

**Constitution and Bylaws of  
California Educational Theatre Association  
A California Nonprofit Public Benefit Association**  
(ratified 10/08/16)

**ARTICLE 1. NAME**

Section 1.1 Corporate Name

The name of this corporation is the **California Educational Theatre Association (CETA)** hereinafter referred to as the “Association”.

**ARTICLE 2. OFFICES**

Section 2.1 Principal Office

The principal office for the transaction of the business of the Association may be established at any place or places within or without the State of California by resolution of the Board.

Section 2.2 Other Offices

2.2.1 The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to transact business.

**ARTICLE 3. PURPOSES**

Section 3.1 General Purpose

The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for charitable purposes.

Section 3.2 Specific Purposes

The purposes for which this Association conducts its business are:

- To advocate, on behalf of its members, support of theatre education in the State of California.
- To encourage and promote the development of theatre education throughout the State of California.

- To improve communication among theatre practitioners within the State of California.
- To support implementation of the State standards for the teaching of theatre arts in the State of California.
- To develop and perpetuate standards of the highest quality in teaching, research, production, and scholarship in theatre in the State of California.
- To promote an environment that fosters educational excellence through diversity, encouraging communication, and cooperation among our various constituencies, both public and private.
- To cooperate with other arts organizations to increase support for arts education within the State of California.
- To coordinate the development of criteria for the accreditation of theatre education in the State of California.
- To represent the concerns of theatre organizations at the state level

## ARTICLE 4. LIMITATIONS

### Section 4.1 Political Activities

The Association has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

### Section 4.2 Prohibited Activities

The Association shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Association may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Association to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

## ARTICLE 5. DEDICATION OF ASSETS

### Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Association is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Association shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. Any compensation will be filed annually on a CETA "Conflict of Interest" form.

#### Section 5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

## ARTICLE 6. MEMBERSHIPS

### Section 6.1 Members

An individual may join the association as an Individual only or may specify an affiliation with an educational institution, or be an Emeritus, Student or Business/Professional member. More than one individual may become a member of CETA and specify the same educational institution or business as another individual member, thereby having multiple memberships associated with the same educational institution or business.

#### 6.1.1 Individual Member

Any individual may become a member of CETA by application to the Membership Chair and payment of annual dues as specified by the Board of Directors and be entitled to one vote at the annual business meeting of the Association.

- An individual may join without affiliation to any educational institution.
- An individual may join specifying an affiliation with a Public Elementary, Public Middle, Public Secondary, Private/Parochial, Community College, or College/University school institution.

#### 6.1.2 Emeritus Member

Any individual who has retired from active service as a theatre education practitioner may join as an Emeritus member upon payment of annual dues as specified by the Board of Directors and be entitled to one vote at the annual business meeting of the Association.

#### 6.1.3 Student Member

Any individual who has graduated from high school or passed the equivalent high school diploma requirements and subscribes to the purposes of the Association is invited to join the Association as a Student Member and upon payment of annual dues as specified by the Board of Directors, be entitled to one vote at the annual business meeting of the Association.

#### 6.1.4 ~~6.1.5~~ Business/Professional Organization Member

Any business or professional organization may become a member of the CETA by application to the Membership Chair and payment of annual dues as specified by the Board of Directors and be entitled to one vote at the annual business meeting of the Association.

#### 6.1.5 Lifetime Member

Any individual who has received the CETA Medallion is a Lifetime Member. Grandfathered in are those individuals who received Lifetime Achievement Awards from CETA South. Membership is free for life and entitles the individual complimentary CETA conference registration once he or she has retired from active teaching, excluding the cost of the awards banquet and to one vote at the annual business meeting.

#### Section 6.2 Annual dues

The annual dues required for membership in the Association shall be determined by the Board of Directors. Continued membership is contingent upon payment of annual dues.

#### Section 6.3 Annual Business Meeting

An annual meeting of the members shall take place at the annual Association conference—whose specific date, time, and location of which will be designated by the President. At the annual meeting, the members shall elect Directors, Officers who serve as the Executive Board, and Members-at-Large and receive reports on the activities of the Association.

