

BYLAWS OF
Valley VOTE, Inc.
A California Nonprofit Corporation

(Revised 03/22/06)

ARTICLE I

NAME, OFFICE AND PURPOSE

The name of this corporation is and shall be Valley VOTE, Inc. (hereinafter referred to as “the Corporation”).

The principal office of the Corporation shall be located in the San Fernando Valley Region of the City of Los Angeles, California. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

The principal purpose of the Corporation shall be as stated in the Articles of Incorporation:

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

ARTICLE II

DISSOLUTION

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any officer, director, or employee of the Corporation. The Corporation shall be governed on dissolution by Article V of the Articles of Incorporation.

ARTICLE III

MEMBERS

Section 1. Membership and Voting Rights

The Corporation may have classes of members as determined by the Board of Directors. Such members shall not be members, as defined by the California Corporations Code

Section 5056, shall have no voting rights, but shall have such rights as are prescribed by the Board of Directors. Membership shall be defined by the Board of Directors.(also referred to as the Board)

Section 2. Dues

Membership dues shall be payable in such amounts and at such times as determined from time to time by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the Corporation shall be managed and all powers shall be exercised by, or under the direction of; a Board of Directors. The Board may delegate certain functions, including management of the activities of the Corporation, to the Executive Committee to act on its behalf; subject to the ultimate control, direction, and approval of the Board. No funds shall be expended in support of or opposition to any candidate for public office.

Section 2. Number. Tenure and Qualifications

The Corporation shall have not less than twenty (20) nor more than one hundred (100) directors. The exact number within the specified limits shall be fixed by the Board which shall elect or appoint all directors. Except as hereinafter provided, each director shall hold office for a period of three (3) years or until a successor shall have been elected. The Board may stagger elections of directors by a random drawing of the initial directors such that one-third of the Board has a one-year term, one-third has a two-year term, and one-third has a three-year term. Thereafter, all terms for each position shall be for three years. The Board may accept a resignation prior to filling that vacancy with a successor. The directors shall annually select from among their number a Chairperson and a President.

Candidates for members of the Board of Directors shall be selected based on any of the following qualifying criteria:

- (a) Residents and business people from the San Fernando Valley
- (b) Individuals who support the organization's mission and purposes; and
- (c) Individuals who in the opinion of the Executive Committee have knowledge, skills, background or resources that will assist the organization in its mission and purposes.

Persons may apply for directorship on their own behalf or be nominated by anyone in the community. Each Board director shall actively participate in one or more committee activities as a condition of being elected to the Board, unless excused from such participation by a majority vote of the Executive Committee.

Section 3. Meetings

An annual meeting of the Board shall be held in May of each year at a time and place designated by the President.. The President shall, if present, preside at all meetings of the Corporation. Regular Board meetings will be held monthly unless canceled or changed by the Executive Committee.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, the Chairperson, the Secretary or twenty-five percent (25%) of the actual directors at a time and location they so designate.

Section 5. Notice of Special Meetings

Notice of any special meeting of the Board shall be given at least two (2) days prior thereto either personally or confirmed by facsimile, email, telephone or telegram or four (4) day's notice by first class mail subject to waiver of notice as provided in Article XI of these Bylaws.

Section 6. Quorum

Forty percent (40%) of the directors holding office at any point in time shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, *if* any action is approved by at least a majority of the required quorum for that meeting.

Section 7. Manner of Acting

Action by the Board shall be by a majority of the directors present at a meeting duly held at which a quorum is present unless a greater number is required by law.

Section 8. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the members of the Board shall individually or collectively consent in writing confirmed by email to such action. Such action by consent shall have the same force and effect as a vote of the Board at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 9. Participation in Meetings by Means of Conference Telephone

Members of the Board may participate in a meeting of the Board by means of a conference telephone, electronic screen communication, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. Nothing contained herein shall mandate the use of such means unless the same are readily available to any members and the Board at nominal expense or at such other reasonable expense as all shall agree.

Section 10. 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.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, or the Secretary, 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 Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by a majority of the remaining directors, though less than a quorum.

A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

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

Section 11. Compensation

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving reasonable compensation therefor or from receiving reimbursement for reasonable expenses, as may be determined by resolution of the Board in compliance with applicable laws.

Section 12. No Interest in Assets

No director shall possess any property right in or to the property of the Corporation. In the event the Corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws.

Section 13. Non-Liability of Directors

The directors shall not be personally liable for the debts, Liabilities, or other obligations of the Corporation, and the Corporation shall indemnify, defend and otherwise hold directors harmless for any and all reasonable actions taken, which reasonably relate to their service to this Corporation.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Number

The Corporation shall have an Executive Committee comprised of a minimum of five and a maximum of 25 members.

Section 2. Qualifications

The Executive Committee members shall be nominated and selected from and by the Board of Directors based upon community or business orientation, knowledge, skills, background or resources that will assist the Executive Committee in carrying out the mission and purpose of the Corporation. The officers of the Corporation shall automatically be members of the Executive Committee within the number specified above.

No person elected or appointed to a paid political office shall serve on the Executive Committee. Additionally, no person who has announced his or her intention to run for elected office, has filed papers to run for elected office or has filed papers to raise funds for a campaign for elected office shall serve on the Executive Committee.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or ultimately approved by the Board of Directors of this Corporation, the operational activities and affairs of this Corporation shall be conducted by, and corporate powers shall be exercised by or under the direction of the Executive Committee, chaired by the President.

