

California Latino Capitol Association Foundation Bylaws  
 1017 L Street PMB #443  
 Sacramento, CA. 95814-3805

## ARTICLE I - NAME AND PURPOSE

LAST AMENDED by the Executive Board on January 24th, 2023

ADOPTED by the Executive Board and majority of members on January 31st, 2023

Section 1 - Name. The name of this corporation is the California Latino ~~Capital~~ **Capitol** Association Foundation ("CLCAF") and shall hereafter be referred interchangeably as "CLCAF" or "the foundation."

Section 2 - Principal Office. The principal office for the transaction of the activities and affairs of this corporation is located at 1017 L ST PMB #443, Sacramento, CA. 95814. The Executive Board may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location. The Executive Board may at any time establish a branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

Section 4 - Registered Agent. The named Registered Agent for the Corporation is Wilke Fleury whose business location is 400 Capitol Mall, Sacramento, CA 95814. The Executive Board may change registered agents. Any such change of registered agent must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new registered agent.

Section 5 - Not for Private Gain. 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 and charitable purposes.

Section 6 - Purposes. The purposes of this corporation are:

- a. Encouraging civic engagement;
- b. Educating the general public about lawmaking and the legislative process;
- c. Promoting and supporting Latino culture in California;
- d. Increasing the participation of Latinos and Latinas in California society and legislative processes;
- e. Educating the public about Latino culture and heritage and issues of importance to Latinos and Latinas in California; and
- f. Such other charitable purposes as permissible under law and in accordance with the organizational mission.

## ARTICLE II - MEMBERSHIP

Section 1 - Eligibility for membership: Any person interested in supporting the CLCAF and its purposes is eligible for foundation membership.

Section 2 - Annual dues: The Executive Board shall set the appropriate membership dues subject to the approval of two thirds (2/3) of the Executive Board prior to the next general meeting. Dues shall be reviewed annually by the Executive Board. **Membership begins on January 1st and ends on December 31st.** Members who join in December **of the previous year** are entitled to membership through the upcoming calendar year. Nothing in this section shall prohibit the current Executive Board from setting, reviewing or adjusting the membership dues for the foundation.

**Section 3 - Rights of members: A person shall be considered a member of CLCAF and in good standing if they have paid membership dues and have completed the membership form. Every member in good standing, shall be eligible to attend CLCAF events, be eligible to vote, and be eligible to be nominated for an Executive Board seat in foundation elections. All members must adhere to the code of conduct.**

~~Section 3 - Rights of members: Each paid member shall be considered a member in good standing, eligible to vote and be nominated for an executive board seat in foundation elections.~~

Section 4 - Non-voting membership: The Executive Board shall have the opportunity to establish and define non-voting categories of memberships.

## ARTICLE III - MEETINGS OF MEMBERS

Section 1 - Executive Board meetings: Executive Board meetings of the members shall be held as deemed necessary by the **Co-Chairs** ~~co-chairs~~ or a majority of the Executive Board.

Section 2 - General Membership meetings: A general membership meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the **Co-Chairs** ~~co-chairs~~. At the first general membership meeting the members shall elect **Co-Chairs** ~~co-chairs~~ and officers to the **Executive Board** ~~executive board~~, receive reports on the activities of the CLCAF, and determine the direction of the CLCAF for the coming year. An electronic notice of date, time and location shall be given to each member, no less than 2 weeks prior to the meeting.

Section 3 - Special meetings: Special meetings may be called by the **Co-Chairs** ~~co-chairs~~ or a simple majority of the Executive Board.

Section 4 - Notice of **Executive Board** ~~executive board~~ meetings: Electronic notice of each meeting shall be given to each member, to their address as it appears in the membership roll book, no less than seventy-two (72) hours prior to the meeting.

Section 5 - Notice of special meetings: Electronic notice of each meeting shall be given to each member, to their address as it appears in the membership roll book, no less than twenty-four (24) hours prior to the meeting.

Section 6 - Quorum: A majority of the Executive Board shall constitute a quorum for all meetings noticed as prescribed by these By-Laws.

