

Marin County Bicycle Coalition BYLAWS

A California Nonprofit Public Benefit Corporation
October 11, 2006

ARTICLE I. NAME AND LOCATION OF OFFICES

The name of this corporation is Marin County Bicycle Coalition (MCBC). The principal office of the MCBC is at 733 Center Boulevard, Fairfax, Marin County. The county of the MCBC's principal office can only be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within Marin County by resolution.

The Board of Directors may also designate offices at other places in the State of California where it is qualified to do business.

ARTICLE II. PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public, charitable and educational purposes.

The mission of the MCBC is to promote safe bicycling for everyday transportation and recreation. In the context of this general purpose, the MCBC shall:

1. Promote and encourage bicycling for everyday transportation and recreation.
2. Promote and educate about bicycle safety and bicycle transportation improvements.
3. Encourage physical fitness through cycling.
4. Publish and distribute a map of on- and off-road bicycle routes in Marin County, California.
5. Support and promote local cycling groups and events.

ARTICLE III. MEMBERS

Section 1. Members

The MCBC shall have one class of members^[KB1] No individual shall hold more than one membership in the MCBC and each member shall only be entitled to one vote.

Any person dedicated to the purposes of the MCBC shall be eligible for membership on timely payment of such dues and fees as the Board of Directors may fix by resolution from time to time.

Membership in this corporation shall not vest in any member any distributions from the corporation during the existence of the corporation, but shall only entitle the member to vote at meetings of the members.

Section 2. Rights of Membership

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 MCBC's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the MCBC. In addition, the members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3. Nonliability of Members

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

Section 4. Nontransferability of Memberships

No member may transfer a membership or any right arising from membership. All rights of membership cease upon the member's death, termination, or dissolution.

Section 5. Termination of Members

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

Section 6. Place of Meetings

Any meeting of members whether regular, special or adjourned shall be held at the principal office of the MCBC or at any place within Marin County that has been designated by the Board of Directors.

Section 7. Annual Meeting

An annual meeting of members shall be held in April of each year. The Directors shall designate a time, date, and location, and provide notice in the manner specified for special meetings. At the annual meeting, the members shall elect directors and transact other business as may come before the meeting.

Section 8. Special Meetings

The Board of Directors, President, or 5% or more of the members may call special meetings of the members at any time.

(a) Manner of Giving Notice

Written notice of special meetings of members shall be given by personal delivery, mail, facsimile, electronic mail, or by other written communication addressed to the member at their address on the books of the MCBC. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

(b) Time of Notice

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the MCBC not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote at the meeting. If notice is given by mail, and the notice is not mailed by first class, registered, or certified mail, the notice shall be given not less than 20 days before the meeting.

(c) Contents of Notice

Notice of any meeting of members shall specify the place, date and time of the meeting. In the case of a special meeting, the notice shall state the general nature of the business to be transacted, and no other business may be transacted. In the case of a regular meeting, the notice shall state those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, any proper matter may be presented at a regular meeting for action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members. Any notice by electronic mail shall be signed or shall indicate that the MCBC is the sender.

(d) Notice of Meetings Called by Members

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice President or Secretary of the MCBC. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held and stating the date of the meeting. The date for the meeting shall be fixed by the Board of Directors and shall not be less than 35 nor more than 90 days after the receipt of the request for the meeting. If the notice is not given within 20 days after the receipt of the request, the person calling the meeting may give the notice himself or herself.

(e) Waiver of Notice of Meetings

The transactions of any meeting of members, 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 quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (e) of this section, the waiver of notice or consent shall state the general nature of the proposal^[KB2].

(f) 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 general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of a director without cause;
2. Filling of vacancies on the Board by members;

3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the MCBC.

Section 9. Quorum

At all meetings of the members, whether regular, special, or adjourned, the presence in person or by proxy of 15% of the members shall constitute a quorum for the transaction of business. If less than 15% of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the meeting.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

Section 10. Adjournments

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

Section 11. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of the MCBC, or these Bylaws require a greater number.

Section 12. Voting Rights

Subject to the California Nonprofit Public Benefit Corporation Law, only persons whose names stand on the membership records of the MCBC 30 days before the day of any meetings of members shall be entitled to vote at such a meeting.

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Unless the Secretary of the MCBC is given written notice to the contrary, all individual memberships are allowed a single vote; all family memberships are allowed a single vote.. [KB4] 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. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

Section 13. Proxies

Every member entitled to vote or execute consents may do so either in person or by agent authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of the MCBC. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be 3 years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members. In any election of directors, any proxy which is marked by a member "withhold" or otherwise marked

in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

Section 14. Conduct of Meetings

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

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

Section 15. Action Without Meeting by Ballot

Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the MCBC distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the MCBC. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the MCBC in order to be counted.

Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked.

Section 16. Reasonable Nomination and Election Procedures

The MCBC shall make reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the MCBC, and shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Section 17. Action by Unanimous Written Consent

Any action that may be taken at a meeting of the members may be taken without a meeting if all members individually or collectively consent in writing to the action. The consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

ARTICLE V. DIRECTORS

Section 1. Powers

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

Section 2. Number of Directors

The authorized number of Directors of the MCBC shall be an odd number between nine and fifteen. The number may be changed by a majority vote of the Board of Directors.

Section 3. Terms of Office

Directors shall be elected at each annual meeting of the members. Each Director's term is two years in duration. Directors may be re-elected for more than one term. In order to stagger the terms of Directors, 50% of the Directors plus one more Director shall be elected to serve each year; 50% of the Directors less one Director will be elected each alternating year. If any annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of members held for that purpose.

Section 4. Duties

It shall be the duty of the Directors to:

- (a) Attend Board meetings and activities.
- (b) Become knowledgeable about the organization.
- (c) Be an "Active" dues-paying member of the MCBC. If a Board member's membership lapses for more than two months, that Director will automatically be removed from the Board.
- (d) Appoint and remove all the officers, agents and Executive Director of the MCBC, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation or with these Bylaws, and fix the terms of their offices and their compensation.
- (e) Supervise all the officers, agents and Executive Director of the MCBC to assure that their duties are performed properly.

- (f) Make disbursements from the funds and properties of the MCBC as are required to fulfill the purposes of the MCBC and generally to conduct, manage and control the activities and affairs of the MCBC and to make rules and regulations not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.
- (g) Borrow money and incur indebtedness for the purposes of the MCBC and to execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 5. Restriction Regarding Interested Directors

No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is:

- (a) Any person currently being compensated by the MCBC for services rendered it within the previous 12 months, whether as a fulltime or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (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 any such person.

Section 6. Regular Meetings

Regular meetings of the Board shall be held on the second Monday of every other month or as designated by the Board. Other general meetings of the Board may be held without notice at such times and places as the board may fix from time to time.

At the first regular meeting following the annual meeting of the members, the Board shall elect officers.

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

Section 7. Special Meetings

Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, or by any two directors, and such meetings shall be held at the place, within Marin County, designated by the person or persons calling the meeting.

Section 8. Notice of Meetings

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon 4 days' notice by first class mail or 48 hours' notice given by personal delivery, telephone or electronic mail. The notice shall specify the place, day and hour of the meeting. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mail. Such notices shall be addressed to each director at his or her address as shown on the books of the MCBC. Any notice by electronic mail shall be signed or shall indicate that the MCBC is the sender.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

Section 9. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Quorum for Meetings

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

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

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

Section 11. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is that act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the MCBC, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 12. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the MCBC or, in his or her absence, by the Vice President of the MCBC or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the MCBC shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 13. Action by Majority Written Consent Without Meeting

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

Such written consent or consents may be by electronic mail. Each email action will be included on the agenda of the next Board of Directors meeting as an informational item and will be recorded in the meeting minutes that the action was done by email with the date and

initials of the 'aye' votes. Such action by written consent shall have the same force and effect as a majority vote of the directors.

Section 14. Vacancies

Any director may resign effective upon giving notice to the President, the Vice President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the MCBC would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by the unanimous written consent of the directors then in office, or by a sole remaining Director. A person appointed to fill a vacancy as provided by this Section shall hold office until the expiration of the term of the replaced Director.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 15. Removal of Directors

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

- (a) A majority of Directors determine that the Director has not continued to meet the duties of Directors as set forth in these Bylaws or in MCBC's Board of Director Responsibilities document.
- (b) A conflict of interest is found to exist between the Director and the MCBC.
- (c) The Director is found to have engaged in activities that are directly contrary to the interests of the MCBC.
- (d) The Director is found to be engaged in the misrepresentation of the MCBC and its policies to outside third parties, either willfully, or on a repeated basis.

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

Section 16. Non-Liability of Directors

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

Section 17. Official Board Committees

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

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

ARTICLE VI. OFFICERS

Section 1. Officers

The officers of the MCBC shall be a President, Vice President, Secretary, and a Chief Financial Officer (who shall be designated the Treasurer). The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President.