#### Section 6.4 Quorum

The presence of 25% of the current membership at the annual business meeting shall constitute a quorum.

#### Section 6.5 Voting

All issues to be voted on shall be decided by a simple majority of those present at the annual business meeting in which the voting takes place.

## ARTICLE 7. DIRECTORS

#### Section 7.1

The full voting Board of Directors (hereinafter referred to as “Directors”) shall have member-elected: Officers who serve as the Executive Board, Directors, and Members-at-Large.

##### 7.1.1 Number and Qualifications

The Board of Directors shall be comprised of not less than six and no more than twenty board members. All board members must have been active members of CETA for two consecutive years. Board members may hold more than one Board position simultaneously.

### 7.1.2 Elected Board Members--Directors and Officers

The membership shall elect the Directors and Officers from the membership as follows:

- The President
- The President-Elect
- The Secretary
- The Treasurer
- Director of Membership
- Director of Historical Records
- Director of Advocacy
- Director of Outreach & Diversity
- Director of Communications
- Director of Higher Education Theatre Arts Credential Programs
- Director of Secondary Grades 8-12 Theatre Arts
- Director of preK-8 Theatre Arts

### 7.1.3. Elected Board Members--Members-at-Large

The membership shall elect up to seven Members-at-Large from the membership as follows:

- Members-at-Large will be appointed to Standing Committees by the President.
- Members-at-Large may be appointed by the President as chairs to committees which include, but are not limited to: Advisory Board Chair, Awards Chair, Board Nominations Chair, Events Chairs, Honorary Board Chair, and Past Presidents Council Chair.

### 7.1.4 Immediate Past-Presidents

A person who has been elected President of the Association and has held that office through a complete term is considered a Past-President. The immediate past president of the Association (the “Past President”) serves for a two-year period immediately following the term of office as President as a voting member of the board. If the immediate past president is not able to serve, then another past president will serve. The full board will give input as to which past president is selected to serve.

### 7.1.5 Advisors

To strengthen alliances with California state arts’ entities, the CA Department of Education—CDE and The CA Arts Project—TCAP will each have a liaison serving on the CETA Board of Directors. The Association Webmaster, Past Presidents, and leaders of theatre and arts-related groups, may be invited to attend Board meetings as non-voting resources and advisors.

## Section 7.2 Corporate Powers Exercised by the Board

The Board shall make reasonable efforts to include Directors who represent the diversity of the State of California, including, but not limited to, factors such as race, age, ethnicity,

gender, or geography. Directors shall support the goals, philosophies and objectives of the Corporation and the laws and regulations under which it is founded.

### Section 7.3 Terms: Election of Successors of Elected Board Members

Directors and Officers shall be elected at each annual business meeting of the general membership for two (2) year terms. Up to seven (7) Members-at-Large shall be elected at each annual business meeting of the general membership for one (1) year terms as per Section 7.3.1.

#### 7.3.1 Election of Successors of Elected Board Directors and Officers

- At the first annual meeting, the Directors and Officers shall be divided into two (2) approximately equal groups and designated by the Board to serve one (1) or two (2) year terms. Thereafter, the term of office of each Director or Officer shall be two (2) years; staggered for elections held in odd or even years.
- The term of office for each Member-at-Large shall be one (1) year, so up to seven (7) Members-at-Large shall be elected on the ballot each year.

#### EVEN YEARS—

Six Directors and up to seven Members-at-Large are to be elected in even years: President, President-Elect, Secretary, Director of Advocacy, Director of Outreach & Diversity, Director of Secondary Grades 8-12 Theatre Arts Programs.

#### ODD YEARS—

Six Directors and up to seven Members-at-Large are to be elected in odd years: Treasurer, Director of Membership, Director of Historical Records, Director of Communications, Director of Higher Education Theatre Arts Credential Programs, and Director of preK-8 Theatre Arts Programs.