Section 7 - Voting: All issues to be voted on shall be decided by a simple majority of all **Executive Board** ~~executive board~~ members **unless otherwise stated in the bylaws.**

#### ARTICLE IV - ORDER OF BUSINESS

1. Roll Call
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

#### ARTICLE V - EXECUTIVE BOARD

Section 1 - Executive Board role, size, and compensation: The Executive Board is responsible for the overall policy and direction of the foundation and delegation of responsibility to committees. The Executive Board shall consist of **twelve** ~~eleven~~ **(12)** members, which includes the appointed **Senior Advisor** ~~senior advisor~~ & Legal Counsel (ex-officio). The Executive Board receives no compensation other than reasonable expenses, upon approval of a majority of the Executive Board.

**The Executive Board Members shall, within 30 days of being elected, be required to complete a mandatory requirement from a reliable source, as determined by the Co-Chairs, as a proactive measure to foster a safe and respectful environment within the organization. The anti-harassment training must be conducted by a reliable and recognized training provider with expertise in workplace harassment prevention. The organization shall maintain a list of approved training providers, which shall be periodically reviewed and updated as necessary. The organization shall maintain records documenting each board member's completion of the anti-harassment training. These records shall be kept confidential and stored securely. Failure to complete the required anti-harassment training within the specified timeframe may result in disciplinary action, including but not limited to a suspension from board**

**duties until the training is completed. The determination shall be made by a majority of the Executive Board. The organization shall periodically review the effectiveness of this by-law and make amendments as necessary.**

The Executive Board, at the first official Executive Board ~~executive board~~ meeting after their election, shall establish a budget for the maximum amount of spending the foundation will engage in for that calendar year. The budget shall be approved by a majority of the Executive Board and shall not exceed the sum total of the previous year's fundraising total. The Treasurer shall provide the Executive Board with the fundraising total from the previous calendar year. The Executive Board may raise the budget spending limit if approved by a (2/3) majority of the Board. **Board members shall respect the confidentiality of sensitive information shared within the organization. Unauthorized disclosure of confidential information may result in disciplinary action. Board members shall act in the best interests of the organization and avoid conflicts of interest.**

Section 2 - Terms: All **Executive Board** ~~executive board~~ members shall serve one-year terms (until successors are elected in January), but are eligible for re-election.

Section 3 - Meetings and notice: The Executive Board shall meet at least four (4) times per year, at an agreed upon time and location. An official **Executive Board** ~~executive board~~ meeting requires that each **Executive Board** ~~executive board~~ member have written notice at least seventy two (72) hours in advance. Notice of the time and place of meetings shall be given to each **Executive Board** ~~executive board~~ member by:

- (a) Personal delivery of written notice; or
- (b) First-class mail, postage prepaid; or
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the **Executive Board** ~~executive board~~ member or to a person at the **Executive Board** ~~executive board~~ member's office who would reasonably be expected to communicate that notice promptly to the **Executive Board** ~~executive board~~ member; or
- (d) Electronic mail; or
- (e) Other electronic means.

All such notices shall be given or sent to the **Executive Board** ~~executive board~~ member's address or telephone number as shown on the corporation's records. Notices given by First-class mail, personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 48 hours before the meeting. The notice shall state the time of the meeting and the location, if the location is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Notwithstanding the foregoing, notice of a meeting need not be given to any **Executive Board** ~~executive board~~ member who either before or after the meeting, signs a waiver

of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any **Executive Board** ~~executive board~~ member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 4 - Adjournment: A majority of the **Executive Board** ~~executive board~~ board members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5 - Notice of Adjourned Meeting: . Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time or the adjourned meeting, to the **Executive Board** ~~executive board~~ members who were not present at the time of the adjournment.

Section 6 - Action without a meeting: . Any action that the Executive Board is required or permitted to take may be taken without a meeting if at least 2 hours is available for all **Executive Board** ~~executive board~~ members to vote and two-thirds of the **Executive Board** ~~executive board~~ members consent in writing to the action. The 2 hour requirement may be waived if all **Executive Board** ~~executive board~~ members consent and approve the item in question. When an action is not needed within a 24 hour time period, the **Executive Board** ~~executive board~~ shall be provided 24 hours to vote. Electronic mail is a valid form for an **Executive Board** ~~executive board~~ member to consent in writing. Such action by written consent shall have the same force and effect as any other validity approved action of the Executive Board. All such consents shall be filled with the minutes of the proceedings of the Executive Board.

Section 7 - Executive Board elections: New **Executive Board** ~~executive board~~ members and current **Executive Board** ~~executive board~~ members shall be elected or re-elected by members at the first general membership meeting of the calendar year. **Executive Board** ~~executive board~~ members will be elected by a simple majority of members in good standing present at the first general membership meeting. In the event of a tie in any position a run-off position election will be held.

