



Exhibit B
BYLAWS
OF
SCIENCE FICTION AND FANTASY WRITERS OF AMERICA, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME & PURPOSE

1. The Corporation is named “Science Fiction and Fantasy Writers of America, Inc.,” and may be referred to interchangeably in these Bylaws and all other documents relating to the governance and operation of the Corporation as either “the Corporation” or “SFWA.”
2. SFWA is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. SFWA is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”).
3. Such purposes for which SFWA is formed are (1) to promote the writing and appreciation of science fiction, fantasy and related genres and field; (2) to inform, support, promote, defend, and advocate for writers of science fiction, fantasy and related genres; (3) to be a comprehensive source for information, education, support and fellowship for authors of science fiction, fantasy and related genres in the stream of commerce; (4) to promote and defend the interests of writers in said genres within the various aspects of the publishing industry; and (5) to engage in any lawful act or activity arising from or related to the foregoing purposes.

ARTICLE II

LIMITATIONS

1. Political Activity

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office in any manner not compliant with the organization's 501(c)(3) status. For the purposes of these Bylaws, “substantial” means “so significant that it disqualifies the corporation for treatment consistent with Article I, Section 2 of these Bylaws.”

2. Property

The property, assets, profits and net income are dedicated irrevocably to the purposes and means set forth in Article I above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its Directors, officers, members, employees, or to the benefit of any private individual, except as specifically allowed by a contract for services rendered to the Corporation and agreed to by the Board.

3. Dissolution

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, education or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE III

DEFINITIONS

The following definitions shall apply throughout these Bylaws and all other documents relating to the governance and operation of the Corporation.

- **BYLAWS** shall mean these Bylaws, as amended.
- **MEMBER** shall mean an Active Member, as defined in these Bylaws, unless otherwise specified. No member, of any class, may transfer a membership or any right arising from it for value or otherwise. Except as otherwise set forth in the SFWA's Operating Policies & Procedures, all rights of membership cease on the member's death or dissolution.
- **BOARD** shall mean the Board of Directors.
- **DIRECTOR(S)** shall mean the elected member(s) of the Board of Directors.
- **OPERATING POLICIES & PROCEDURES** shall mean written and approved instructions for the Corporation's operations consistent with these Bylaws, and included in the official SFWA Operating Policies & Procedures Manual (OPPM). Operating Policies and Procedures may be initially drafted by an individual or committee, but may only be accepted or changed by a majority vote of the Board of Directors.
- **CALIFORNIA NPBC** shall mean the California Nonprofit Public Benefit Corporation Law as amended and in effect.
- **INTERPRETATION** These Bylaws shall be interpreted under the law of the State of California, without regard to any conflict or choice of law rules. Any inconsistency with such law shall operate perforce as an amendment of these Bylaws. Any reference to gender in these Bylaws is strictly for convenience, and shall not be interpreted as a mandate or preference of any kind.

ARTICLE IV

MEMBERSHIP

1. **Qualifications and Rights of Membership**
 - a. *Classes and Qualifications*
 - i. SFWA shall have one or more classes of members, dedicated to the purposes of the organization, who meet the qualifications for membership and are not delinquent on payment of dues. Determinations as to the class or classes of membership, form of membership applications, acceptable forms of qualifying, written work, the amount of dues, and acceptable markets and publishing credits shall be made at the sole discretion of the Board (or a selected committee thereof).
 - ii. Regardless of any membership or publisher determinations made by the Board, no written work shall qualify a candidate for any class of membership (as described below) if the work has been published or produced by an organization in which:
 1. The candidate is the primary means of distribution of the work and/or;
 2. The organization receives more than ten percent (10%) of its revenue from author fees or sales to authors and/or;
 3. The organization fails to meet the minimum rate of pay as set by the Board (or a selected committee thereof).
 4. If a market or imprint within a market used to qualify for membership does not pay the minimum rate established for all original, non-reprint work which the market publishes or produces, the Board may deem any or all such works non-qualifying for the purposes of membership.
 - b. *Active Members*
 - i. A candidate shall be eligible for Active Membership after acceptance and receipt of payment for one written work of fiction of a minimum of 40,000 words, or at least three

written works of fiction which total a minimum of 10,000 words, or if an applicant's income for a single work equals or exceeds a 40,000 word sale at qualifying market rates. All sales must be to a qualifying market and at pay rates as determined by the Board (or a selected committee thereof). Qualifying works must be in the English language in science fiction, fantasy, horror and related genres. Specific qualifications and criteria related to various forms of work, such as short fiction, films, scripts, etc., shall be published in the OPPM.