#### 7.3.2 Limits on Terms of Office

With the exception of the Treasurer and Director of Membership, terms of office for Officers and Directors shall be for two years. No elected member of the Board, except the Treasurer and Director of Membership, may serve more than two terms of the same office. Members-at-large may be elected to serve no more than four (4) one-year repeated terms.

#### 7.3.3 Board Member Duties

Upon election to the Board, each board member signs the “Board Member Commitment Form” agreeing to attend all scheduled board meetings and mandatory CETA events (i.e. bi-annual Board Retreat, CA Youth in Theatre Day and annual state conference), and make an annual donation (amount set by the full board) to the CETA General Scholarship Fund. Likewise, it is expected that board members will attend the entire meeting. Arriving late/leaving early is discouraged. Missing 50% or more of the meeting will be considered as an absence with consequences as specified in Section 7.4.2.

#### 7.3.4 Board elections

New Directors and current Directors shall be elected or re-elected by the voting of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting as cited above in Article 6, Sections 6.4 and 6.5.

#### 7.3.5 Election procedures

A Board Nominations Committee shall follow the process and be responsible for nominating a slate of prospective board members representing the Association's diverse constituency. The nominations process allows any member to nominate a candidate, including himself or herself, for consideration on the slate of nominees prior to the nominations deadline.

#### 7.3.6 Terms of office shall commence following the Annual Business Meeting.

### 7.4 Board Vacancies

Directors, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

#### 7.4.1 Events Causing Board Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Directors; (ii) whenever the number of authorized Directors is decreased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

#### 7.4.2 Removal

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

The Board may by resolution declare vacant the office of a Director who fails to attend two (2) meetings, cumulative, within a membership year.

The Board may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in Section 7.1.2, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

Directors may be removed without cause by a majority vote of Directors then in office.

#### 7.4.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

#### 7.4.4 Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the latter of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Association would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

#### 7.4.5 Election to Fill Vacancies

Vacancies on the Board shall be filled by appointment of the President, subject to approval of the Board of Directors.

#### Section 7.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, Officers and Members-at-large, appointment of Officers and/or Chairs, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

#### Section 7.6 Special Meetings

The President, or the President-Elect, or the Secretary, or any two Directors may call special meetings of the Board for any purpose at any time.

#### Section 7.7 Notice of Meetings

##### 7.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- Personal delivery of oral or written notice;
- First-class mail, postage paid;
- Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Association. Any oral notice given personally or by telephone or other means of electronic media may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be



given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

#### 7.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least one week before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

#### 7.7.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Association, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

### Section 7.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Association.

#### 7.8.1 Attendance at Meetings by Telephone or Similar Communication

##### Equipment

A board member must attend a majority of meetings within a membership year in-person. However, on occasion, a board member's attendance at any a meeting, including a regular board meeting, may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in-person at such meeting.

### Section 7.9 Quorum and Action of the Board

#### 7.9.1 Quorum

A majority of Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 7.1.1, whichever is greater) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

#### 7.9.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may

continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### 7.9.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted);
- Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1;
- Removal of a Director without cause as described in Section 7.4.2; and
- Indemnification of Director as described in Article 11.

#### Section 7.10 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Director who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Association as contained on the records of the Association as of the date of the protest, or by facsimile addressed to the facsimile number of the Association as contained on the records of the Association as of the date of the protest.

#### Section 7.11 Adjournment

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

#### Section 7.12 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### Section 7.13 Conduct of Meetings

Meetings of the Board shall be presided over by the President or if the President is absent, by the President-Elect (if any) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the

Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Association.

#### Section 7.14 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 7.14 only, “all members of the Board” shall not include any “interested Director” as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

[NOTE: It should be noted in this connection that the personal approval of a proposed action obtained from a majority of, or even all, board members separately (even in writing via email) is not valid board approval, since no meeting was held during which the proposed action could be properly debated. If the board on the basis of individual approval in writing via email takes action, the board at its next regular meeting must ratify such action in order to become an official act.]

#### Section 7.15 Fees and Compensation of Directors

The Association shall not pay any compensation to Directors for services rendered to the Association as Directors.

