

**Article I  
Purposes**

The specific and primary purposes for which this corporation is formed are those provided in its Articles of Incorporation, as amended from time to time.

**Article II  
Principal Office**

The principal office for the transaction of the business of the corporation shall be at 59 Arlington Avenue, Kensington, CA, 94707, Contra Costa County or at such other place as the Board of Directors may from time to time determine.

**Article III  
Membership**

**Section 1. – Eligibility**

There is only one class of membership. Membership shall be composed of (1) participating groups as described in Article IV of these By-Laws, (2) residents of Kensington or its vicinity who are active in carrying out the corporation's programs and who are approved for membership by the Board of Directors, such members to serve at the pleasure of the Board, and (3) all members of the Board of Directors who are not designated representatives of participating groups.

A roster of the approved current membership shall be kept by the Board.

**Section 2. – Rights of Members**

Each member shall be entitled to vote in the election of directors, to make suggestions, objections, and recommendations to the Board of Directors, and to exercise one vote on any proposal submitted to the membership at the annual or any special meeting of the membership.

**Article IV  
Participating Groups**

**Section 1. – Eligibility and Approval of Participating Groups**

A participating group shall be a non-profit community organization. Participation shall also include Kensington Community Service District and may include similar districts or agencies serving Kensington. All participating groups shall be approved as members by the Board of

Directors. Each such organization shall have one representative designated to act on its behalf, and the organization shall act through such designated representatives, and no others. The method of selection of the representative shall be decided by the participating organization. Promptly after the selection of its representative, the organization shall give written notice to the Board of the name, address, and telephone number of the person chosen. The designated representative shall serve for a minimum of one year.

### **Section 2. – Responsibilities of Participating Groups**

Each participating group, shall, to the fullest extent practicable, have the following responsibilities:

- a. It shall, through its designated representative, attend each annual and special membership meeting and such of the regular meetings of the Board of Directors as the Board shall require.
- b. It shall agree to abide by regulations established by the Board of Directors regarding the use of facilities and publications which shall be made available to it by virtue of the sponsorship of the corporation.
- c. It shall give active support to the corporation's activities as requested by the Board of Directors.
- d. It shall be responsible for supporting and assisting in the corporation's activities, including fund drives and other community projects.
- e. It shall inform the Board of Directors of its current president and mailing address each year and of any policy changes which may affect the corporation's activities or the organization's qualifications to be represented.

### **Section 3. – Termination of Participating Groups**

An organization shall cease to be a "Participating group" by:

- a. Failing to advise the Board of its designated representative.
- b. Failing to have its representative present at two successive meetings of the membership or of the Board of Directors at which it is required to be present.
- c. Giving notice of withdrawal of its designation of a particular representative and failing to appoint a successor of the representative so withdrawn.
- d. Ceasing to cooperate in the activities of the corporation.
- e. Becoming a group whose purposes and policies are not in keeping with the purposes of the corporation.
- f. Withdrawal by the Board of Directors of the privilege of participating in the activities of the corporation.

PROVIDED, HOWEVER, that the termination of any organization as a "participating group" shall not become effective unless and until the Board of Directors, after giving notice to such group,

shall so declare by resolution duly adopted and entered into its minutes. Notice of such termination shall be given to such organization by the Secretary in writing mailed to it at its address as last recorded in the records of corporation.

## **Article V Nominations and Elections**

### **Section 1. – Nomination and Election of Directors**

A Nominating Committee consisting of three directors shall be appointed by the President at the regular business meeting of the Board of Directors in October of each year. The President shall designate one member of the Nominating Committee as Chairman.

It shall be the duty of the Nominating Committee to present at the next annual membership meeting a list of nominees for directors equal to the number of vacancies to be filled on the Board. Nominations of additional eligible, consenting persons may be made by members from the floor at this meeting.

To be eligible to serve as a Director of the corporation, a nominee must be either:

- a. An active member of a qualified participating member organization , or
- b. A resident of Kensington or its vicinity who is active in carrying out the corporation's programs and has been approved for membership by the Board of Directors.