Section 8 - Election procedures: Elections shall be held on an annual basis by the last week of January **and shall be run by the departing Board Members of the previous year.** Members in good standing are eligible to run for office. Officers shall assume office immediately following elections and shall serve a term of one year and will be eligible for re-election until a successor is elected. Election procedures will be presented by the Executive Board to the general membership annually via electronic mail at least

14 days prior to the election date. Registration for membership and receiving ballots for the election shall be made available prior to the start of the election day program, made available during the program in a manner not to interrupt the program, and ballots shall be allowed to be dropped off for at least two hours following the election day program.

Section 9 - Proxy Voting: When a member in good standing is unable to attend the a general membership meeting where **Executive Board** ~~executive board~~ elections will be occurring, the **Executive Board** ~~executive board~~ will provide that member an opportunity to vote by proxy when that member communicates in writing, including electronic mail, the following to the designated elections officer:

- (1) That they will be unable to attend the general membership meeting where **Executive Board** ~~executive board~~ members will be elected.
- (2) That they are a member in good standing or intends to be prior to any ballot being distributed to them or designee.
- (3) Designates an individual who is not a candidate for any office on the **Executive Board** ~~executive board~~, who is a member in good standing themselves or will be prior to receiving a ballot, and who is not a proxy designee for anyone else.

Under no circumstance will a proxy ballot be provided to an individual or for individuals who are not both members. The elections officer will make the proxy ballots different in appearance from general ballots.

Section 10 - Quorum: a majority of **Executive Board** ~~executive board~~ members shall constitute a quorum. A quorum is necessary ~~in necessary~~ for business transactions to take place and motions to pass.

Section 11 - Restrictions on Interested Persons as **Executive Board** ~~executive board~~ members: No more than 49% of the persons serving on the Executive Board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to an **Executive Board** ~~executive board~~ member as an **Executive Board** ~~executive board~~ member; and (b) any brother, sister ancestor, descendant, spouse, brother-in-law, sister-in-law, son- in law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 12 - Vacancies: If a vacancy occurs in the chairs position the Executive Board shall appoint a new **Co-Chair** ~~co-chair~~ within 30 days. If a vacancy occurs in any of the other elected offices, the **Co-Chairs** ~~co-chair~~ with the approval of the Executive Board shall fill the vacancy by appointment within 30 days and that appointee shall serve until the next general election in January.

Section 13 - Resignation, termination, and absences: Resignation from the Executive Board must be in writing and received by the Secretary. An **Executive Board** ~~executive board~~ member may be terminated from the Executive Board due to being in violation of Article IX Section 1, the CLCAF Code of Conduct Policy or excessive absences during the year. Excessive absences occur when an **Executive Board** ~~executive board~~ member misses a combination of three consecutive **Executive Board** ~~executive board~~ or general membership meetings. Following an **Executive Board** ~~executive board~~ member's second consecutive absence, the **Co-Chairs** ~~co-chair~~ shall notify the **Board Member** ~~board member~~ that they are at risk of being excessively absent at the next appropriate meeting. An **Executive Board** ~~executive board~~ member may only be removed by a three-fourths vote of the remaining **Executive Board** ~~executive board~~ members.

Section 14 - Special Meetings: Special meetings of the Executive Board shall be called upon request of the **Co-Chairs** ~~co-chairs~~ or simple majority of the Executive Board. Notices of special meetings shall be sent out by the **Secretary** ~~secretary~~ to each **Executive Board** ~~executive board~~ member at least twenty four (24) hours in advance.

Section 15 - Membership Notice Requirement: Permits members to receive notice of time, location, and agenda items to be discussed at any **Executive Board** ~~executive board~~, general membership, or special meeting called within the prescribed time requirements outlined within these by-laws for **Executive Board** ~~executive board~~ members as requested.