Also, Directors may not be compensated for rendering services to the Association in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be “interested persons” which, for purposes of this Section 7.15 only, means:

- any person currently being compensated by the Association for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- 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 7.15.1 Conflict of Interest Forms

All directors shall submit an annual “Conflict of Interest” form.

##### Section 7.15.2 Yearly Board Contribution

All directors shall make a yearly board contribution to CETA’s General Scholarship Fund, due the first board meeting of the year following January 1<sup>st</sup>.

## **ARTICLE 8. COMMITTEES**

## Section 8.1 Committees of Directors

The Board may empower the President to appoint or remove such other Directors/Members-at-Large as the business of the Corporation may require, each of whom shall hold office of “Chair” for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

### 8.1.1 Standing Committees

The Board may create ad hoc committees, special committees, working groups and task forces. Under the advisement of the Board, the President shall appoint the chairs of other committees who shall select committee members.

- The Executive Board shall consist of the Officers (President, President-Elect, Past President, Secretary, Treasurer, and Director of Membership). It shall meet as necessary to carry out its duties. The Executive Board shall act in place of the Board in between regular Board meetings, when immediate action is required, and shall report on any action taken at the next Board meeting. When a decision can be deferred until the next Board meeting, the Executive Board will not act on the matter. No Executive Board meeting shall be held in lieu of a regular Board meeting, unless agreed to by a majority of the Directors. The Executive Board may also initiate new issues for recommendation to the Board on its own volition.
- The Finance Committee shall act as financial advisor to the Board in all financial affairs of the Corporation, including, but not limited to: overseeing the preparation of the annual operating budget, considering and making recommendations on matters of financial interest with respect to which the Board may request its consideration and action, recommending the adoption of policies for financial management practices, and long-range financial planning. The Treasurer shall be a member of the Finance Committee.
- The Nominating Committee shall have responsibility for locating qualified candidates to serve as Directors and for recommending the same to the Board whenever a vacancy in the position of Director occurs and to create a slate for the annual Board Elections. The Nominating Committee shall make reasonable efforts to include Directors who represent the diversity of the State of California, including, but not limited to, factors such as race, age, ethnicity, gender, or geography. Nominees for office shall be members of the Association for at least two consecutive years. The nominations process allows any member to nominate a candidate, including himself or herself, for consideration on the slate of nominees prior to the nominations deadline.
- Past Presidents Council or PPC shall consist of all past presidents of CETA as soon as they end their term as President. The responsibility of the PPC is to support the vision and mission of CETA by fundraising for

CETA projects and administering the CETA General Scholarships and scholarship funds. The Chair/s of the Past Presidents Council must be a past president.

- Additional Standing Committees chaired by a “President-appointed” Directors/Members-at-Large shall have the responsibility:
  - for providing insight and input to the board from the membership as a whole, and to take on responsibilities within the activities of the Association as needed and deemed necessary by the Board and the Board-appointed Chair.

#### 8.1.2 Advisory Committees

The Board may create one or more advisory committees, as set forth in 7.1.3, to serve at the pleasure of the Board.

- The President, with approval of the Board, shall appoint and discharge Directors/Members-at-Large (who must be Association members in good standing) to chair the Advisory committees.
- All actions and recommendations of an Advisory committee shall require ratification by the Board before being given effect.
- Association Advisory Committees may include, but are not limited to, any of the following: Awards, Board Nominations, Conference, CA Youth in Theatre, Cultural Diversity, Governance, Grants/Funding, Historical Records, Honorary Board, Liaisons such as CDE and TCAP, New Teacher Mentoring, and Social Media, Public Relations & Publications, and Website.

8.1.3 Directors/Members-at-Large appointed as Committee Chairs may not serve beyond the tenure of the President under whose term they were appointed unless reappointed by the new President.

Section 8.2.1 Each committee, consisting of two (2) or more Directors, serves at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- fill vacancies on the Board or in any Committee which has the authority of the Board;
- fix compensation of the Directors for serving on the Board or on any Committee;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- appoint any other Committees or the members of these Committees;
- expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or

- approve any transaction (i) between the Association and one or more of its Directors or (ii) between the Association and any entity in which one or more of its Directors have a material financial interest.