- ii. Once qualified a member shall remain permanently qualified as an Active member so long as he or she remains in good standing, unless it is thereafter determined that the information used to evaluate the member's qualifications was incorrect. Alterations to the qualifying membership criteria shall not be applied retroactively to any member in good standing. If a member lapses through non-payment of dues, or resigns for any reason, and does not renew within five years, the member shall be required to reapply for membership under the current qualifying standards; however, all work submitted for qualification shall be considered based on the applicable qualifying standards on the date of publication of the work.
 - iii. Active Members shall have all rights afforded members under the California NPBC. Only Active Members in good standing shall be entitled to vote, as set forth in these Bylaws, on the following matters: the election of Directors; the disposition of all or substantially all of the assets of the corporation; any merger and its principal terms and any amendment of those terms; any election to dissolve the corporation; any amendment to the Articles of Incorporation; and/or on the adoption, amendment or repeal of these Bylaws, except as otherwise specified in the California NPBC.
- c. *Non-Voting Classes*
- i. SFWA may refer to certain nonvoting classes or other persons or entities associated with it as "members," even though those persons or entities are non-voting Active Members as set forth in Article IV of these Bylaws. Notwithstanding such reference, only Active Members shall be voting members of this corporation.
 - ii. The class name(s), qualifications for, and general rules governing all nonvoting classes of membership shall be established by the Board and published in the appropriate section of the Operating Policies & Procedures Manual (OPPM), and may be modified by the Board without further amendment to these Bylaws.

2. **Dues & Good Standing**

- a. Each member shall pay, within the time period set by the Board, the required dues for his or her membership class in the amount set by the Board. The Board may, in its discretion, set different dues for differing membership classes.
- b. Members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be deemed to be in good standing. A member who has allowed his or her membership to lapse or has resigned as a member may return to good standing by notifying the Corporation and upon resuming payment of dues, within five years of the lapse in membership.
- c. Members who have been expelled or suspended from the Corporation shall not be considered in good-standing.

3. **Termination and Suspension of Membership (Voting or Nonvoting)**

- a. *Causes of Termination*
A membership shall lapse or terminate on occurrence of any of the following events:
 - i. Resignation of the member, on reasonable written notice to SFWA;

- ii. Failure of the member to pay dues after they become due and payable;
 - iii. Expulsion or suspension of the member pursuant to these Bylaws or any Operating Policies or Procedures adopted by the Board, as the same may be amended from time to time.
- b. *Suspension of Member*
- i. A member may be suspended based on the good faith determination by the affirmative vote of three-fourths (3/4) of all members of the Board (excluding the vote of the member if he or she also serves on the Board) that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of SFWA.
 - ii. A person whose membership is suspended shall not be a member during the period of suspension.
 - iii. Specific procedures for the suspension of a member shall be established and published in the OPPM.
- c. *Expulsion of Member*
- i. A member may be expelled based on the good faith determination by the affirmative unanimous vote of the Board (excluding the vote of the member if he or she also serves on the Board) that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of SFWA.
 - ii. A person who has been expelled from the organization is no longer eligible to rejoin.
 - iii. Specific procedures for the expulsion of a member shall be established and published in the OPPM.
4. **Meeting of Members**
- a. An annual meeting of members shall be held at least once during each fiscal year, at which the results of any elections or ballot measures may be announced, and any other matters which are intended to be presented for action (voting) by the members shall be described in any notice of meeting (i.e. "properly noticed"), subject to the notice requirements set forth in the OPPM. A special meeting of the members may be called pursuant to and in accordance with SFWA's OPPM. Those matters which are intended to be presented for action (voting) by the members shall be described in any notice of meeting.
 - b. Twenty-five (25) Active Members (which number must include at least two (2) Directors), present in person, shall constitute a quorum for the transaction of business at any meeting of members.
 - c. Nothing in these Bylaws or the OPPM shall prevent members from raising new business at the annual meeting, provided, however, that voting on such new business shall not be permitted during the meeting at which the issue is raised unless such issue has been properly noticed in accordance with clause a., above, and SFWA's OPPM.
 - d. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by a majority of the members required to constitute a quorum.
5. **Voting**
- a. Subject to the provisions of the California NPBC, the only persons entitled to vote at any meeting of members shall be voting Active Members who are in good standing.
 - b. Each Active Member entitled to vote shall be entitled to cast one vote, by paper or electronic ballot, on each matter submitted to a vote of the Active Members. Cumulative voting shall not be permitted.
 - c. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless

the vote of a greater number is required by these Bylaws, the California NPBC or by the Articles of Incorporation.

- d. Any action that may be taken at any meeting of members may be taken without a meeting by written ballot complying with the OPPM.