**Section 16 - Departing Board Members: Departing Board Members must serve on the elections committee to aid, administer, and oversee the following election.**

## ARTICLE VI - OFFICERS

Section 1 - Officers and Duties: There shall be **twelve** ~~eleven~~ (12) members of the Executive Board, including the appointed **Senior Advisor** ~~senior advisor~~ and Legal Counsel ~~legal counsel~~. The Executive Board will consist of two (2) **Co-Chairs** ~~co-chairs~~, **Treasurer** ~~treasurer~~, **Secretary** ~~secretary~~, **Communications Director** ~~communications director~~, **Policy Director** ~~policy director~~, **Events Director** ~~events coordinator~~, **Lobbyist Liaison** ~~lobbyist liaison~~, **Membership Director** ~~membership director~~, **Fellow/Intern Representative** ~~ellows representative~~, **Senior Advisor** ~~senior advisor~~, and **Legal Counsel** ~~legal advisor~~. **All Board Members must complete an exit memo at the end of their elected term which must include, at a minimum, work completed and ongoing projects, all other contents are to be determined by the Executive Board on an annual basis.**

The **Co-Chairs** ~~co-chairs~~ shall convene and preside at all scheduled Executive Board meetings (shall alternate meetings), hold regular membership meetings deemed necessary, fundraise, and implement the policy of the Executive Board. The **Co-Chairs** ~~co-chairs~~ represent the CLCAF in all matters, but are to take no position which is contrary to these Bylaws or the expressed policy of the Executive Board. The **Co-Chairs** ~~co-chairs~~ shall call committee meetings as necessary and in compliance with Article V, Section 3 and organize an annual retreat to develop a strategic plan. **The Co-Chairs shall check-in quarterly with each Executive Board member on their role, responsibilities, capacity, and active projects. The Co-Chairs shall take the lead on drafting CLCAF's annual budget in consultation with the Treasurer.**

The **Secretary** ~~secretary~~ shall be responsible for keeping records of Executive Board ~~executive board~~ actions, including overseeing the taking of minutes at all meetings (recorded minutes shall be distributed to the Executive Board and general membership within seven (7) days after adjournment of each meeting), maintaining records of electronic Executive Board ~~executive board~~ votes, preserve all books, documents, and letters produced by the CLCAF including documents developed by committees. The **Secretary** ~~secretary~~ shall maintain the mailing address for the CLCAF, and distribution of meeting notices. The Secretary ~~secretary~~ shall also be responsible for organizing the foundation's ~~foundations~~ role with the Chicano Latino Youth Leadership Project Capitol Day (CLYLP) **and the Policy Bootcamp Program with Brown Issues. The Secretary ~~secretary~~ shall oversee these programs with assistance of the Youth Development Committee, which shall consist of, at a minimum, the Policy Director and Events Director. he and may seek assistance of the Policy Director, Executive Board Members, and membership. Similarly, the secretary will be responsible for the planning and execution of the CLCAF Policy Bootcamp, done in partnership with Brown Issues.**

The **Treasurer** ~~treasurer~~ shall keep the accounts and the accounting for the CLCAF, monitor event budgets collect all monies due to the CLCAF as agreed by the Executive Board, including any and all contributions made to the CLCAF, and advise the Executive Board of the monies received from members and all other sources. The Treasurer ~~treasurer~~ must submit to the Executive Board an annual written financial statement for the general membership. At every general membership meeting, the Treasurer ~~treasurer~~ shall present a report of the CLCAF's financial standing. For purposes of giving any reports or executing any documents requiring the signature of a "Chief Financial **Officer** " ~~or Officer~~ or "CFO" the **Treasurer ~~treasurer~~ is also deemed to be the Chief Financial Officer of the CLCAF. The treasurer shall consult with the CLCAF Legal Counsel on all relevant tax and financial responsibilities. The Treasure shall coordinate CLCAF's mentorship program.**



~~The Communications Directorcommunications director shall manage, in consultation with the Co-Chairs, the Foundation's website and social media accounts, and provide content for inclusion in the organizational newsletter. actively work among all sectors to bring in new individuals to the CLCAF and serve as a liaison among the membership, Executive Board and other interested parties. The Communications Directorcommunications director shall work in tandem with the Co-Chairs executive board to provide information on CLCAF activities to the public and manage the CLCAF's website, newsletter, and social media profiles. The Communications Directorcommunications director shall work with the Events Directorcommunications director to distribute information on upcoming CLCAF activities and eventsand, events., special events, and invite interested parties. In addition, the Communications Directorcommunications director shall work with the Executive Board to identify new organizations and individuals for CLCAF to form partnerships with. The Communications Directorcommunications director shall also preserve all event flyers and keep a photographic history of the foundation's activities and events. The Communications Directorcommunications director will maintain the foundation's website and social media accounts, and provide content for inclusion in the organizational newsletter. The Communications Directorcommunications director shall send the organizational newsletter to the membership at minimum once a month. The communications director shall lead content creation at all CLCAF events, including but not limited to taking photos and videos. The Communications Director shall ensure that either themselves, a member(s) representing the Executive Board, or a third party attends each CLCAF event to fulfill the responsibilities of this section.~~

