

BYLAWS of MATES Community Network, A California Nonprofit Public Benefit Corporation

ARTICLE I - NAME

The name of this organization shall be "MATES Community Network, a California Nonprofit Public Benefit Corporation," hereinafter referred to as the "Corporation." This organization shall be known as "MATES Community Network" or "MCN."

ARTICLE II - PURPOSE

Section 1.

The purpose of the MCN is to operate exclusively to support Meadows Arts and Technology Elementary School (or "MATES"), a California nonprofit public-benefit corporation operating as a public charter school, as it carries out its educational mission, goals, and purposes.

Section 2.

The Corporation, in collaboration with the MATES Administration and MATES Board of Directors, shall:

- a. Encourage a sense of community between students, families, and school
- b. Provide enrichment of students' educational experiences through programs and events
- c. Raise funds to support the educational mission and goals of MATES
- d. Support the teachers and staff through needed purchases
- e. Promote and encourage community service among the students and families through school-wide and community-wide projects and activities.

ARTICLE III - BASIC POLICIES

The basic policies of the Corporation are:

- a. The Corporation shall be noncommercial, nonsectarian and nonpartisan.
- b. No part of the net earnings of the Corporation shall personally be used by its Members, also known as the General Membership (as defined in Article IV, Section 1), Executive Board Officers, or other private persons.
- c. The Corporation shall have no employees.

- d. The Corporation may be dissolved only with authorization by: its Executive Board (that is, all elected and appointed Officers, the MATES Executive Director or his/her appointee, a MATES staff member, and a MATES Board of Directors member) where notice is given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the General Membership in attendance (defined in Article IV, Section 1.a.).
- e. The Corporation shall only carry on activities permitted to be carried on by:
 - (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations, that is MATES itself, or another supporting organization that has been established for the sole purpose of supporting MATES, and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- f. The Corporation or Members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to any candidate for public office. The Corporation or its Members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purposes of the organization.
- g. The Executive Board, by majority vote, may authorize any Executive Board Officer or agent of the organization to enter into any contract or execute and deliver any instrument or legal document in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Executive Board Officer or agent shall have any power or authority to bind the Corporation by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- h. The Executive Board shall not assume any financial obligation or capital project that extends beyond three (3) years unless approved by the MATES Board of Directors and ratified by General Membership with 2/3 affirmative paper ballot vote of those in attendance.
- i. The Corporation shall be represented at the regular meetings of the MATES Board of Directors by its President/Co-Presidents or alternate, as designated by the President/Co-Presidents.

ARTICLE IV - GENERAL MEMBERSHIP AND ITS MEETINGS

Section 1.

- a. Membership in the MCN is open to any parent or legal guardian of a student who is currently enrolled at MATES, MATES students, MATES teachers and staff, and MATES Board of Directors (hereinafter referred to as the "General Membership").
- b. All General Members (with the exception of students) have the opportunity to serve on MCN committees, participate and volunteer in MCN-related activities, and run for the MCN Executive Board office. Students may not run for the MCN Executive Board or chair a committee.
- c. There is no membership fee to join the MCN.
- d. There shall be a minimum of four (4) General Membership meetings throughout the school year (see Standing Rules for dates).

Section 2.

- a. The Board-Elect can begin the planning process for the next year's events and activities after the election in March.
- b. The next year's proposed Events and Budget shall be presented to the General Membership by the MCN Board-Elect for approval at the last General Membership meeting of the current school year, and the final Calendar of Events and any amendments to the Budget, as necessary, shall be presented to the General Membership by the MCN for approval at the first General Membership meeting of the new school year.
- c. Full financial flexibility and spending can begin for the new Executive Board on July 1st. All approved Programs, projects and expenditures must be recorded in the General Membership minutes, the legal record of the Corporation.

Section 3.

The General Membership shall elect the subsequent year's Executive Board Officers at the annual election meeting in March.

ARTICLE V - OFFICERS AND THEIR ELECTION

Section 1.