ARTICLE V

DIRECTORS

1. Powers

a. General Corporate Powers & Limitations

- i. Subject to the provisions and limitations of the California NPBC and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- ii. No Director shall be employed by the Corporation as a regular or contract employee, in any capacity, while serving a term of office or within two (2) years thereafter, with the exceptions of contracts for editorial or writing services, including, but not necessarily limited to, anthology titles, articles, etc.

b. Specific Powers

- i. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:
 1. Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
 2. Change the principal office or the principal business office from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.
 3. Adopt and use a corporate seal and alter the form thereof.
 4. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
 5. Create, adopt or amend the Corporation's OPPM consistent with law, the Articles of Incorporation and with these Bylaws.

2. Number and Election of Directors

a. Authorized Number; Qualifications

- i. The authorized number of Directors shall be nine (9). The Board shall consist of five (5) Directors-At-Large, the President, the Vice President, the Secretary and the Chief Financial Officer (each, a "Director", and collectively, the "Board"). Any Active Member who has maintained his or her membership in good standing for a period of at least two (2) consecutive years at the start of his or her prospective term of office. Any elected Board member must have Internet access.

ii. Directors-At-Large

1. Directors-At-Large shall be elected by the Active Members and shall serve for such terms as provided herein. Directors-At-Large shall be responsible for facilitating communications and representing concerns of the membership to the Board.

iii. Other Directors

1. The President, Vice President, Secretary and Chief Financial Officer shall be elected by the Active Members and shall serve for such terms as are provided herein.
2. To be elected and serve, the President and the Vice President must have previous experience on the Board or other significant experience relative to the position as specified in the OPPM.

iv. Past President Advisory Position

1. The immediate past President shall serve as an advisory, non-voting member of the Board for a term of one (1) year. In the event that the immediate past President is either unwilling or unable to serve, or is not an acceptable choice to a simple majority of the Board, the President shall appoint another past President to serve in this capacity.

3. Election and Term of Directors

a. *President and Secretary*

- i. The President and Secretary shall be elected in odd-numbered years, and shall serve for two (2) years or until their successors are selected.

b. *Vice President and Chief Financial Officer*

- i. The Vice President and Chief Financial Officer shall be elected in even-numbered years, and shall serve for two (2) years or until their successors are selected.

c. *Directors-At-Large*

- i. Directors-At-Large shall serve for two (2) years or until their successors are selected.
- ii. Purely for the purposes of elections, Directors-At-Large shall be deemed A, B, C, D, and E.
- iii. Directors-At-Large A, B, and C shall be elected in odd-numbered years.
- iv. Directors-At-Large D and E shall be elected in even-numbered years.
- v. Directors-At-Large shall be limited to no more than three (3) terms in office, and all other Directors shall be limited to no more than two (2) consecutive terms in office.

4. Annual Election

- a. An election shall be held in the spring of each year for those offices whose terms expire during that calendar year as outlined in the OPPM. All terms of office shall begin on July 1 of the calendar year in which the election occurs. The Election Committee shall determine the date(s), manner of voting, and other administrative or procedural details of the annual election in accordance with the Articles of Incorporation, these Bylaws, applicable law, and policies adopted by Board resolution. The candidate receiving the greatest number of votes cast for a given office shall be elected to that office.
- b. Ties for elective office shall be broken under provisions outlined in the OPPM.

5. Vacancies

a. *Events Causing Vacancy*

- i. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death, removal, or resignation of any Director; or (ii) the suspension or expulsion of a Director as a member of the corporation; or (iii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.
- b. *Resignations*
 - i. Except as provided in this subsection, any member of the Board may resign immediately or upon any subsequent date during his or her term of office, by giving written notice to the President or the Secretary, unless such notice specifies a later time for the resignation to become effective.
- c. *Removal By Board*
 - i. Any Director may be removed by three-fourths (3/4) of the members of the Board, excluding the vote of the Director sought to be removed, but only for good and sufficient cause as determined by the Board.
- d. *Removal By Members*
 - i. Any Director may be removed, by the Active Members as follows:
 1. The Active Members may petition for the removal of any Director by presenting a written petition to the Election Committee bearing the signatures, including electronic signatures, of at least ten percent (10%) of the Active Members. An electronic signature -- as verified by the Elections Committee -- shall be acceptable on any petition for removal of a Director.
 2. No such petition may involve more than one (1) Director of the Corporation. Upon verification of the signatures presented on the petition by the Election Committee, the Election Committee shall schedule and hold a recall election within thirty (30) days. Ballots for a recall election shall be sent to the Active Members. Should a majority of those Active Members vote support of the recall, the Director shall be removed immediately without appeal.
 3. Notwithstanding the procedure set forth above, in the event the circulated and verified petition for removal of a Director contains the signatures of a majority of the Active Members, the Director shall be removed immediately without appeal, and without the necessity of a recall election.