~~The Membership Directorcommunications director shall lead efforts to recruit, collect, and retain as many members in good standing as possible, and shall maintain the association's foundation's membership roster at all times. The Membership Directorcommunications director shall work to advance the professional interests of the membership and maintain key professional ties for the foundation. The Membership Directorcommunications director shall recruit new members in all sectors and work with the Communications Directorcommunications director on recruitment efforts, updating the member list, and serve as a liaison among the member, Executive Board, and other interested parties. The Membership Directorcommunications director shall coordinate CLCAF's mentorship program. The Membership Directorcommunications director will work in tandem with the Communications Directorcommunications director to disseminate the organizational newsletter. The Membership Directorcommunications director shall work with the Co-Chairseo-chairs and Lobbyist Liaisonlobbyist liaison to assist their sponsorship and fundraising efforts. The Membership Directorcommunications director shall maintain and update the foundation's membership form and membership list.~~

~~The Policy Directorcommunications director shall be the primary lead on CLCAF's educational programming, assist the general membership with finding key contacts~~

within and outside the Capitol on various issues, and coordinate roundtable discussions and policy briefings ~~on issues important to the members and the public.~~ The **Policy Director** ~~policy director~~ shall coordinate with the **Events Director** ~~events coordinator~~ when scheduling policy briefings and roundtable discussions. The Policy Director ~~policy director~~ will be responsible for managing and updating CLCAF's resume book. **The Policy Director is responsible for organizing and administering CLCAF's signature Policy Academies Program in collaboration with various other organizations.**

The **Events Director** ~~events coordinator~~ shall **be the lead organizer on all CLCAF events. They shall organize ~~coordinate~~ at least 3 events per year, help** facilitate, and publicize CLCAF events of other Board Members. The **Events Director** ~~events coordinator~~ will **collaborate** ~~organize~~ with the leadership of other capitol **organizations** ~~associations~~ for jointly sponsored events. The **Events Director** ~~events coordinator~~ shall track community events of interest and publicize them to the membership. **The Events Director shall be responsible with tracking all event expenses and working with the Treasurer to ensure budget compliance.**

The **Lobbyist Liaison** ~~lobbyist liaison~~ shall serve as a liaison between the Executive Board, lobbyists, advocates, and assistants to lobbyists and advocates. The **Lobbyist Liaison** ~~lobbyist liaison~~ will lead ~~also assist with~~ the fundraising efforts of the foundation, be in charge of organizing the **annual signature fundraising event**, ~~that summer event~~, and maintain a list of Latino legislative advocates.

The **Fellow/Intern Representative** ~~fellow representative~~ shall serve as liaison between the members, Executive Board, capital fellows, capitol interns, and interns in the Annual Internship Program. The position is open to all individuals who, at the time of election, are participating in **a the capital fellowship or internship program in or around the Capitol.** ~~administered by the Center for California Studies, a public policy, public service, and curricular support unit of California State University, Sacramento. The Fellows & Intern fellow or intern representative is responsible for administering the annual internship program.~~ In the case of a vacancy, the Executive Board shall appoint an **eligible** individual ~~currently then participating in the same program as the Fellows & Internship program capital fellowship program as the current fellow representative~~ to serve for the remainder of the term. **The Fellow/Intern Representative is responsible for administering the signature annual internship program. The representative shall lead the program, with the assistance of the CLCAF internship committee, which shall consist of, at a minimum, the Policy Director and Membership Director.**

The **Senior Advisor** ~~senior adviser~~ shall serve as an ex-officio member of the Executive Board who is a member of the Capitol community, shall only serve in an advisory role and does not have voting privileges. The Executive Board shall appoint

**annually** by a majority vote an individual to serve as an advisor to the Executive Board.

The **Legal Counsel**~~legal counsel~~ shall serve as an ex-officio members of the Executive Board who is a member of the Capitol community, shall serve in a **Legal Counsel**~~legal counsel~~ role and does not have voting privileges. The Executive Board shall appoint **annually** by a majority vote an individual to serve as counsel to the CLCAF.