- a. The elected Officers of the MCN shall be **President, Programs Chairperson, Fundraising Chairperson, Secretary, Treasurer, Financial Secretary, Room Representative Chairperson, Communications Chairperson, and Auditor**. These Officers shall be elected annually.
- b. A **Parliamentarian** shall be appointed annually.
- c. The additional Executive Board Officers shall be the **MATES Executive Director or Assistant Executive Director, a MATES Staff Member** as appointed by the MATES Staff, and **a member of the MATES Board of Directors**. These Officers shall also be assigned, appointed, or volunteered annually.

Section 2.

For purposes of ensuring that the Corporation aligns its goals and objectives with supporting the educational mission and goals of MATES, all Executive Board Officers shall be ratified by the General Membership and presented, as a courtesy, to the MATES Board of Directors.

Section 3.

The privilege of holding Executive Board office shall be limited to the following:

- a. Each Executive Board Member of the Corporation shall be a member of the Corporation as defined in Article IV - General Membership.
- b. Only those persons who are eligible and who have signified their consent to serve shall be nominated, elected, or appointed to office.
- c. Nominees for the offices of President, Programs, Fundraising, Treasurer, Financial Secretary, or Auditor shall not be related by blood or marriage or reside in the same household as one another.

Section 4.

Co-Executive Board Officers are an acceptable option for all positions; i.e., Co-Presidents, Co-Programs Chairpersons, etc. Co-officers get one vote—not two—to represent that position. At the end of each term, new Executive Board Officers will be elected. If the President/Co-Presidents are both new Officers, the incoming Executive Board Officers may consider inviting the past President/Co-President to remain on the Executive Board for another year in a non-voting, advisory capacity.

Section 5.

Executive Board Officers shall be elected by the General Membership in March. Nominations for the Officers shall be made by a Nominating Committee which shall be appointed by the Parliamentarian and approved by the Executive Board.

- a. The Nominating Committee shall be appointed by the Parliamentarian in November. The committee shall serve until the annual election meeting in March.
- b. The Nominating Committee shall be composed of five (5) members with two (2) alternates. The Executive Director or Assistant Executive Director, or a faculty representative appointed by the Executive Director/Assistant Executive Director, if not an elected member of the Nominating Committee, shall serve in an advisory capacity. The Nominating Committee shall elect its own Chairperson.
- c. No member shall serve on the Nominating Committee for two (2) consecutive years.
- d. Immediately upon its election, the Parliamentarian shall meet with the Nominating Committee to set the date of its first meeting.
- e. Alternates shall not attend meetings unless an elected member cannot be present at a given meeting.
- f. The Nominating Committee shall submit the slate to the MCN Executive Board in February and at least thirty (30) days prior to the annual election meeting. The Executive

Board must vote on the slate prior to the annual election meeting at the General Membership Meeting in March, where additional nominations must be called from the floor.

Section 6.

Election shall be held by ballot at the annual election meeting in March. If there is only one nominee, including co-officers, for any office, the ballot for that office may be dispensed with and the election held by voice vote.

Section 7.

Executive Board Officers shall serve for a term of one (1) year or until their successors are elected. (In the event that no successor is elected, the position is declared vacant. Vacant positions must be filled by the incoming Executive Board or existing Executive Board per Article V, Sections 9 and 10 below). No Executive Board Officer shall be eligible for the same office for more than two consecutive terms, or hold more than one elected or appointed office simultaneously. Officers shall assume their duties in June, with the handing over of financial responsibility taking place on July 1st. A person who has served in an office for more than six months of a full term shall be deemed to have served a full term in office.

Section 8.

The President-elect may call meetings of the Officers-elect, the Executive Director/Assistant Executive Director, or a representative appointed by the Executive Director, as necessary, to ratify the appointments of appointed Officers, to fill vacancies on the Board-Elect and to make plans for the coming year's work, any time after the official election meeting in March.

Section 9.

