. Eligibility for Membership.** This Corporation shall have one (1) class of members. Any person dedicated to the purposes of the Corporation and who receives the endorsement of the Board of Directors shall be eligible for membership. Members must pay timely dues and fees as the Board may fix from time to time.

The **Membership Committee** shall receive all applications for membership. The name and address of the candidate for membership must be presented by one (1) member and endorsed by another, both of whom are in good standing. Any member of the Corporation in good standing shall be eligible to sponsor or co-sponsor a prospective member.

Each member of the Corporation shall be given a copy of the Bylaws and sign the Bylaws Book to be entitled to the rights and privileges of membership.

Membership attendance at members' meetings and participation in projects are expected.

#### **Section 5.02. Dues.**

**Section 5.02.1.** Membership dues shall be provided to the Assistant Treasurer by July 1st of each year.

**Section 5.02.2.** Dues shall be delinquent on July 15th, at which time the Assistant Treasurer shall mail each delinquent member a reminder letter. Those members not paid by August 15th shall be removed from the membership roll.

**Section 5.02.3.** New members elected to membership before the first meeting in February shall pay a year's dues. New members elected at the first meeting in February or thereafter shall pay one-half year's dues.

#### **Section 5.03. Termination of Membership**

(a) Resignation of the member by way of notice of resignation in writing to the Assistant Treasurer;

(b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(c) The member's failure to pay dues, fees, or assessments as set by the Board within sixty (60) days after they are due and payable;

(d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(e) Termination of membership under Section 5.03 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 5.04. Transfer of Membership.** No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of the Corporation.

**Section 5.05. Voting Rights.** All members 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 5.06. Meetings.**

### **Section 5.06.1. General meetings.**

**Section 5.06.1(a). Monthly Meetings.** A meeting of members shall be held at least annually at such time and place, and on such notice, if any, as the board may determine. Unless elected by written ballot, directors shall be elected at this meeting and other proper business may be transacted. The Board, at its discretion, may schedule additional membership meetings.

**Section 5.06.1(b). Place of Meetings.** Meetings of the members shall be held at the San Jose Woman's Club or at any place within California as designated by the Board.

**Section 5.06.2. Special Meetings.** The Board or the President of the Board or five (5) percent of the members may call a special meeting of the members for any lawful purpose.

**Section 5.06.2(a). 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 submitted to the president or any vice president or the recording secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Sections 5.07 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that 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.

**Section 5.06.2(b). Proper 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 5.07. Notice by Board to Members**

**Section 5.07.1. General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, 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 5.07.2. 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 5.07.3. Manner of Giving Notice.** 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 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 (i) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

**Section 5.07.4. Affidavit of Mailing Notice.** 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 recording secretary and if so executed, shall be filed and maintained in the Corporation's minute book.

**Section 5.08. Quorum.** Ten percent (10%) of the voting power, whether in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members.

If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 5.07.1 of these Bylaws.

Except as otherwise required by law, the articles, 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 5.09. Voting.**

**Section 5.09.1. Eligibility to Vote.** Subject to the California Nonprofit Public Benefit Corporation Law, members in good standing on the record date as determined under Section 5.11 of these Bylaws shall be entitled to vote at any meeting of members.

**Section 5.09.2. 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 5.09.3. Number of Votes.** Each member entitled to vote may cast one (1) vote on each matter submitted to a vote of the members.

**Section 5.09.4. Approval by Majority Vote.** 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 5.09.5. 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 (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present by proxy or in person, 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 5.07.2 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 5.10. Actions Without Meetings.**

**Section 5.10.1. 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 5.10.2. Action by Written Ballot.** Any action that members may take at any meeting of members may also be taken without a meeting by complying with Section 5.07 of these Bylaws.

**Section 5.10.3. Solicitation of Written Ballots.** This Corporation shall distribute one (1) written ballot to each member entitled to vote on the matter. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has one hundred (100) or more members, any written ballot distributed to ten (10) 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.

**Section 5.10.4. Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (i) 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 (ii) 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 5.10.5. Revoking Ballots.** A written ballot may not be revoked.

**Section 5.10.6. Filing Ballots.** All written ballots shall be filed with the recording secretary of the Corporation and maintained in the corporate records for at least two (2) years.