Any number of offices may be held by the same person, except that neither the **Secretary** nor the **Treasurer**~~treasurer~~ may serve concurrently as either the president or a chair.

Section 2 - Appointment of Officers. The officers of this corporation shall be chosen by the Executive Board and shall serve at the pleasure of the Executive Board, subject to the rights of any officer under any contract or agreement.

Section 3 - Appointment of Other Officers. The Executive Board may appoint and authorize the **Co-Chair**~~se-chairs~~ to appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the **Co-Chair**~~se-chairs~~. Appointed officers may attend all meetings as prescribed, but shall not vote as an **Executive Board**~~executive board~~ member.

Section 4 - Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Executive Board may remove either or both **Co-Chair**~~se-chairs~~ with cause. An officer who was not chosen by the Executive Board may be removed only by the **Co-Chair**~~se-chair~~(s) on whom the Executive Board confers the power of removal.

Section 5 - Resignation of Officers. Any officer may resign at any time by giving written notice to the Executive Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 6 - Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 1 - Creation and Powers of Committees. The Executive Board, by resolution adopted by a majority of the **Executive Board**~~executive board~~ members then in office, may create one or more committees, to serve at the pleasure of the Executive Board. Appointments to committees of the Executive Board shall be by a majority vote of the **Executive Board**~~executive board~~ members then in office. The Executive Board may appoint one or more **Executive Board**~~executive board~~ members as alternative members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Executive Board, to the extent provided in the Executive Board resolution, except that no committee may do the following:

- (a) Take any final action on any matter that, under California Nonprofit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Executive Board or any committee of the Executive Board;
- (c) Fix compensation of the **Executive Board**~~executive board~~ members for serving on the Executive Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Executive Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Executive Board or appoint the members of committees of the Executive Board; or
- (g) Expend corporate funds to support a nominee for **Executive Board**~~executive board~~ members if more people have been nominated for **Executive Board**~~executive board~~ members than can be elected.

Section 2 - Meetings and Action of Committees. Meetings and actions of committees of the Executive Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Executive Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Executive Board resolution or, if none, by resolution of the committee.

Minutes of each meeting shall be kept and shall be filed with the corporate records. The Executive Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Executive Board has not adopted rules, the committee may do so.

Section 3 - Standing Committees:

(a) Fundraising Committee chaired by one **Co-Chair**~~chair~~ or their designee who is a member of the Executive Board. **The Committee shall be composed of the**

**Co-Chairs, the Lobbyist Liaison, and Senior Advisor.** The focus of this committee is to outline the **fundraising section of the strategic plan that establishes the plan for the foundation's fiscal sustainability.**

(b) By-Laws Committee chaired by one ~~Co-Chair~~ ~~chair~~ or their designee who is a member of the Executive Board. **The Committee shall be composed of the Co-Chairs, Secretary, and Membership Director.** The focus of this committee is to compare and review the foundations by-laws with the foundations operations.

(c) ~~GLYLP Capitol Day~~ **Youth Development Committee** chaired by the ~~Secretary~~ ~~secretary~~ or their designee who is a member of the Executive Board. **The Committee shall be comprised of the Secretary, Policy Director, Communications Director, and Events Director.** The focus of this committee is to coordinate the Chicano Latino Youth Leadership Project Sacramento Leadership Conference Capitol Day & the Brown Issues Policy Bootcamp.

(d) Internship Committee chaired by the fellow Fellow/Intern Representative or their designee who is a member of the Executive Board. **The Membership Director & Policy Director shall also be appointed to the committee.** The focus of this committee is to ~~assist the fellow representative with coordinating~~ coordinate the Annual Internship Program.

(e) **Elections Committee is composed of members of the Executive Board who have decided to run for a position on the board following the end of their term.** The focus of this committee is to organize and schedule the Executive Board elections for the next calendar year.