If a position on the Executive Board remains unfilled or becomes vacant after election, it shall be considered a vacant office to be filled by the Executive Board-elect or Executive Board and ratified by the General Membership at the next available General Membership meeting. It shall be opened up to the General Membership for any interested party prior to being filled.

Section 10.

A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Executive Board. Election to fill a vacancy shall require a majority vote of the Executive Board, with at least ten (10) days' previous notice. If notice is not given, the election to fill the vacancy shall require a two-thirds (2/3) vote of the Executive Board. If vacancy occurs in the office of the President, the First Vice-President (defined in Article VI, Section 2) shall serve notice of the election to the Executive Board.

Section 11.

Except as provided below, any Executive Board Officer may resign by giving written notice to the President or Secretary of the Executive Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If an Executive Board Officer's resignation is effective at a later time, the Executive Board may elect a successor to take office on the date the resignation becomes effective.

Section 12.

Each Executive Board Officer, upon expiration of the term of office or in the case of resignation or termination, shall turn over to the President without delay, all records, books and other material pertaining to the office or the Corporation, and shall return to the Treasurer, without delay, all funds belonging to the Corporation.

Section 13.

The Corporation can not be left without any officers and must be dissolved first (per Article III, Subsection d).

Section 14.

When an Executive Board Officer fails to attend three (3) consecutive meetings without adequate excuse, or when an Executive Board Officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws or Standing Rules, or engages in conduct that the Executive Board determines to be injurious to the Corporation or its purposes, the Executive Board may, by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate.

If it is determined an Executive Board Officer shall be removed from office, the following shall occur:

- a. The Executive Board Officer must be given fifteen (15) days written notice prior to the Executive Board meeting in which the vote for removal from office is to occur.
- b. The written notice shall contain the reasons for the proposed removal, and shall be mailed by certified mail, return receipt requested, to the last address of the Officer shown on the Corporation's records.
- c. At the meeting, the Executive Board Officer must be given an opportunity to address the Executive Board, either orally or in writing.
- d. A two-thirds (2/3) vote of the Executive Board shall be sufficient to remove the Executive Board Officer from office.
- e. The removal vote shall be recorded in the Executive Board minutes and shall specify the number of members voting in favor of and against such removal.
- f. The MATES Board of Directors shall be notified in writing of the action taken by the Executive Board.

ARTICLE VI - DUTIES OF EXECUTIVE BOARD OFFICERS

Section 1.

The **President** shall:

- a. Coordinate the work of the Executive Board Officers and committees of the MCN in order that its purposes may be promoted.
- b. Preside at all meetings of the Executive Board.
- c. Automatically be a member of all committees except the Nominating Committee and Bylaw Review Committee.
- d. Appoint the Parliamentarian.
- e. Sign all authorizations for payment as required by the Executive Board.
- f. Be responsible for assisting in the preparation and reporting of the regular updates and annual reports required by the MATES Board of Directors, including but not limited to the annual budget, audits, and calendars.
- g. Be the official representative of the MCN at the MATES Board of Directors meetings, with the authority to delegate representation to other Executive Board members.
- h. Approve, in conjunction with the Executive Director/Assistant Executive Director, all newsletters, flyers and/or notices of the MCN presented by the Communications Chairperson, prior to distribution.
- i. Have all contracts and/or legally binding documents approved by the Executive Director/Assistant Executive Director after approval by the Executive Board, and prior to signing said contract.
- j. Sign all contracts along with another member of the Executive Board (see Article III, Subsection g).
- k. Be authorized to sign checks, and not be related by blood or marriage or reside in the same household as any other authorized signer for the Corporation's financial accounts.
- l. Be entitled to all rights and privileges of Executive Board membership, including the right to make motions, debate, and vote.
- m. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 2.

