

Bylaws
of
SOUTH BAY TAMIL SANGAM

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

Article I - Name, Purpose

Section 1: The name of this organization is South Bay Tamil Sangam (SBTS), a member-based non-partisan, non-profit public benefit that focuses on educational, cultural, and charitable activities for the promotion and preservation of Tamil Language, Culture and Heritage. South Bay Tamil Sangam will henceforth be referred to as SBTS or Sangam in these articles.

Article II – Administrative Process and Structure

Section 1: Administrative Process:

Governance: SBTS is governed by two bodies – Board of Directors (BOD) and Executive Committee (EC) with 5 sub-committee focused on the following defined tasks with an intention to assist and extend the capabilities of the EC.

- Education
- Events and Culture
- Youth Enablement
- Sports
- Health and Women Empowerment

In addition, both BOD and EC may appoint ad-hoc committees to execute specific tasks.

Section 2: Administrative Structure: The administrative structure consists of the following:

- Board of Directors
- Executive Committee
 - Officers
 - Members

The duties, terms and responsibilities of each of these administrative levels are detailed in the articles below.

Section 3: General Body (GB) is the collective group representing all paid members of Sangam for the current year. Any person or family upholding the objectives of SBTS and pays the membership fee (either annual, lifetime or platinum) shall be a General Body Member (GBM).

EC calls for and organizes General Body Meeting annually or upon request of:

1. Majority of EC members OR
2. Majority of BOD members OR
3. By at least 20% of the GBM

EC has to act upon the request within 30 days of such a request.

Section 4: Compensation: No Director, EC Officer, or EC member serving in the Executive Committee or any subcommittee of SBTS shall receive, directly or indirectly any salary, compensation or emoluments thereof, due solely to his or her position as Director, Officer, member of Executive Committee. Notwithstanding this provision, a Director, Officer or member of Executive Committee may be compensated for providing business or other professional services for which compensation is customarily paid.

Article III - Membership

1. South Bay Tamil Sangam events are open for all. However, members of SBTS have the following benefits as articulated below.
2. The membership of Sangam shall consist of Life, Family, Individual, Senior & Student members.
 - 2.1.1. Life Member: Any person or family(2 adults and maximum of 2 kids) who has paid a onetime life membership fee of \$250 will be admitted as Life Member.
 - 2.1.1.1. Membership is valid for life
 - 2.1.1.2. General Admission with priority seating³ is free¹ for life
 - 2.1.1.3. Food is free² for atleast one event in a year
 - 2.1.2. Family Member: Any family who has paid annual Family membership fee of \$50 will be admitted as Family member for that calendar year. Family membership applies to 2 adults and a maximum of 2 kids Family membership fees will not be prorated.
 - 2.1.2.1. Membership is valid for that calendar year
 - 2.1.2.2. General admission is free¹ for that calendar year
 - 2.1.2.3. Food is free² for atleast one event in that calendar year
 - 2.1.2.4.
 - 2.1.3. Platinum Member: Any person or family (2 adults and maximum of 2 kids) who has paid a one-time platinum membership fee of \$750 will be admitted as Platinum Member.
 - 2.1.3.1. Membership is valid for life
 - 2.1.3.2. General Admission with priority seating³ is free for life
 - 2.1.3.3. Food is free² at SBTS events for life
 - 2.1.3.4. One guest family(non-member: 2 adults and maximum of 2 kids) is allowed for any event at a free or discounted price with priority seating (However a minimum of 48 hours prior notice should be provided to SBTS to make seating & food arrangements for guests)
 - 2.1.4. Single Member: Any individual who has paid annual membership fee of \$25 will be admitted as Single member. Single membership fees will not be prorated.
 - 2.1.4.1. Membership is valid for that calendar year

- 2.1.4.2. General admission is free¹ for that calendar year
- 2.1.4.3. Food is free² atleast for one event for that calendar year

- 2.1.5. Student Member: Any individual who is a verified full time or part time student (age group under 25 years) and who has paid annual membership fee of \$10 will be admitted as Student member. Student membership fees will not be prorated.
 - 2.1.5.1. Membership is valid for that calendar year
 - 2.1.5.2. General admission is free¹ for that calendar year
 - 2.1.5.3. Food is free² for atleast one event in that calendar year
 - 2.1.5.4.

- 2.1.6. Senior Member: Any member who has reached the age of 65 (verified with valid ID) and who has paid annual fee of \$10 will be admitted as Senior member. Senior membership fees will not be prorated.
 - 2.1.6.1. Membership is valid for that calendar year
 - 2.1.6.2. General admission is free¹ for that calendar year
 - 2.1.6.3. Food is free² for atleast one event in that calendar year

Note:

- 1- Free in the general admissions context, denotes that admission is free for three SBTS events conducted every year (Pongal Kondattam, Chithirai Fest and Saravedi Galata). Exclusions apply – For special events (ex. Celebrity events or events involving higher cost) SBTS may decide to offer these members, admission tickets at a discounted price.
- 2- Free in the food context, implies that food is free for the frequency and duration specified under the membership. Exclusions apply – For special events (ex. Celebrity events or events involving higher cost) SBTS may decide to offer these members, food coupons at a discounted price.
- 3- Priority Seating for platinum and life members will be allocated behind sponsor seating on a first come first serve basis. These members have to inform SBTS event organizers atleast 3 days ahead to confirm priority seating

General:

1. Under SBTS discretion, any of the events mentioned above may be canceled due to any unforeseen circumstances (ex. natural calamities)
2. Children under age 18 years are considered as kids for membership purposes. When they reach the age of 18, they are considered adults and cannot continue with their parents' membership.