**Section 5.11. Record Date.**

**Section 5.11.1. Record Date for Notice, Voting, Written Ballots, and Other Board Actions.** 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 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 5.11.2. 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 these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

## **Section 5.12. Proxies.**

**Section 5.12.1. Members' Proxy Rights.** Each member entitled to vote shall have the right to do so either in person or by one (1) or more agents authorized by a written proxy, signed by the person 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 5.12.2. Solicited Proxies.** If the Corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) 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 5.12.3. 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 5.12.4. Revocation of Proxies.** No proxy shall be valid after the expiration of eleven (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 (3) 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 (i) by written notice delivered to the Corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) 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 5.13. Adjournment and Notice of Adjourned Meetings.** 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 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 (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.

## **SECTION VI. BOARD OF DIRECTORS**

### **Section 6.01. General Powers of the 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, all powers and activities of the Corporation shall be exercised and managed by the Board of Directors of the Corporation directly or, if delegated, under the direction of the Board of Directors.

### **Section 6.02. Specific Powers of the Board**

Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the Corporation's Board of Directors shall have the power to do the following:

1. Appoint and remove, at the pleasure of the Board of Directors, all corporate 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.

2. 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 California for holding any meeting of members.

3. 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.

4. Adopt and use a corporate seal; and alter the forms of the seal and certificates.

### **Section 6.03. Number of Directors**

The Corporation's Board of Directors shall consist of fourteen (14) Directors unless changed by amendment to these Bylaws. The Board of Directors will include six (6) Directors at Large and eight (8) Officers, as further described in Article VI and VII.

### **Section 6.04. Restriction on Interested Persons as Directors**

No more than forty-nine (49) percent of the persons serving on the Corporation's Board of Directors may be "interested persons." 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. Any violation of this paragraph, however, shall not affect the validity or enforceability of transactions entered into by the Corporation.

## **Section 6.05. Election of Directors and Officers**

All Directors and Officers of the Corporation shall be determined by a vote of the members in accordance with this Section. Two (2) Directors at large will be elected each year. Each Director at large will be elected for a three (3) year term and may not serve more than two (2) consecutive terms. Each Officer shall hold office for one (1) year, and may serve up to two (2) consecutive terms. Elections for Officers and Directors shall be on the first Tuesday in May, unless otherwise designated by the Board. Newly elected Directors and Officers shall commence their positions after the installation on the first Tuesday in June, unless otherwise designated by the Board.

**Section 6.05.1. Nominating Committee.** The Nominating Committee will be composed of three (3) members elected by a vote of the membership at the March membership meeting. Nominations for the committee are open until the start of the vote at the membership meeting. The nominees receiving the greatest number of votes will constitute the Committee. Nominees must be present to be nominated.

**Section 6.05.2. Nominations by Committee.** The Nominating Committee shall prepare a list of candidates for the Director and Officer positions. The Committee shall mail the list to members at least one (1) month before the election.

**Section 6.05.3. Floor Nominations.** When a meeting is held for the election of Directors and Officers, any member present at the meeting in person or by proxy may place names in nomination.

**Section 6.05.4. 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 6.05.5. Use of Corporate Funds to Support Nominee.** If more people have been nominated for Director and Officer positions than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

**Section 6.05.6. Election of Directors and Officers.** The election of the Board shall be by ballot unless there is but one (1) nominee for each available position. In that case, the ballot may then be dispensed with and election held by a showing of hands or oral vote.

## **Section 6.06. Vacancies on the Board of Directors**

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 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 vote of the members to remove the Director(s); (d) the increase of the authorized number of Directors; or (e) 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 6.07. Resignation of Directors**

Except as provided below, any Director may resign by giving written notice to the chairman of the Board, if any, or 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 6.08. Removal of Directors**

Any Director who does not attend two (2) 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 (1) in determining whether a quorum is or is not present), (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (c) the Board by resolution of the majority of Board members must agree before a Director who has missed two (2) meetings may be reinstated.

### **Section 6.09. 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 the President and confirmed by the Board of Directors. The candidate must be a member in good standing. Such appointees shall serve until the next election.

### **Section 6.10. Vacancies filled by Members**

The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors within sixty (60) days.

### **Section 6.11. No Vacancy on Reduction of Number of Directors**

Any reduction of the authorized number of the Corporation's Directors shall not result in any Directors being removed before his or her term of office expires.