The **Programs Chairperson(s)** and **Fundraising Chairperson(s)** shall serve as First Vice-President and Second Vice-President, respectively, and shall act as aides to the President. In their designated order, they shall perform the duties of President in the absence or disability of that Officer to act. If the President is absent or disabled and there is no Co-President, a Vice-President, as described above, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President.

Section 3.

The **Programs Chairperson** shall:

- a. Seek volunteers for, convene, and oversee committees for each Program throughout the school year.
- b. Survey families to determine volunteering opportunities, interests, and needs.
- c. Submit a written or oral report at each MCN Executive Board meeting.
- d. Publicize upcoming Programs/activities in coordination with the MCN Communications Chairperson.
- e. Assist and accompany the MCN President to meetings with the MATES Board of Directors and Executive Director when required.
- f. Meet with the MCN President and MATES Executive Director/Assistant Executive Director to plan and calendar programs for the school year.
- g. Encourage participation in MCN Programs.
- h. Be entitled to all rights and privileges of Executive Board membership, including the right to make motions, debate, and vote.
- i. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 4.

The **Fundraising Chairperson** shall:

- a. Seek volunteers for, convene, and oversee committees for each Fundraiser throughout the school year.
- b. Submit a written or oral report at each MCN Executive Board meeting.
- c. Publicize upcoming Fundraisers/activities in coordination with the MCN Communications Chairperson.
- d. Assist and accompany the MCN President to meetings with the MATES Board of Directors and Executive Director when required.
- e. Meet with the MCN President and MATES Executive Director/Assistant Executive Director to plan and calendar programs for the school year.
- f. Encourage participation in MCN Fundraisers.
- g. Be entitled to all rights and privileges of Executive Board membership, including the right to make motions, debate, and vote.
- h. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 5.

The **Secretary** shall:

- a. Keep accurate written record of the proceedings and minutes of all meetings of the Corporation.
- b. Store all accurate written record of the proceedings and minutes of all meetings of the Corporation in a bound book which is the legal record of the Corporation.
- c. Sign and date the meeting minutes.
- d. Be prepared to refer to minutes of previous meetings.
- e. Prepare a list of all unfinished business for use by the President.

- f. Record all expenditures in the minutes, including release of funds.
- g. Keep a current signed original set of the Bylaws and Standing Rules.
- h. Conduct all necessary correspondence of the Corporation upon authorization of the President or the MCN Executive Board.
- i. Send out notices of Executive Board meetings including accurate agendas, attachments, and previous meeting's minutes.
- j. Be entitled to all rights and privileges of Executive Board membership, including the right to make motions, debate, and vote.
- k. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 6.

The **Treasurer** shall:

- a. Keep such permanent books of accounts and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the Corporation. Such books of accounts and records shall at all reasonable times be open to inspection by any member of the Corporation (see Article IV, Section 1, Subsection a).
- b. Chair the Budget Committee (the Budget Committee shall be composed of the Treasurer, President, Executive Director/Assistant Executive Director, Programs Chairperson and the Fundraising Chairperson) and prepare the budget for adoption by the Executive Board, ratification by General Membership, and presentation to the MATES Board of Directors.
- c. Contact the bank to secure signatures of all authorized signers on all checking and savings account signature cards and file with the bank immediately upon taking office (see "f" below).
- d. Receive and retain a copy of the deposit slip for all deposits made.
- e. Pay all bills authorized by the Executive Board on receipt of authorization for payment signed by the President and another authorized Executive Board member.
- f. Secure two signatures on all checks. Any two of the following are authorized to sign: President, Treasurer and First Vice-President (Programs Chairperson, as defined in Article VI, Section 2). An authorized signer shall not be related by blood or marriage or reside in the same household as another authorized signer.
- g. Designate individuals to count cash/checks, ensure they are not related by blood or marriage or reside in the same household as one another, and that funds cannot leave campus to be counted, and must be stored in a lockbox on MATES campus until appropriately and properly deposited.
- h. Keep an accurate record of receipts and disbursements in a ledger which is a permanent record of the Corporation. All other financial records must be retained for seven (7) years, including the current year.
- i. Keep the General Membership informed of expenditures as they relate to the budget adopted by the Executive Board.
- j. Present a Treasurer's report at every Executive Board meeting and at other times when requested by the MATES Board of Directors.
- k. Be responsible for filling out and forwarding all necessary report forms for insurance, and for filing all tax returns and other forms required by government agencies. This includes any employee reporting forms, if required by the State of California, as well as any

independent contractor forms, if the Corporation hires any independent contractor(s). This also includes forwarding copies of all government filings to MATES Board of Directors upon request.