6. Filling Vacancies

- a. Except as specified above, any vacancy on the Board except that of the President shall be filled by nominations from the President of the Corporation, and approved by a vote of a majority of the remaining Directors.
- b. Any director so appointed shall stand for election to fill the remainder of the term specified for the office at the next regularly scheduled election.
- c. In the event that the office of President becomes vacant, the Vice President shall assume the office of President until a new President is elected. If the office of President is vacated during the first fifteen (15) months of his or her term, a special election shall be held to elect a new President, and the succeeding President shall serve out the remainder of the vacated term. If a President vacates the office during the last nine (9) months of his or her term, the Vice President shall serve as President for the remainder of the vacated term.
- d. Except as specified for the office of President, should the President and the Board fail to fill a vacancy on the Board that occurs at least eight (8) months prior to the next regular election within forty-five (45) days, the Elections Committee shall hold a special election to fill the position. Should a vacancy occur within eight (8) months of the next regular election and the position not be filled by the Board, the Elections Committee shall place the position on the ballot at the next regular election.
- e. Any director so elected shall fill the remainder of the term specified for the office.

7. Place of Meetings; Meetings by Telephone or Other Means Not Requiring Physical Presence

- a. Meetings of the Board shall be held at the principal office of the Corporation or at such other place as has been designated by the Board. Any meeting may be held by telephone or video conference or similar communication equipment, or by other electronic means, so long as all Directors participating in the meeting can communicate with one another, and all such Directors shall be deemed to be present in person at such meeting.

8. Annual, Regular and Special Meetings

- a. The Board shall hold an annual meeting immediately following the annual meeting of the membership of each year for the purpose of organization and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice to the membership of this meeting shall not be required. Special meetings of the Board may be called in accordance with the Corporation's OPPM.

9. Responsibilities of Directors*a. President*

- i. The President shall generally supervise, direct and control the activities and affairs and the officers of the Corporation. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws, including but not limited to:
 1. Represent the Corporation and its interests in dealing with all other organizations and persons;
 2. Serve as chair of the Membership Credentials Committee;
 3. With the Board's approval, as may be necessary, execute contracts and agreements on the Corporation's behalf (provided that the term of any such agreement, except standard publishing contracts, does not exceed three (3) years).

4. The President shall, in conjunction with the Chief Financial Officer, prepare and produce an estimated annual budget for Board review and approval within sixty (60) days of the start of the fiscal year. The Board must approve or reject the proposed budget within fourteen (14) days of the submittal. The President may not commit the Corporation to any contract or series of contracts, for any project, which exceeds the itemized spending specified in the budget without the approval of the Board.
5. The President shall, with the advice of the Board, have the exclusive authority to oversee and issue publications of the Corporation, including, but not necessarily limited to, magazines, newsletters, and website materials. The specific powers and limitations of this authority shall be included in the OPPM.

b. Vice President

- i. In the absence or disability of the President, the Vice President shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board or the Bylaws.

c. Secretary

i. Book of Minutes

1. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall also keep or cause to be kept, a complete and accurate record of the membership of the corporation, as well as a record of the proceedings of all meetings of the membership. Finally, the Secretary shall keep or cause to be kept, a complete and accurate copy of the OPPM.

ii. Notices, Seal and Other Duties

1. The Secretary shall give, or cause to be given, notice of all meetings of the Board, the members, and of committees of the Board required by these Bylaws to be given. The Secretary shall keep any physical seal, if such physical seal exists, of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

d. Chief Financial Officer

i. Books of Account

1. The Chief Financial Officer shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times. The Chief Financial Officer shall issue a general financial statement to the membership at large no less than two (2) times per fiscal year.

ii. Deposit and Disbursement of Money and Valuables

1. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with depositories that are designated and approved by the Board within ten (10) business days of receipt, shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE VI
COMMITTEES

1. Committees of the Board

- a. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, except the Elections Committee, who may replace an absent member at any meeting. Any such committee shall only have such authority as expressly designated by the Board. Notwithstanding anything to the contrary, no committee, regardless of Board resolution, may:
 - i. Fill vacancies on the Board or in any committee which has the authority of the Board;
 - ii. Establish or fix compensation of the Directors for serving on the Board or on any committee;
 - iii. Amend or repeal Bylaws or adopt new Bylaws;
 - iv. Amend or repeal any resolution of the Board;
 - v. Appoint any other committees of the Board or the members of these committees; or;
 - vi. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.
- b. *Meetings and Actions of the Committees*
 - i. Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