Section 8.2.2 To create any additional standing committees, the board shall adopt a resolution by a majority vote of Directors in office setting forth the composition and duties of the committee.

### Section 8.3 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

### Section 8.4 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board.

### Section 8.5 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

## **ARTICLE 9. OFFICERS**

### Section 9.1 Officers

The officers of the Association (“Officers”) shall be a President, Past President, President-Elect, a Secretary, a Treasurer, and Director of Membership. The Board shall have the power to designate additional Officers, including such Officers as may be appointed in accordance with Section 9.6.6. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

9.1.1 The officers of the Association shall constitute the Executive Board whose responsibilities will be to develop agendas for Board meetings, formulate goals and objectives, and who can conduct business on behalf of the Association, between meetings of the Board of Directors.

9.1.2 Any actions taken by the Executive Board must be reviewed at the next meeting of the Board.

9.1.3 The Executive Board may advise the Board regarding future goals and directions of the Association.

9.1.4 The Executive Board will review these ByLaws bi-annually in even years for compliance and reflection of the current vision and mission of the Association.

9.1.4.1 Identified discrepancies or problems in the ByLaws will be communicated to the Secretary who will store the information in an electronic folder for the bi-annual review.

#### Section 9.2 Election of Officers

The Officers, except those appointed in accordance with Section 9.6.6, shall be elected at the annual meeting of the Association for a term of two (2) years, in accordance with Sections 7.3.1 and 7.3.2. Each Officer shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.

#### Section 9.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (a) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Association, or (b) by an Officer on whom such power of removal may be conferred by the Board.

#### Section 9.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Association. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Association under any contract to which the Officer is a party.

#### Section 9.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 9.6.6, such vacancy shall be filled temporarily by appointment by the President and the appointee shall remain in office for 60 days, or

until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

#### Section 9.6 Responsibilities of Officers

The officers of the Association, as defined above in Section 9.1, are: President, President-Elect, Past President, Secretary, Treasurer, and the Director of Membership.

##### 9.6.1 President

The President of CETA has responsibility for the leadership of CETA. The President shall preside at all meetings of CETA, the Executive Board, and the Board of Directors and shall perform such duties as the office requires. It shall be the duty of the President to (a) enforce observance of the ByLaws; (b) order the execution of resolutions; (c) exercise supervision over the affairs of CETA and make decisions in cases of emergency when an immediate action is required; and (d) appoint all committees for which no provisions have been made. The President shall be the recognized spokesperson for CETA, and in such capacity, shall represent the general membership of CETA or appoint a designee therefore.

The President shall have the following powers and duties

- a. Through the election process, succeed to office after serving as President-Elect for a two-year period.
- b. Serve as principal administrative officer of the Association.
- c. Appoint and charge all appointive positions with the advice and consent of the Board.
- d. Represent the Association at meetings of organizations with which the Association has chosen to affiliate. The President may designate an alternate with approval of the Board of Directors.
- e. Continue to serve on the Board as Past President for a two-year period immediately following the term of office as President.

##### 9.6.2 Past-President

The immediate past president of the Association (the "Past President") serves for a two-year period immediately following the term of office as President. If the immediate past president is not able to serve, then another past president will serve. The board will give input into which past president will serve. The incoming past president becomes a member of the Past Presidents Council. The Past President shall serve as Parliamentarian.

##### 9.6.3 President-Elect

The vice-president or President-Elect of the Association (the "President-Elect") shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as may be prescribed by the Board. This office implies automatic succession to the office of President with the approval of the Executive Board six months prior to being placed on the ballot for election.



#### 9.6.4 Secretary

The Secretary shall keep records of all meetings of CETA, the Executive Board, and the Board of Directors, and in general such duties as the office requires and shall attend to the following:

##### 9.6.4.1 Bylaws

The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

##### 9.6.4.2 Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 12.1. Keeps and distributes the minutes of all meetings of the Board of Directors and Annual Business Meeting of the Association.