- l. Make an annual financial report to the MATES Board of Directors which includes gross receipts and disbursements for the year.
- m. Manage online banking, such as transferring incoming funds, from the PayPal or other direct payment accounts, to the bank account on at least a monthly basis.
- n. Be entitled to all rights and privileges of Executive Board membership, including the right to make motions (with the exception of financial motions), debate, and vote.
- o. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 7.

The **Financial Secretary** shall:

- a. Prepare all bank deposits as required by Executive Board.
- b. Deposit monies in a bank approved by the Executive Board.
- c. Give a copy of the deposit slip and deposit receipt to the Treasurer for all monies received for the Corporation.
- d. Keep an accurate record of all receipts and authorizations for payment for filing with the Treasurer's financial records.
- e. Be entitled to all rights and privileges of Executive Board membership, including the right to make motions, debate, and vote.
- f. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 8.

The **Room Representative Chairperson** shall:

- a. Serve to promote the goals of the organization through effective communication of events and activities as it pertains to classroom needs.
- b. Oversee the Head Room Representatives of each classroom, providing essential information in order to increase the quantity of volunteers and the overall quality of school activities/events.
- c. Facilitate and implement a streamlined communication system concerning MCN business/activities between the organization, the classroom teachers, and the parents.
- d. Coordinate and collaborate with the Communications Chairperson, the Programs Chairperson, the Fundraising Chairperson, and event chairpersons, in regard to the amount and type of help that is needed, then communicate this to Head Room Representatives.
- e. Clearly communicate roles and responsibilities to Head Room Representatives.
- f. Be entitled to all rights and privileges of Executive Board membership including the right to make motions, debate, and vote.
- g. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 9.

The **Communications Chairperson** shall:

- a. Assist and work closely with MCN's Officers in publicizing upcoming events and follow up with informative articles on awards given or fundraising activities.
- b. Communicate MCN meetings to encourage attendance.
- c. Promote involvement in MCN programs by families, staff, and students.
- d. Maintain the MCN Facebook page and website.
- e. Oversee flyer distribution for Wednesday Folders.
- f. Be entitled to all rights and privileges of Executive Board membership including the right to make motions, debate, and vote.
- g. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 10.

The **Auditor** shall:

- a. Audit the Corporation's books and financial records bi-annually (twice a year).
- b. Prepare a mid-year audit to be completed in January, and a year-end audit to be completed by July 1st. (The year-end audit is performed by the outgoing Auditor.)
- c. Present a written report to the Executive Board at the February and August meetings for adoption.
- d. Present a written report for ratification by the General Membership and present to MATES Board of Directors.
- e. Audit the books upon resignation of the Treasurer, Financial Secretary or any check signer, and at any time deemed necessary.
- f. Not be related by blood or marriage or reside in the same household as the Treasurer and/or the Financial Secretary, and/or authorized check signers.
- g. Be responsible for verifying on the Audit Report Form that all necessary report forms required by the General Membership for insurance, tax returns and other forms required by state and federal government agencies have been completed and filed by the due date.
- h. Be entitled to all rights and privileges of Executive Board membership including the right to make motions, debate, and vote.
- i. Perform such other duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 11.

The **Parliamentarian** shall:

- a. Attend all meetings of the Executive Board and give necessary advice in parliamentary procedure, based on Robert's Rules of Order, when requested.