- c. Membership Credentials Committee*
 - i. The Membership Credentials Committee shall be a standing committee of the Board and shall consist of the Directors of the Corporation, with the President, or a Director appointed by the President, serving as chair of such committee. The Membership Credentials Committee shall establish, adopt and publish policies and procedures governing the evaluation and acceptability of publishing credentials submitted in a membership application. The Membership Credentials Committee may reject any application for membership, regardless of qualifications, for good and sufficient cause, which shall be concisely stated in writing to the applicant.
 - ii. The President may call for the creation of a separate Credentials Review Committee to serve at the pleasure of the President. Provided that a simple majority of the Board concurs, the Credentials Review Committee shall be created expressly and solely for the purpose of reviewing applications for membership and whether a prospective or previously approved market meets the standards set in the bylaws and OPPM. This Committee shall have no authority to establish, adopt or publish the membership policies of the Corporation. At least one (1) person serving on this committee shall be a member of the Board, who shall serve as chair.
 - d. The Board may establish other Committees of the Board as it deems necessary for the organization.
- 2. Standing Committees**
 - a. Election Committee*
 - i. The Election Committee shall administer all elections and membership votes concerning corporate governance of the Corporation, in accordance with the Articles of Incorporation, these Bylaws, applicable law, and the Corporation's OPPM. Decisions of the Election Committee shall be final so long as such decisions were made in accordance hereof. The Election Committee shall consist of not less than three (3) nor more than five (5) Active Members, at least one (1) of which shall be a previous, but not currently seated, Director of the Corporation. Election Committee members shall be appointed by the President for a three (3) year term, and in such a manner as to ensure that at least one (1) member of the Election Committee has a term that overlaps with future committee members. No Election Committee member may serve more than two (2) consecutive three-year terms. While a member of the Election Committee, such person cannot serve or stand for election as an officer or Director of the Corporation.
 - b. The Board for establishing other standing and/or ad-hoc committees as it deems necessary for the organization.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

1. Indemnification

- a. To the full extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, volunteers and other persons described in Section 5238 the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding," as that term is used in such Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238 of the California Corporation Code.

2. Insurance

- b. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, volunteers and other agents of the Corporation, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE VIII
RECORDS AND REPORTS

1. Operating, Policies and Procedures Manual

- a. The OPPM will be published in an accessible online location and made available to the voting and non-voting classes of membership. Any member may request, and shall then be provided with, a written or electronic copy of the OPPM.
- b. The OPPM shall be periodically updated and reviewed at the end of each fiscal year for any necessary changes, but such changes may only be accepted by a majority vote of the Board of Directors.

2. Inspection by Directors

- a. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and the records of any subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE IX
CONSTRUCTION AND DEFINITIONS

1. Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California NPBC shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE X
AMENDMENTS

1. Adoption or Amendment by Members

- a. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of at least fifty-one percent (51%) of the Active Members voting on such amendment, and provided that all Active Members are provided with written notice or a ballot of the proposed amendment in accordance with the Corporation's OPPM. Any amendment to the Bylaws may be offered to the Active Members by either:
 - i. Presentation to the Active Membership by a simple majority vote of the Directors; or
 - ii. Petition to the President pursuant to the Corporation's OPPM, bearing the signatures, including verified electronic signatures, of at least ten percent (10%) of the Active Members, in which case the President shall be obligated to present such petition to the Active Membership within ninety (90) days of receipt of the petition and as a separate action from any election of directors, unless such election is scheduled to be held more than ninety (90) days after receipt of the petition.
- b. Members at any official business meeting that has achieved a quorum may propose Amendments to these Bylaws. Should such a resolution pass, a vote shall be held on the proposed amendment(s) in accordance with the other provisions of this Article and the OPPM within ninety (90) days of the meeting.
- c. Any proposed amendment, prior to presentation to the Active Membership, shall be reviewed by the Corporation's legal counsel to ensure such amendment does not otherwise jeopardize the Corporation's legal and/or tax status. If so approved by the Corporation's legal counsel as not otherwise causing such jeopardy, the proposed amendment shall be submitted to the Active Membership for consideration, and may be accompanied by one or more statements not exceeding 1,000 words in support of and/or opposing such amendment, and a written opinion of counsel procured by the Board concerning the propriety and implications of the proposed amendment.

2. Amendment by Board of Directors

- a. Bylaws containing a typographical or other nonsubstantive error may be corrected to eliminate the error by a majority vote of the Board of Directors.