##### 9.6.4.3 Notices

The Secretary shall ensure that notice of all official notices of the Association, i.e. respecting meetings, agendas, elections, balloting, renewals, etc. are duly given in accordance with the provisions of these ByLaws.

##### 9.6.4.4 Corporate Records

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, the Association Constitution, these Bylaws, the minute book, and maintains a permanent file of all official correspondence of the Association.

#### 9.6.5 Treasurer

The Treasurer of this association shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this association's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The Treasurer shall attend to the following:

##### 9.6.5.1 Financial Records and Deposit and Disbursement of Monies

The Treasurer shall send, or cause to be sent, to the Directors of this association such financial statements and reports as are required to be sent by law, by these Bylaws or by the Board. The Treasurer shall (a) deposit, or cause to be deposited, this association's funds and other valuables in the name and to the credit of this association with such depositaries as may be designated by the Board; (b) disburse, or cause to be disbursed, the funds of this corporation as may be ordered by the Board, taking proper vouchers for such disbursements; (c) participate in the development of the annual budget and in the monitoring of actual financial performance in relation to the budget; (d) render, or cause to be rendered, to the President and the Board, whenever requested, an account of all transactions entered into as Treasurer and of the financial condition of this corporation; (e)

oversee the development and observation of the corporation's financial policies; (f) serve as chair of the Finance Committee; and (g) have such other powers and perform such other duties as may be prescribed to him or her by the Board.

#### 9.6.6 Director of Membership

The director overseeing the association membership (Director of Membership) shall attend to the following:

- Takes charge of all statewide membership records.
- Maintains an up-to-date roster of all paid-up members of the Association including names, location, and affiliation.
- Serves as Chair of the Membership Committee.
- Serves as "network" center for contact with membership, i.e. use of mailing lists, telephone tree operations, internet, etc.
- Organizes, maintains, arranges and provides a master mailing list of members of the Association and all constituent organization members.

## **ARTICLE 10. INDEMNIFICATION OF DIRECTORS, OFFICERS, MEMBERS-AT-LARGE, EMPLOYEES, AND AGENTS**

### Section 10.1 Definitions

For purpose of this Article 10,

#### 10.1.1 "Agent"

means any person who is or was a Director, Officer, Member-at-Large, employee, or other agent of the Association, or is or was serving at the request of the Association as a Director, Officer, Member-at-Large, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, Member-at-Large, employee, or agent of a foreign or domestic corporation that was a predecessor association of the Association or of another enterprise at the request of the predecessor association;

#### 10.1.2 "Proceeding"

means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

#### 10.1.3 "Expenses"

includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees,

costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 10.

## Section 10.2 Applicability of Indemnification Provisions

### 10.2.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 10, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

### 10.2.2 Settlement or Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 10, or any claim, issue, or matter therein, or sustains a judgment rendered against him/her, then the provisions of Section 10.3 through Section 10.6 shall determine whether the Agent is entitled to indemnification.

## Section 10.3 Actions Brought by Persons Other than the Association

This Section 10.3 applies to any proceeding other than an action “by or on behalf of the Association” as defined in Section 10.4. Such proceedings that are not brought by or on behalf of the Association are referred to in this Section 10.3 as “Third Party Proceedings.”

### 10.3.1 Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 10.3.2, the Association may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party Proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Proceeding.

### 10.3.2 Required Standard of Conduct For Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 10.3.1 above is conditioned on the following: The Board must determine, in the manner provided in Section 10.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Association, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Association or that he or she had reasonable cause to believe that his or her conduct was unlawful.

## Section 10.4 Action Brought By or On Behalf Of the Association

This Section 10.4 applies to any proceeding brought (i) by or in the right of the Association, or (ii) by an Officer, Director or person granted relator status by the

Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Association”).