### **Section 6.12. Meetings of the Board of Directors**

#### **Section 6.12.1. Place of Board Meetings**

Meetings of the Corporation's Board of Directors shall be held at a place within California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of San Jose Woman's Club.

### **Section 6.12.2. Meetings by Telephone or Other Telecommunications Equipment**

Any meeting of the Corporation's Board of Directors may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under these conditions 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 6.12.3. Annual and Other Meetings**

The Board of Directors will hold an annual meeting for the purpose of organization and transaction of other business. Notice of this meeting is not required if the schedule of meetings for the year has already been provided or set by resolution.

Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Members are invited to attend all meetings of the Board, unless the Board, in its discretion, determines that certain matters will be discussed or voted on in closed session. The Board has the final authority for determining what matters will be discussed or voted on in closed session.

### **Section 6.12.4. Special Meetings**

#### **Section 6.12.4(a). Authority to Convene Special Meetings**

Special meetings of the Corporation's Board of Directors for any purpose may be called at any time by the President or any five (5) Directors.

#### **Section 6.12.4(b). Notice of Special Meetings**

Notice of the time and place of special meetings shall be given to each Director by (a) 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; (b) facsimile; or (c) electronic mail. All such notices shall be given or sent to the Director's address, electronic mail address, telephone number or facsimile number as shown on the Corporation's records.

Notices must be given at least forty-eight (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 6.12.5. Quorum**

A majority of the authorized number of the Corporation's 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 Corporation's Board of Directors, 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 Corporation's Board, 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 6.12.6. Waiver of Notice**

Notice of a meeting need not be given to any Director of the Corporation who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

#### **Section 6.12.7. Adjournment**

A majority of the Corporation's Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

#### **Section 6.12.8. 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 6.12.9. Action Without a Meeting**

Any action that the Corporation's Board of Directors is required or permitted to take may be taken without a meeting if all Directors 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. All such consents shall be filed with the minutes of the proceedings of the Board.

### **Section 6.13. Compensation and Reimbursement**

With the exception of the House Manager, Directors and Officers of the Corporation will not receive compensation for their services as Directors or Officers, except for reimbursement of reasonable expenses. The House Manager may receive compensation as permitted by the Board.

## **SECTION VII. OFFICERS OF THE CORPORATION**

### **Section 7.01. Offices Held**

The Officers of the Corporation shall be a President, a First Vice President, a Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer (also referred to as the Chief Financial Officer) and Assistant Treasurer and a House Manager. The Corporation, at the Board of Directors' discretion, may also have a Chairman of the Board, one (1) or more vice presidents, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other Officers as may be appointed under these Bylaws.

Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

### **Section 7.02. Election of Officers**

All Officers of the Corporation shall be elected annually by the voting members during the election of the Directors, as described in Section VI. No Officer shall serve in any one (1) position for more than two (2) consecutive years. To be eligible for the office of President, a member must have served on the Board for a minimum of one year.

### **Section 7.03. Appointment of Other Officers**

The members may vote and authorize the President, or another 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 members.

### **Section 7.04. Vacancies in Office**

A vacancy or vacancies in office shall occur in the event of (a) the death, removal, or resignation of any Officer; (b) the declaration by resolution of the Board 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 vote of the members to remove the Officer(s); (d) the increase of the authorized number of Officers; or (e) the failure of the members, at any meeting of members at which any Officer or Officers are to be elected, to elect the number of Officers required to be elected at such meeting.

### **Section 7.05. Resignation of Officers**

Except as provided below, any Officer may resign by giving written notice to the chair of the Board, if any, or 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

an Officer'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 Officer may resign if the Corporation would be left without a duly elected Director or Directors.

#### **Section 7.06. Removal of Officers**

Any Officer who does not attend two (2) successive Board meetings will automatically be removed from the Board without Board resolution unless (a) the Officer 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 (1) in determining whether a quorum is or is not present), (b) the Officer suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (c) the Board by resolution of the majority of Board members must agree before an Officer who has missed two (2) meetings may be reinstated.

#### **Section 7.07. Vacancies Filled by Board**

Except for a vacancy created by the removal of an Officer by the members, vacancies on the Board may be filled by the President (or Vice-President if the vacancy is the President) and confirmed by the Board of Directors. Candidate must be a member in good standing. Such appointees shall serve until the next election.