- b. Call the first meeting of the Nominating Committee, select a Chairperson, give instructions in procedure, and may be contacted for additional information if needed; and shall attend meetings of the Nominating Committee only if serving as a member of the Committee.
- c. Review Bylaws and Standing Rules annually, and chair the Bylaws Committee and update the Bylaws and Standing Rules biennially (every other year).
- d. Be entitled to all rights and privileges of Executive Board membership including the right to make motions, debate, and vote.
- e. Perform other such duties as may be prescribed in these Bylaws, Standing Rules, or assigned by the Executive Board.

Section 12.

All Officers shall perform the duties outlined in these Bylaws and those assigned from time to time.

ARTICLE VII - RESPONSIBILITIES OF THE EXECUTIVE BOARD

Section 1.

The Executive Board shall be comprised of all elected Officers, the MATES Executive Director/Assistant Executive Director, a MATES staff member, a MATES Board of Directors member, and a Parliamentarian. The Parliamentarian shall be appointed by the President subject to approval of the Executive Board.

Section 2.

The Executive Board shall:

- a. Transact necessary business of the Corporation.
- b. Authorize the payment of the Corporation bills within the limits of the budget adopted by the General Membership.
- c. Authorize payment of other unbudgeted Corporation bills not to exceed a line item total of \$1,000. (See Standing Rules for specifics.)
- d. Create committees as are deemed necessary to promote the purposes and to carry out the work of the Corporation. (See Article VIII Section 6 for authority).

Section 3.

No more than 49 percent of the persons serving on the Executive Board may be “interested persons.” An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as an independent contractor, or otherwise and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

Section 4.

The Executive Board shall meet at least once a month during the school year. No later than the first month of the school year, the Executive Board shall schedule the day and week for the monthly Executive Board meetings (see Standing Rules for specifics).

Section 5.

Special meetings of the Executive Board may be called by the President. If other members of the Executive Board desire a special meeting, it is up to the discretion of the President to determine if it is a valid request. However, the President must call a special meeting upon the verbal or written request of five (5) members. All Executive Board members must be notified of special meetings at least 48 hours prior to the meeting. Only business mentioned in the notice of a special meeting can be discussed and transacted at that meeting. Emergency meetings may be called with 12 hours notice by the President due to extenuating or unpredictable situations that would otherwise adversely affect the operations of the Corporation.

Section 6.

A majority of the authorized number of Executive Board Officers shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Executive Board Officers present at a meeting at which a quorum is present shall be an act of the Executive Board.

Section 7.

Voting by proxy is prohibited.

Section 8.

Any Executive Board meeting may be held by conference telephone, video screen communication, or other video/audio communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- a. Each member participating in the meeting can communicate concurrently with all other members.
- b. Each member is provided the means of participating in all matters before the Executive Board, including the capacity to propose, or to object to, a specific action to be taken by the Corporation.
- c. The Executive Board has adopted and implemented a means of verifying both of the following:
 - A person communicating by telephone, video screen, or other audio/video communications equipment is an Executive Board Officer entitled to participate in the Executive Board meeting.

- All statements, questions, actions or votes were made by that Executive Board Officer and not by another person not permitted to participate as an Executive Board Officer.

ARTICLE VIII - COMMITTEES

Section 1.

The Executive Board will create all necessary Committees in order to carry out specific Programs, Fundraisers, and other projects each year. Chairpersons of Committees shall be appointed by the Executive Board Officer in charge of that Committee. The quorum for a Committee shall be a majority of its members. The authority of such Committees shall be subject to the limitations listed below in Section 6.

Section 2.

The term of office for Committee Chairpersons shall be one year or until the task has been completed or a successor has been appointed. The Committee Chairpersons and members of special committees shall serve until their assignments have been completed.

Section 3.

The Committee Chairperson shall present plans of work for approval to the Executive Board Officer in charge of that event or program. No contracts shall be undertaken without the consent of the Executive Board (see Article VI, Section 1, Subsection i), with the exception of a contract needing approval before the next Executive Board meeting, in which case the President/Co-President and Executive Director/Assistant Executive Director can approve the contract, as long as it is within budget.