3. Member in Good Standing: A member in good standing is defined as an eligible voting member whose membership dues has been paid in full and is not under suspension or removed by SBTS. Eligible members in good standing can participate in collective decision consensus forums that SBTS board and officers may seek from the community.
4. Membership fees are non-refundable.
5. SBTS board members reserve the rights to take a final decision on membership.
6. Dormant members: Members are responsible to inform SBTS administration of the change in their physical address and email ID. If SBTS administration is unable to contact a member by both returned mail and bounced or unanswered emails, then that

member will be listed as “Dormant” and will not be counted for a quorum in a General Body (GB) meeting.

7. Further, any member who is informing SBTS of their inability to actively participate in SBTS activities would also be classified as a dormant member. Dormant members will not be considered towards quorum in all General Body meetings. However, they can change their state to active by informing SBTS board members that they can participate in SBTS activities.
8. Change in Membership Fees: The Executive Committee (EC) Officers can propose an increase in the membership fees for each category of membership by simple majority vote and submit to the BOD for approval. Any change in membership dues shall take effect from the next calendar year after the approval by the BOD. This change in membership fees will not affect existing Life and Platinum members

Article IV - Nonpartisan Activities

Section 1: This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described herein above in Article I, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. Likewise, the organization shall not undertake activities biased towards any religion and shall uphold a secular approach to foster religious, social and communal harmony.

Section 2: The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Article V - Dedication of Assets

Section 1: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation 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 Internal Revenue Code Section 501(c)(3).

Article VI – Board of Directors

Section 1: Number. The corporation shall have not fewer than three (3) nor more than nine (9) directors and collectively they shall be known as the board of directors. The

number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

Section 2: Powers. The BOD is legally responsible for all the activities of SBTS, as defined in the articles of the incorporation and bylaws. Hence the BOD is entrusted with the responsibility to oversee proper execution of SBTS's bylaws and discharge of the duties by the Executive Committee as outlined by the bylaws.

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 3: Duties and Responsibilities

Duties and responsibilities of the BOD include:

- a. Perform any and all duties imposed on them collectively by law, by the articles of incorporation of this corporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all EC officers, EC members, agents, and employees of the corporation;
- c. Supervise all EC officers, EC members, agents, and employees of the corporation to assure that their duties are performed properly;
- d. BOD shall serve as an advisory body to EC in the conduct of any business over \$4000 as deemed necessary and desirable in the interest of SBTS;
- e. All transactions over \$4000 require the approval of the BOD before execution;
- f. All transactions or disbursements related to charitable activities irrespective of amount require the approval the BOD before execution;
- g. The BOD shall appoint an internal auditing committee that shall consist of the SBTS Treasurer, Joint Treasurer, one EC member, one BOD member and one STBS member
- g. Meet at such times and places as required by these bylaws;
- h. Register their addresses with the secretary of the corporation and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 4: Transition Responsibilities: The existing BOD shall oversee that the proper and prompt transfer of documents and other matters related to assets and liabilities of SBTS to newly elected EC and newly elected BOD members.

The newly elected BOD and EC members shall ensure that the following transitions happen smoothly when appropriate:

- Organization documents including articles of incorporation, bylaws and Doing Business As (DBA) documents
- Financial documents and tax returns
- Bank accounts
- Inventory of Sangam physical assets and properties

Section 5: Nominations and Election Process for Board of Directors:

- a) Nominations to the board of directors shall have the following criteria:
 - a. Serve as SBTS officer for at least 1 year
 - b. No more than one family member can be part of the board concurrently.
 - c. If a past board of director wishes to nominate, there is at least 1 year break period from the board
 - d. If there are vacancies after nominations are invited and no EC officer is inclined to nominate, the existing board when it lacks a minimum quorum of 3 BOD members, will nominate a member from the community who is in good standing and a respected GBM of the community.
 - e. If the vacancies do not get filled despite the above measures, the remaining constituent board can request any of the exiting board members to continue for 1 year. However, this is only an interim backfill to maintain minimum required board members and these members must be replaced the following year.
- b) Election Process for board of directors:
 - a. Elections for board of directors will be conducted during first week of October every year.
 - b. Nominations will be invited from within the EC officers group in the first week of September by the constituent board of directors
 - c. Elections will be conducted by the board of directors if more nominations. If nominations match the number of vacancies, the EC officers nominated will be appointed to the board without an election.
 - d. If elections are conducted, the current BOD will vote to elect to fill the vacancies based on majority.

Section 6: Terms of Office. Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies.