Section 4. Duties

It shall be the duty of the Executive Committee to:

- (a) Perform any and all duties imposed on them collectively or individually by the Board of Directors, by law, by the Articles of Incorporation, 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 officers, agents and employees of, and contractors to, the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Screen all applications for membership on the Board of Directors and nominate candidates for Board membership for consideration and vote by the Board of Directors;
- (f) Develop a fair method or system of electing directors of the Board of Directors consistent with law, the Articles of Incorporation and the Bylaws;
- (g) Furnish their contact information to the Secretary. Notices of meetings sent to them at any of such addresses shall be valid notices thereof;
- (h) Report to and obtain requisite approval, consent, or ratification, as appropriate, from the Board of Directors for all matters that require such action by the Board by law.

Section 5. Term of Office

Each officer or member of the Executive Committee shall hold office for a period of one year and until his or her successor is elected and qualifies. There shall be no limit on the number of terms that may be served.

Section 6. Compensation

Except as otherwise specifically authorized, Executive Committee members shall serve without compensation. They may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Executive Committee or at such other place as may be designated from time to time by call of the Chairperson(s).

Section 8. Regular Meetings

Regular meetings of Executive Committee members shall be held monthly or more often, unless canceled by the Executive Committee.

At the April meeting of the Executive Committee held prior to the annual Board of Directors meeting in May of each year, candidates for the Board Directors shall be nominated by the Executive Committee for consideration and vote by the Board of Directors. At the May General Meeting, persons may apply for directorship on their own behalf, or be nominated by anyone in the community. Nominations are open during the months of April and May.

Section 9. Special Meetings

Special meetings of the Executive Committee may be called by the President, the Chairperson, the Secretary, or 60% of the Executive Committee members. Such meetings shall be held at the principal office of the Corporation or, if different, at the time and place designated by the person or persons calling the special meetings.

Section 10. Participation in Meetings by Means of Conference Telephone or email

Members of the Executive Committee may participate in a meeting of the Committee by means of a conference telephone, electronic video screen communication, email, or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other, and participation by such means shall constitute presence in person at such meeting. Nothing contained herein shall mandate the use of such means unless the same are readily available to any members and the Committee at nominal expense or at such other reasonable expense as all shall agree.

Section 11. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Executive Committee:

(a) Regular Meetings. No notice need be given of any regular meeting of the Executive Committee established by Resolution at a previous meeting.

(b) Special Meetings. At least 48 hours prior notice shall be given by the Secretary of the Corporation to each Executive Committee member of each special meeting. Such notice may be oral or written, may be given personally, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 12. Quorum for Meetings

A quorum shall consist of 40% of the members of the Executive Committee.

No business shall be considered by the Executive Committee at any meeting at which the required quorum is not present, and the only motion which the Chairperson(s) shall entertain at such meeting is a motion to adjourn.

Section 13. Official Executive Committee Action

Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is the act of the Executive Committee.

Section 14. Conduct of Meetings

Meetings of the Executive Committee shall be presided over by the President. If no such person has been so designated in his or her absence, the Chairman of the Corporation shall preside. In the absence of each of these persons, the Chief Financial Officer of the Corporation shall preside. The Secretary of the Corporation shall act as secretary of all meetings of the Executive Committee, 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, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or other provisions of law.

Section 15. Vacancies

Vacancies on the Executive Committee shall exist either on the death, resignation or removal of any member, or if the number of authorized members is increased..

Any Executive Committee member 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.

Executive Committee members may be removed, with or without cause, by the Board of Directors.

Any Executive Committee member, who is elected or appointed to a paid elected political office or announces his or her intent to run for elected office, or files papers to run for elected office, or files papers to raise funds for a campaign to run for elected office, may not serve on the Executive Committee. At such time as the above occurs, the member shall be deemed to have resigned from the Executive Committee immediately upon the occurrence of the aforementioned actions.

Vacancies on the Executive Committee shall be filled by the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Officers

The officers of the Corporation shall be a Chairperson, a President, a Treasurer, a Secretary, and such other officers as may be elected to offices created by the Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. One person may hold two or more offices, except those of President and Secretary, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed.

Section 3. Removal

Any officer elected or appointed by the Board may be removed by a majority vote of the Board with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Resignation

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

Section 5. Chairperson and President

There shall be a Chairperson and President of the Board of Directors, as determined by the Board. The powers of the President may be exercised jointly or with the Chairperson. The President shall preside at all meetings of the Board of Directors.

In addition to the Executive Committee, the Board may establish such standing and/or special committees from time to time as it deems appropriate and necessary.

ARTICLE VIII

FISCAL YEAR

The fiscal year of this Corporation shall be January through December.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS

AND OTHER AGENTS

The Corporation may, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Corporation, including other expenses incurred in establishing a right to indemnification under this Article.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep at its principal office correct and complete books and records of account, written Minutes of the proceedings of its meetings, the original or a copy of the Articles of Incorporation and Bylaws as amended to date, and a record giving the names and addresses of all directors/members and the class of membership held by each.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

RULES OF ORDER

The rules contained in Roberts Rules of Order Newly Revised shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or then-existing law.

ARTICLE XIII

AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative vote of the majority of the entire membership of the Board of Directors provided, however, that no amendment changing the authorized number of directors of the Corporation may be adopted until duly approved by vote or written consent of two-thirds of the directors of the Corporation. A copy of the proposed amendment of new bylaws shall be included in the notice of meeting given to each director.