Section 4.

When a Committee Chairperson fails to attend three consecutive Committee meetings without adequate excuse, or when a Committee Chairperson is not fulfilling the responsibilities of that position, or engages in conduct which the Executive Board determines to be injurious to the Corporation or its purposes, the Executive Board may, by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate.

If it is determined the Committee Chairperson shall be removed from office, the following shall occur:

- a. The Committee Chairperson must be given three (3) days written notice prior to the Executive Board meeting in which the vote for removal from that position is to occur. (This will most likely be a special meeting called specifically for this purpose.)

- b. The written notice shall contain the reasons for the proposed removal, and shall be hand-delivered and mailed via US Mail to the Committee Chairperson.
- c. At the Executive Board meeting mentioned in Subsection a, the Committee Chairperson must be given an opportunity to address the Executive Board, either orally or in writing.
- d. A two-thirds (2/3) vote of the Executive Board shall be sufficient to remove the Committee Chairperson from office.
- e. The removal vote shall be recorded in the Executive Board minutes and shall specify the number of members voting in favor of and against such removal.
- f. The MATES Board of Directors shall be notified at the subsequent MATES Board of Directors meeting.

Section 5.

Each Committee Chairperson, upon his expiration of the term of office or in the case of resignation or termination, shall turn over to the President without delay, all records, books, and other material pertaining to the Chairpersonship and the Corporation, and shall return to the Treasurer, without delay, all funds belonging to the Corporation.

Section 6.

The Executive Board, by resolution adopted by a majority of the Chairpersons then in office, may create one or more committees to carry out specific Programs and projects. Appointments to committees of the Executive Board shall be by majority vote of the authorized number of Officers. Any such committee shall have all the authority of the Executive Board, to the extent provided in the Executive Board resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members.
- b. Fill vacancies on the Executive Board or any committee of the Board.
- c. Amend or repeal Bylaws or adopt new Bylaws.
- d. Amend or repeal any resolution of the Executive Board that by its express terms is not amendable or repealable.
- e. Create any other committees of the Executive Board or appoint the members of committees of the Board.
- f. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Officers has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

ARTICLE IX - INDEMNIFICATION

Section 1.

To the fullest extent permitted by law, the Corporation shall indemnify its Executive Board Officers and other persons described in Article IV, Section 1, Subsection a, including persons formerly occupying any such positions, against all expenses, judgments, fines, paying any settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section.

On written request to the Executive Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Executive Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met, and if so, the Executive Board shall authorize indemnification.

ARTICLE X - INSURANCE

Section 1.

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Executive Board Officers and other agents, to cover any liability asserted against or incurred by any Executive Board Officer or agent in such capacity or arising from the Executive Board Officer's or agent's status as such.

ARTICLE XI - FISCAL YEAR AND IDENTIFICATION NUMBERS

Section 1.

The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

Section 2.

The Internal Revenue Service Employer Identification Number (EIN) for the Corporation is 45-5538529.

Section 3.

A minimum amount of operating funds will be carried over for use by the new Executive Board for initial operation after July 1. See Standing Rules for specifics.

ARTICLE XII - BYLAW AMENDMENTS

Section 1.

Bylaws for the Corporation shall be reviewed annually and updated biennially by the Bylaws Committee of the Corporation.

Section 2.

The Executive Board may adopt, amend or repeal any of these Bylaws by a majority of the Executive Board Officers present at a meeting, duly held at which a quorum is present, except that no amendment may go into effect until it has been approved by the General Membership. Executive Board-approved changes are not valid until approved by the General Membership.

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting Secretary of the MATES Community Network, a California Nonprofit Public Benefit Corporation; that these Bylaws, consisting of 17 pages are the Bylaws of the Corporation as adopted by the Executive Board on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

Secretary