Section 2. Election and Term of Office

The officers shall be chosen annually by the Board of Directors. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 3. Subordinate Officers

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

Section 4. Removal and Resignation

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the MCBC. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified in the notice, and, unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective. The provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the MCBC.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the MCBC and shall, subject to the control of the Board of Directors:

- (a) Supervise and control the affairs of the MCBC and the activities of the officers.
- (b) Preside over meetings of the Board.
- (c) Serve as ex officio member of all committees.
- (d) Coordinate the work of Board officers and committees of the Board.
- (e) Call special meetings as the need arises.
- (f) Appoint all committee officers.
- (g) Facilitate the Board's decision making.

- (h) Assist in preparing the agenda for Board meetings.
- (i) Act as official spokesperson for the Board, when asked by the Board.
- (j) Foster a sense of team spirit on the Board.
- (k) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the MCBC, execute documents as authorized by the Board of Directors.
- (l) Perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the MCBC, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary

The Secretary shall:

- (a) Keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order minutes of all meetings of directors, committees of the Board and meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings of the meetings.
- (b) Keep, or cause to be kept, at the principal office of the MCBC, a record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (c) Certify and keep, or cause to be kept, at the principal office of the MCBC a copy of the MCBC's Articles of Incorporation and Bylaws as amended to date.
- (d) Give, or cause to be given, notice of all meetings of the Board, members, and any committees of the Board required by these Bylaws or by law to be given.
- (e) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the MCBC, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer

Subject to the provision of these Bylaws the Treasurer shall:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the MCBC, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (b) Have charge and custody of, and be responsible for, all funds and securities of the MCBC, and deposit, or cause to be deposited, all such funds in the name of the MCBC in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (c) Disburse, or cause to be disbursed, the funds of the MCBC as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- (d) Assist in preparing the MCBC's annual budget.
- (e) Give regular reports to the Board as to the financial health of the organization.
- (f) Ensure the Board's financial policies are being followed.
- (g) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the MCBC, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VII. FISCAL YEAR

The fiscal year of the MCBC shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VIII. INDEMNIFICATION

Section 1. Definitions

For purposes of this section, agent means any person who is or was a Director, Officer, employee, or other agent of the MCBC, or is or was serving at the request of the MCBC as Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the MCBC or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 4 or 5 (c) of this Article.

Section 2. Indemnification in Actions by Third Parties

The MCBC shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of the MCBC to procure judgment in its favor, an action brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) because that person is or was an agent of the MCBC, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding in which the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or an a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the MCBC or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation

The MCBC shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the MCBC or brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor because that person is or was an agent of the MCBC, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the MCBC and with the

care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- a. In respect to any claim, issue, or matter as to which the person shall have been adjudged to be liable to the MCBC in the performance of the person's duty to the MCBC, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c. Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses

To the extent that an agent of the MCBC has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Indemnification

Except as provided in section 4 of this Article, indemnification under this Article shall be made by the MCBC only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article, by:

- a. A majority vote of a quorum consisting of Directors who are not parties to the proceeding;
- b. Approval of the members (Corporations Code section 5024), with the persons to be indemnified not being entitled to vote thereon; or
- c. The court in which the proceeding is or was pending, on application made by the MCBC or the agent, attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the MCBC.

Section 6. Advance of Expenses

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

Section 7. Other Indemnification

No provision made by the MCBC to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(c) in any circumstances where it appears:

- a. That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That it would be inconstant with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance

The MCBC shall have the power to purchase and maintain insurance on behalf of any agent of the MCBC against any liability asserted against or incurred by the agent in the capacity as an agent or arising out of the agent's status as an agent whether or not the MCBC would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that the MCBC shall have no power to purchase and maintain insurance to indemnify any agent of the MCBC for a violation of Corporations Code section 5233.

Section 10. Non-applicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in the person's capacity as such, even though the person may also be an agent of the MCBC as defined in Section 1 of this Article. The MCBC shall have power to indemnify the trustee, investment manager or other fiduciary to the extent permitted by Corporations Code section 207(o).

ARTICLE IX EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

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

Section 2. Checks and Notes

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

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the MCBC shall be signed by the President, Treasurer or Executive Director.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the MCBC any contribution, gift, bequest, or devise for the charitable or public purposes of the MCBC.

ARTICLE X. AMENDMENT OF BYLAWS

Section 1. Amendment Of Bylaws

These Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by the vote of two-thirds of the members, or by the written assent of the members. Subject to the right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment of the Bylaws changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

Section 2. Record of Amendments

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

ARTICLE XI. DEDICATION OF ASSETS

Section 1. Dedication of Assets^[KB8]

The MCBC's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the MCBC, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the MCBC. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the MCBC shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, that has established its exempt status under Internal Revenue Code section 501(c)(3), and is selected by majority vote of the Board.