#### **Section 7.08. Vacancies filled by Members**

The members may elect an Officer or Officers at any time to fill any vacancy or vacancies not filled by the Directors within sixty (60) days.

#### **Section 7.09. No Vacancy on Reduction of Number of Directors**

Any reduction of the authorized number of the Corporation's Officers shall not result in any Officers being removed before his or her term of office expires.

#### **Section 7.10. Responsibilities of Officers**

##### **Section 7.10.1. President**

The President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and Officers. The President shall preside at all Board and membership meetings. The President shall appoint all committee chairs. She/he shall sign all contracts and official documents and may countersign checks. She/he shall make a monthly report to the members on all matters of general interest and as required by law. The President shall make an annual report of affairs of the organization at the regular annual meeting. After leaving office, she/he may be asked to serve as Parliamentarian. The President shall have such other powers and duties as the Board or the Bylaws may require.

### **Section 7.10.2. First Vice President**

If the President is absent or disabled, the First Vice President shall perform all duties of the President. When so acting, the First Vice President shall have all powers of and be subject to all restrictions on the President. The First Vice President shall also attend all meetings of the Board and Chair the Program Committee. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may require.

### **Section 7.10.3. Second Vice President**

The Second Vice President shall attend all meetings of the Board, shall oversee building preservation and operations as well as the publication of the membership Year Book. The Second Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may require.

### **Section 7.10.4. Recording Secretary**

The Corporation's Recording Secretary shall attend Board and membership meetings. She/he shall 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 committees of the Board, 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.

The Recording Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Recording Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board that these Bylaws require to be given. The Recording Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

### **Section 7.10.5. Corresponding Secretary**

The Corresponding Secretary shall read the general correspondence of the organization and report the contents at each meeting. She/he shall acknowledge, by letter, all donations and keep a list of donors. She/he shall place all letters and papers received on file in the office of San Jose Woman's Club. The Corresponding Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may require.

### **Section 7.10.6. Treasurer**

The Treasurer shall attend Board and membership meetings. The Treasurer, who may also be known as the Chief Financial Officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Corporation's Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Corporation's Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories (in San Jose) as the Board of Directors may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as chief financial Officer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Corporation's Board of Directors or the Bylaws may require.

The Treasurer shall present a monthly financial statement to the Board. She/he shall officially close the financial books on June 30th, or as soon thereafter as bank statements allow and will share information with the Finance Committee.

The Treasurer shall be a member of the Finance Committee.

#### **Section 7.10.7. Assistant Treasurer**

The Assistant Treasurer shall attend Board meetings and shall be a member of the Membership Committee. At the instruction of the Treasurer, she/he shall collect and deposit dues and notify delinquent members of their outstanding balance. She/he shall collect and deposit luncheon fees or cause such fees to be collected and deposited. She/he shall keep an accurate membership roster with names, addresses and phone numbers. She/he shall provide the President and Second Vice President with this list at the beginning of each program year.

The Assistant Treasurer shall have such other powers and perform such other duties as the Treasurer, Board or the Bylaws may require.

#### **Section 7.10.8. House Manager**

The House Manager shall attend Board meetings and shall chair the House Committee. The House Manager shall oversee the management of the building and property, the improvements and repairs, and the inventory of all moveable properties.

The House Manager shall have such other powers and perform such other duties as the Board or Bylaws may require.

### **SECTION VIII. ADVISORY COMMITTEES & POSITIONS AND SPECIAL INTEREST GROUPS**

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees or positions to serve at the pleasure of the Board. Directors and members may participate, as determined by the Board. Members and Directors may also create Special Interest Sections, subject to approval by the Board. Members and Directors will not receive compensation for their services, except for reimbursement of reasonable expenses.

### **SECTION IX. STANDARD OF CARE**

A. General. All Directors of the Corporation shall perform the duties of a Director, including duties as a member of any Board Committee, Section or Advisory Position in which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the

Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one (1) or more Officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such Committee merits confidence;

so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause reliance to be unwarranted.