The election of Directors shall be held at the annual membership meeting. The election of Directors shall be by secret ballot if the number of nominees shall exceed the number of vacancies to be filled; otherwise the election may be made by motion that the Secretary be directed to cast a unanimous ballot for the election of such nominees.

### **Section 2. – Vacancies**

Any vacancy on the Board, whether by reason of death, removal from office, or resignation, shall be filled by the remaining members of the Board, even though less than a quorum. A Director appointed to fill a vacancy shall have the qualifications set forth in Section 1 of the Article, and shall serve the unexpired term of his or her predecessor in office.

### **Section 3. – Election of Officers**

As soon as reasonably practicable, and within forty-five (45) days following the annual membership meeting, the Board shall meet for the purpose of organizing the Board, the election of officers, and the transaction of such other business as may come before the meeting. This meeting may, but need not, coincide with a regular Board meeting.

## **Article VI Directors**

### **Section 1. – Exercise of Corporation Powers**

Except as otherwise provided by these By-Laws, by the Articles of Incorporation or by the laws of the State of California, all corporate powers of the corporation shall be vested in and exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

### **Section 2. – Number**

The number of the corporation's Directors shall be fifteen (15). This number may be increased at any time by resolution of the Board of Directors, but in no event to exceed twenty (20), and may be decreased in like manner but in no event below nine (9).

The then current members of the Board shall appoint new Directors to fill any vacancy on the Board created by the enlargement of the permissible number of Directors. A Director appointed to fill such a vacancy shall have the qualifications set forth in Section 1 of Article V, and shall serve for a term which shall expire at the next annual membership meeting.

### **Section 3. – Term of Office**

Except as otherwise provided herein, members of the Board of Directors shall serve for a term of three years from the date of election. A director may serve for three consecutive terms. A Director, who has served three consecutive terms and has been President during the last year, shall be an ex-officio member of the Board for one additional year, without the power to vote.

After a member of the Board of Directors has served three consecutive terms as a director, or in the case of an ex-officio member, after such member has served three consecutive terms and additional year as provided above, he or she shall not be eligible to serve as a Director again until a period of one year has elapsed.

The Board of Directors may, by resolution, remove any Director from office for failure to attend three (3) successive meetings of the Board of Directors. Such resolution shall not be acted upon until prior written notice of such proposed motion has been given to the Director by mail addressed to him at his address as shown in the records of the corporation. Such notice shall be given by the Secretary upon request of the President.

The Secretary shall prepare a complete and accurate record of the beginning date of each officer's term and shall furnish same to the nominating committee.

**Section 4. – Powers**

Except as otherwise provided in the Articles of Incorporation, these By-Laws, and the laws of the State of California, the powers, general charge, management and control of the affairs, funds and property of the corporation shall be vested in the Board of Directors. Without in any way limiting the generality of the foregoing, the Board shall have full power with respect to the following matters:

- a. To enter into any and all contracts, leases and other agreements which in its judgment may be beneficial to the interest and purposes of the corporation, or necessary or desirable in the conduct of the affairs of the corporation.
- b. To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
- c. To convey, exchange, lease, mortgage, encumber transfer upon trust, or otherwise dispose of all property of the corporation, real or personal.
- d. To secure facilities in Kensington which are available for use by the corporation or its participating groups and for programs and functions sponsored by the same and to make arrangements for and to coordinate use thereof.
- e. To sponsor, supervise and promote a program for the development of the capabilities of individuals and the instruction of the public on subjects useful to individuals and beneficial to the community.
- f. To encourage the development of new groups or programs to meet community needs within the purposes for which this corporation in formed.
- g. To conduct fund drives as necessary and take such other action as may be appropriate to raise funds in order to carry on the activities and purposes of the corporation.
- h. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

**Section 5. – Miscellaneous**

The Directors shall receive no compensation but may be reimbursed for reasonable expenditures for or on behalf of the corporation and as authorized or ratified by resolution of the Board.

**Article VII  
Meetings****Section 1. – Place of Meetings**

Meetings (whether annual, regular, special or adjourned) of the membership or the Board Directors shall be held at the principal office for the transaction of business, as specified in

Article II here of, or at such other place within Kensington as may be designated from time to time by the Board.