#### 10.4.1 Scope of Indemnification in Proceeding By or On Behalf Of the Association

Subject to the required findings to be made pursuant to Section 10.4.2, and except as provided in Sections 10.4.3 and 10.4.4, the Association may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Association, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

#### 10.4.2 Required Standard of Conduct For Indemnification in Proceeding By or On Behalf Of the Association

Any indemnification granted to an Agent in Section 10.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 10.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

#### 10.4.3 Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Association, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

#### 10.4.4 Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Association in the performance of the Agent’s duty to the Association, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 10.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) The determination of good faith conduct required by Section 10.4.2 must be made in the manner provided for in Section 10.5; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the

Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### Section 10.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 10.3 and Section 10.4 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Association or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the Association opposes the application by the Agent, attorney, or other person.

#### Section 10.6 Limitations

No indemnification or advance shall be made under this Article 10, except as provided in Sections 10.2.1 or 10.4.4(b), in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### Section 10.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Association before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 10.

#### Section 10.8 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 10 shall affect any right to indemnification to which persons other than Directors and Officers of the Association, or any of its subsidiaries, may be entitled by contract or otherwise.

#### Section 10.9 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 10, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Association would have the power to indemnify the Agent against the liability under the provisions of this Article 10.

## ARTICLE 11. CORPORATE RECORDS, REPORTS AND SEAL

Section 11. The fiscal year for the Association shall be from April 1 - March 31.

#### Section 11.1 Minute Book

The Association shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

#### Section 11.2 Books and Records of Account

The Association shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

#### Section 11.3 Articles of Incorporation and Bylaws

The Association shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

#### Section 11.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Association shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

#### Section 11.5 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Association's fiscal year containing the following information:

- (a) The assets and liabilities of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Association, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):

- (1) Any Director or Officer or Member-at-Large of the Association, its parent, or its subsidiary;
- (2) Any holder of more than 10% of the voting power of the Association, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Association; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director or Member-at-Large, under Article 9 or Article 10.

#### Section 11.6 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Association and each of its subsidiaries. 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 11.7 Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## ARTICLE 12. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

#### Section 12.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, 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 Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 12.2 Checks and Notes

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

### Section 12.3 Deposits

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

### Section 12.4 Gifts

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

## ARTICLE 13. CONSTRUCTION AND DEFINITIONS

Section 13.1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Association and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

## ARTICLE 14. AMENDMENTS

Section 14.1. Proposed amendments to this Constitution and its Bylaws shall be presented in writing to all members of the Association at least one (1) month prior to the annual membership business meeting, and shall become effective when approved by a majority vote of those members in good standing casting their votes at the meeting.

Section 14.2. Between annual business meetings, special rules of order may be created or amended by action of the Executive Board. A vote to establish, alter or remove special rules of order must be announced at least one (1) month in advance and must carry by at least a two-thirds (2/3) majority of those present at the Board meeting when the vote occurs.

Section 14.3 No later than three (3) years after inception, special rules of order must be brought before the membership for incorporation into the Constitution. This shall be done according to the rules governing amendments (see Section 14.1, above).

## ARTICLE 15. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 15.1. Prohibition Against Sharing Association Profits and Assets



No Director, officer, employee, or other person connected with this association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the association assets on dissolution of the association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the association, whether voluntarily or involuntarily, the assets of the association, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the **California Educational Theatre Association**, a California nonprofit public benefit Corporation; that these Bylaws, consisting of twenty-four (24) pages, are the Bylaws of this Association as adopted by the Board of Directors on October 8, 2016, and that these Bylaws have not been amended or modified since that date.

Executed on January 3, 2017 at Palo Alto, California.

KATHLEEN WOODS  
Secretary

FORMALLY NOTARIZED PAGE is separate from this file.

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Executed on 1/3/17 at Palo Alto, California.

[NAME]  
Secretary

KATHLEEN WOODS  
*Kathleen Woods*

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of the document.

State of California  
County of Santa Clara

Subscribed and sworn to (or affirmed) by  
on the 03 day of Jan-2017  
by Date Month

(1) *Kathleen Woods*  
(and (2) \_\_\_\_\_  
Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence  
to be the person(s) who appeared before me

Signature *AB*  
Signature of Notary Public