A person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceeded or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for the use or used directly in carrying out the Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing the Corporation's investments, the Corporation's Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital. No investment violates this Section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

## **SECTION X. CONFLICT OF INTEREST POLICY**

**Section 10.01. Purpose.** The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 10.02. Definitions**

1. Interested Person: Any Director, principal Officer, employee, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section X, Section 10.3 of this policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

### **Section 10.3. Procedures**

**1. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest.**

a. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing Board or committee shall, if appropriate, appoint a special committee to investigate alternatives to the proposed transaction or arrangement. The special committee shall be composed entirely of nonmembers of the governing Board or committee.

c. After exercising due diligence, the special committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the special committee shall determine whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 10.4. Records of Proceeding**

The minutes of the governing Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 10.5. Compensation**

a. A voting member of the governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 10.6. Annual Statements**

Each Director, principal Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one (1) or more of its tax-exempt purposes.

#### **Section 10.7. Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 10.8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section X, the Corporation may, but need not, use outside advisors. The Corporation shall consider, in determining whether to use outside advisors, the extent and quality of the survey information available; the ability of the Corporation to relate the survey information to the transactions under consideration; and the cost of outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

### **SECTION XI. PROHIBITED TRANSACTIONS**

#### **Section 11.01. Self-Dealing Transactions**

No Director of the Corporation nor any other Corporation, firm, association, or other entity in which one (1) or more of the Corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the 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 by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) 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 (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 does not apply to a transaction that is part of an educational or charitable program of the 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 (1) 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 the Corporation. The Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General.

### **Section 11.02. Loans**

The 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.

## **SECTION XII. INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation may indemnify its Directors, Officers, 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," 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 Corporation's Board of Directors by any person seeking indemnification under Corporation Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code 5238(b) or Section 5238(c) has been met and, if so, the Board 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 these Bylaws in defending any proceeding covered by these Bylaws 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 XIII. INSURANCE**

The 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.

#### **SECTION XIV. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its Board of Directors, and committees of the Board; and
- (c) 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 XV: MAINTANENCE AND INSPECTION OF CORPORATE RECORDS**

##### **Section 14.01. Members' Right to Inspection**

**Section 14.01.1. Membership Records.** 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 14.01.2. 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 14.01.3. Maintenance and 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, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

### **Section 14.02. Directors' Right to Inspect.**

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and 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 documents.

## **SECTION XV. REQUIRED REPORTS**

### **Section 15.01. Annual Report**

The Board shall cause an annual report to be sent to the members and Directors within one hundred twenty (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 14.01.3 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 (Twenty-five Thousand) 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.

### **Section 15.02. Annual Statement of Certain Transactions and Indemnifications.**

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within one hundred twenty (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 (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000 (Fifty Thousand) or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000 (Fifty Thousand). For this purpose, an "interested person" is either

(1) any Director or Officer of the Corporation, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest); or

(2) any holder of more than 10% (ten 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 (Ten Thousand) paid during the fiscal year to any Officer or Director of the Corporation under Section XII of these Bylaws, unless that indemnification has already been approved by the members under Corporations Code Section 5238(e)(2).

## **SECTION XVI. AMENDMENTS TO BYLAWS**

### **Section 16.01. Amendment by Board Subject to Limitation by Members.**

Subject to the members' rights under Section V of 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 term beyond that for which the Director was elected.

### **Section 16.02. Changes to Number of Directors.**

Once members have been admitted to the Corporation, the Board may not, without the members' approval, specify or change any bylaw that would

a. fix or change the authorized number of Directors,

- b. fix or change the minimum or maximum number of Directors, or
- c. change from a fixed number of Directors to a variable number of Directors or vice versa.

**Section 16.03. Greater Vote Requirement.**

If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

**Section 16.04. Members' Approval Required.**

Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would

- (a) increase or extend the terms of Directors;
- (b) allow any Director to hold office by designation or selection rather than by election by the members;
- (c) increase the quorum for members' meetings;
- (d) repeal, restrict, create, expand, or otherwise change proxy rights; or
- (e) authorize cumulative voting.

**Section 16.05. Amendment by Members**

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

Any provision of these Bylaws providing for the designation or selection, rather than election, of any Director or Directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such Directors.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected Recording Secretary of the San Jose Woman's Club, a California nonprofit public benefit corporation; that these Bylaws, consisting of twenty-five (25) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on \_\_\_\_\_ and that these Bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ at San Jose, California

\_\_\_\_\_  
Barbara Kempczinski, Recording Secretary for San Jose Woman's Club