### **Section 2. – Annual Membership Meetings**

The annual meeting of the membership of the corporation shall be held in January of each year or at such other time as may be designated from time to time by the Board. Said annual meeting shall be held for the making of reports of the affairs of the corporation, for the election of Directors, and for the transaction of such other business as may be submitted to the members by the Board of Directors.

### **Section 3. – Regular Meetings of the Board of Directors**

The regular meetings of the Board of Directors of the corporation shall be held on the first non-holiday Monday of the month in each of the months of September, October, November, December, January, March, April and May of each year, or at such other frequency, date, time and place as the Board shall from time to time determine.

### **Section 4. – Special Meetings**

Special meetings of the Board of Directors may be called at any time by the President or by any three or more directors.

Special meetings of the membership may be called by the President or upon motion of the Board of Directors.

### **Section 5. – Notice of Meetings**

Notice of the regular Board meeting shall be mailed to each Director at least five (5) days before the date of such meeting. Notice of special meetings of the Board of Directors shall be given to each Director at least twenty-four (24) hours before the meeting, either by telephone, by oral personal notice, or by hand delivery of written notice, to the last known address of such Director.

Notice of the annual or any special membership meeting shall be mailed to each member at least ten (10) days before the date of such meeting.

### **Section 6. – Quorum**

Five (5) Directors, or one third (1/3) of the Directors then holding office, whichever is fewer, shall constitute a quorum at any meeting of the Board. The Board may transact business upon the concurrence of a majority of such quorum.

At the annual or any special meeting of the membership, a quorum shall consist of those members and Directors present. The membership may transact business upon the concurrence of a majority of such quorum.

### **Section 7. – Waiver of Notice and Consent**

The transactions of any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Any action required or permitted to be taken by the Board of Directors may also be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors.

The transactions of the annual or any special membership meeting however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the members not present signs a written waiver or notice, a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

At the option of the Board, any action which may be taken at any regular or special meeting of the members may be taken without a meeting if a written ballot is distributed to every member setting forth the proposed action, providing an opportunity for the member to specify approval or disapproval of any proposal on which the membership is entitled to take action, or to abstain, and providing a reasonable period of time within which to return the ballot to the corporation. Ballots must be received by the corporation within the time specified from a number of members at least equal to the quorum applicable to a meeting of members. The number of ballots approving any proposal must be at least equal to the number of votes that would be required to approve such proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot in order for such proposal to be considered adopted by the membership. All written ballots shall be filed with the Secretary of the corporation and a record shall be maintained in the corporate records. Directors may be elected by written ballot as provided hereinabove. Any action required or permitted to be taken by the members may also be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent shall be filed with the minutes of the proceedings of the members. Action by such written consent shall have the same force and effect as the unanimous vote of the members.

## **Article VIII Officers**

### **Section 1. – Officers and Terms**

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer, who shall be chosen by and from the Board of Directors. Their term of office shall be for one year or until their successors are duly elected. The Board may appoint such other officers of the corporation. Including by not limited to a Financial Secretary, Assistant Secretary, and Assistant Treasurer., as the Board deems necessary or desirable in order to aid in carrying on the activities and purposes of the corporation. Such appointees need not be Directors and such appointees shall be chosen in such manner, shall have such powers and duties, and shall hold office for such terms, as the Board may prescribe.

### **Section 2. – President**

The President shall be the chief executive officer of the corporation, and shall preside at all meetings of the corporation and Board of Directors and perform any and all duties usually incident to such office.

### **Section 3. – Vice President**

In the absence of the President or in the event of the President's disability, inability, or refusal to act, at the direction of the Board, the Vice President shall perform all of the duties of the President and in so acting shall have all of the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

### **Section 4. – Secretary**

The Secretary shall keep the minutes of all meeting of the corporation and Board of Directors and the reports of all officers and committees and shall send out notices of meetings. The Secretary shall conduct the general correspondence of the corporation and shall keep a roster of the current membership and participating groups. The Board may appoint an Assistant Secretary who shall aid the Secretary and, in his/her absence, perform the duties of that office.