Section 4: Terms of Office. Each director shall hold office for a period of 3 years. If there is no vacancy in the current BOD and there is no nomination for the BOD, then the election of new BOD shall be skipped for that year. If the election is skipped because of no nomination, even if any of the current BOD's term ends, the BOD shall continue the office until eligible replacement is elected.

If any Director resigns or is removed mid-term during the year, the BOD shall follow the same process to fill that vacant position as specified in Article [no], Section [no]

Section 7: Compensation. Directors shall serve without compensation except that they shall be allowed and paid actual and necessary expenses incurred in attending each meeting of the board of directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this

Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article IX of these bylaws.

Section 8. Restriction Regarding Interested Directors. Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" are defined in Article IX Section 2 of these bylaws.

Section 9: Place of Meetings.

a. Location. Meetings may be held via electronic communications in which all parties to the meeting may both hear and be heard at all times, or meeting may be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

b. Attendance. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

1. Each director participating in the meeting can communicate with all of the other directors concurrently;
2. Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
3. The corporation adopts and implements some means of verifying that a) all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and b) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

Section 10: Regular and Annual 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 and officers, 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." Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only. Additionally the board will hold at least two (2) regular meetings of the board

which may be held at such time and place as the board may fix from time to time by resolution.

Section 11: Special Meetings. Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 12: Notice of Meetings. Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery by the email carrier. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation or their email address as provided by the director. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 13: Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

Section 14. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 15: Quorum for Meetings. A quorum shall consist of one half of the current number of directors, or two directors, whichever is greater. Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a

withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

Section 16: Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

Section 17: Conduct of Meetings. Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, Newly Revised Edition, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

Section 18: Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the 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 directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 19: Vacancies. Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Directors may be removed without cause by a majority of the directors in office. Any director may resign effective upon giving written notice to the chairperson of the

board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general. Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director.

Section 18: Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 19: Indemnification by Corporation of Directors, Officers, Employees, and Other Agents. To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 20: Insurance for Corporate Agents. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Article VII - Officers

Section 1: Number of Officers. The officers of the corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may also have, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. The number of officers shall have a minimum of 3 office bearer roles including President, Secretary and Treasurer and shall not exceed 11.

Section 2: Qualification, Election and Term of Office. Any member may serve as an officer of this corporation. Officers shall be elected by the board of directors and Executive Committee at any time, and each officer shall hold office for a period of two

years, or until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Long-serving officers must be re-elected by the BOD and EC at least once every two years.

Section 4: Removal and Resignation. Any officer may be removed, either with or without cause, by a majority decision of the BOD and EC, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5: Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by BOD and EC. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the BOD and EC. Vacancies occurring in offices of officers appointed at the discretion of the BOD and EC may or may not be filled as the board shall determine.

Section 6: Duties of President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Section 7: Duties of Vice President. In the absence of the president, or in the event of his or her inability or refusal to act, if a vice president has been elected then the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Section 8: Duties of Secretary. The secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

- b. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Be custodian of the records.
- e. Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.
- f. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- g. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9: Duties of Treasurer. Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Article VII - Committees

Section 1: Executive Committee of the Board. The board of directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- a. The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- b. The filling of vacancies on the board or on any committee that has the authority of the board.
- c. The fixing of compensation of the directors for serving on the board or on any committee.
- d. The amendment or repeal of bylaws or the adoption of new bylaws.

- e. The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- f. The appointment of committees of the board or the members thereof.
- g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- h. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law. By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2: Other Committees. The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

Section 3: Meetings and Actions of Committees. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article VIII – Execution of Instruments, Deposits, and Funds

Section 1: Execution of Instruments. The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument 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 officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes. Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer or by the president of the corporation. Any

payment or check in the amount of \$500.00 or more may be signed by the treasurer or the president only when the other officer has been informed and approves. In the event either the treasurer or the president is not available to approve a payment or check of \$500.00 or more, the secretary may serve as the second officer required for approval.

Section 3: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4: Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

Article IX - Conflicts of Interest

Section 1: Purpose. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

Section 2: Definitions.

- a. Interested Person: Any officer or director or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article VIII, Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of

committees with governing board delegated powers considering the proposed transaction or arrangement.

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

c. **Procedures for Addressing the Conflict of Interest:**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflicts of Interest Policy.**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

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

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

Section 5: Compensation of employees and contractors. Voting member of any committee whose jurisdiction includes compensation matters is precluded from voting on matters pertaining to compensation of any employees or independent contractors to the organization who the voting member is related to by family, marriage or business relationships outside of the corporation.

Section 6: Annual Statements. Each officer, director and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy detailed here in Article IX of the Bylaws of the corporation,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of this Article, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article X - Amendments

Section 1: These Bylaws may be amended when necessary by a 2/3rds vote of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.

A2: Governance: SBTS is governed by two elected bodies – Board of Directors and Executive Committee. Six Subcommittees with defined tasks – Charity, Education, Cultural, Marketing & Public Relations, Sports and Youth – assist and extend the capabilities of the Executive Committee. In addition, both Board of Directors and Executive Committee may appoint ad hoc committees to execute specific tasks.