### **Section 5. – Treasurer**

The Treasurer shall be the chief financial officer of the corporation. The Treasurer shall cause to be kept regular, true and full accounts of all receipts and disbursements and shall make an annual report at the annual meeting of the corporation and shall make to the Board at each of its regular meeting a complete statement of receipts and disbursements and financial information as may be directed by the Board. The Treasurer shall receive funds due the



corporation from whatever source and deposit funds of the corporation in the corporation's account in such banks or other financial institutions as may be designated by the Board of Directors.

**Section 6. – Additional Duties**

All officers of the corporation shall perform, in addition to the above described functions, such other duties as may be delegated to them by the Board.

Each officer shall also be responsible for maintaining and updating a procedural manual for that office to affect the orderly transfer of power.

**Article IX  
Paid Personnel**

The Board of Directors may employ such paid personnel as the Board may deem appropriate in order to carry out the functions and purposes of the corporation. Without limiting the generality of the foregoing, the Board may employ a paid accountant, bookkeeper, or other person, to assist the Treasurer and to perform such duties and functions as may be specified by the Board of Directors from time to time. Such person may, but need not be, appointed as Financial Secretary or Assistant Treasurer.

**Article X  
Committees**

The President may appoint, subject to approval by the Board of Directors, such committees, either special or advisory, as the Board or the President may from time to time deem desirable. The duties of such committees shall be determined by the Board. Each committee shall limit its activities to the accomplishment of the task or tasks for which it is appointed, and shall have no power to act except such as is conferred by action of the Board. Upon completion of the task for which appointed, such committee shall stand discharged.

**Article XI  
Indemnification of Directors, Officers Employees and Other Agents**

The corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees or other agents (hereinafter referred to as "Agents") against expenses, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with any proceeding or any threatened proceeding (hereinafter

“proceeding” includes any threatened proceeding) arising by reason of the fact that any such person is or was an Agent of this corporation; provided that the Board of Directors determines that such Agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes a proceeding brought by this corporation, a proceeding instituted or maintained on behalf of this corporation by a member and certain actions brought by the Attorney General or a person granted relator status by the Attorney General.

In a proceeding as to which indemnification pursuant to the preceding paragraph is specifically excluded by law, this corporation shall indemnify each of its Agents against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was an Agent of this corporation; provided that the Board of Directors determines that such Agent was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of any 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 or by law.

The Board of Directors may authorize this corporation to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by such person in such capacity or arising out of the person’s status as such, whether or not this corporation would have the power to indemnify such person against such liability.

This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person’s capacity as such, even though that person may also be an Agent of this corporation. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **Article XII Miscellaneous**

### **Section 1. – Instruments in Writing**

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation, shall be signed by such officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate. No officer, agent or employee of the corporation shall have the power to bind the corporation by contract or otherwise unless authorized to do so by these By-Laws or by resolution of the Board of Directors.

### **Section 2. – Bond**

The Board, at its discretion, may require any of its officers, directors, or employees to give a bond, and the cost thereof shall be borne by the corporation.

### **Section 3. – Fiscal Year**

The fiscal year of this corporation shall start on July 1 and end on the following June 30, or as shall be otherwise established by the Board of Directors.

## **Article XIII Additions and Amendments to By-Laws**

These By-Laws may be amended or repealed, or new By-Laws may be adopted, by a majority vote of the Directors of the Board present at any Board meeting duly and regularly called at which a quorum is present, provided, however that a By-law fixing or changing the number of Board members, increasing the terms of Board members, changing the procedure related to filling vacancies on the Board created by the removal of a Board member, fixing or changing the quorum requirements for meeting of members, changing or eliminating proxy rights, or authorizing cumulative voting may be adopted, amended, or repealed only with approval of the members of the corporation, and provided further that any such By-law which would materially and adversely affect the rights of members as to voting or transfer may be adopted, amended, or repealed only by the vote or written consent of the member of this corporation. These By-Laws may also be amended or repealed, or new By-Laws may be adopted by majority vote of the members of the corporation present and voting at any annual membership meeting, duly and regularly called, at which a quorum is present. The notices required regarding any meeting of the Board or any meeting of the members of the corporation at which proposed amendments to these By-Laws, or the adoption or repeal of By-Laws are to be considered, shall include notice of the proposed amendments or of the By-Laws proposed to be adopted or repealed.