(f) **Budget Committee shall be chaired by the Treasurer or their designee who is a member of the Executive Board. The Committee shall be composed of the Co-Chairs, the Treasurer, the Lobbyist Liaison, and Events Director. The focus of the committee shall be to create the organization's yearly fiscal outlook and maintain compliance.**

Section 4 - Creation and Powers of Subcommittees. The Executive Board, by resolution adopted by a majority of the ~~Executive Board~~ ~~executive board~~ members then in office, may create one or more subcommittees, to serve at the pleasure of the Executive Board. Appointments to subcommittees of the Executive Board shall be by a majority vote of the ~~Executive Board~~ ~~executive board~~ **members then in office or it may be delegated to the chair of the subcommittee in the resolution. The Executive Board may appoint one or more Executive Board ~~executive board~~ **members as alternative members of any such committee, who may replace any absent member at any meeting. The Executive Board shall maintain a majority of the subcommittee membership to be non-Executive Board Executive Board Members who are current members of CLCAF.****

~~members then in office or it may be delegated to the chair of the subcommittee in the resolution. The Executive Board may appoint one or more Executive Board~~ ~~executive board~~ ~~members as alternative members of any such committee, who may replace any absent member at any meeting. The Executive Board shall maintain a majority of the subcommittee membership to be non-Executive Board~~ ~~executive Board~~ ~~Members who are current members of CLCAF.~~

Any such subcommittee shall have all the authority of the Executive Board, to the extent provided in the Executive Board resolution, except that no subcommittee may do the following:

- (a) Take any final action on any matter that, under California Nonprofit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Executive Board or any committee of the Executive Board;
- (c) Fix compensation of the ~~Executive Board~~ ~~executive board~~ members for serving on the Executive Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Executive Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Executive Board or appoint the members of committees of the Executive Board; or
- (g) Expend corporate funds to support a nominee for ~~Executive Board~~ ~~executive board~~ members if more people have been nominated for ~~Executive Board~~ ~~executive board~~ ~~members~~ member than can be elected.

Section 5 - Meetings and Action of Subcommittees. Meetings and actions of subcommittees of the Executive Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Executive Board actions, except that the time for general meetings of such subcommittees and the calling of special meetings of such subcommittees may be set either by Executive Board resolution or, if none, by resolution of the subcommittee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Executive Board may adopt rules for the governance of any subcommittee as long as the rules are consistent with these bylaws. If the Executive Board has not adopted rules, the subcommittee may do so.

#### ARTICLE VIII - INDEMNIFICATION

Section 1 - Indemnification: To the fullest extent permitted by law this corporation may indemnify its Executive Board Members, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, ~~judgment~~ ~~judgement~~, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as the term is used in section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as section 5238(a) of the Corporations Code.

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

and if so, the Executive Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Executive Board in a specific instance, expenses, incurred by a person seeking indemnification in defending any proceeding covered by these Bylaws, shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

## **ARTICLE IX - CODE OF CONDUCT** ~~Removal of Members~~

**Section 1 - Code of Conduct: CLCAF Members, including Board Members, are expected to adhere to these principles to maintain a positive and respectful environment within the organization. Members shall treat each other with respect and dignity, valuing diversity and fostering an inclusive atmosphere free from discrimination, harassment, or prejudice based on race, gender, religion, sexual orientation, citizenship, income status, or any other protected characteristic. Members shall conduct themselves professionally, demonstrating integrity, honesty, and ethical behavior in all interactions related to the organization. Members shall work collaboratively, promoting open communication and constructive feedback. Disagreements should be handled respectfully, and efforts should be made to find common ground for the benefit of the organization. CLCAF's code of conduct applies to a member's behavior both during and outside of CLCAF events.**

**Section 2 - Violations: Board Members and general Members found to be in violation of the Code of Conduct may be subject to disciplinary action, including but not limited to warnings, suspension, or expulsion from the organization. Allegations of Code of Conduct violations shall be discussed promptly by the Executive Board. The severity of the violation will determine the appropriate disciplinary action. Actions may include verbal or written warnings, probation, suspension, or expulsion from the organization. The member facing removal will be notified in writing of the decision and the reasons for the removal, while maintaining confidentiality of accusers.**

**CLCAF maintains a zero-tolerance policy for the following conduct at its events – excessive alcohol consumption and harassment of any type toward event attendees by any party. Noncompliance with this policy will result in immediate and permanent exclusion from CLCAF events, activities and programs as determined by the Executive Board.**

**Section 3 - Removal of Members: The Executive Board may remove any**

member for misconduct. For matters related to harassment, the Executive Board shall follow CLCAF's Code of Conduct Policy. The Executive Board may remove any general member who engages in any form of harassment by a majority vote.

Section 4 - Conflicts of Interest: A conflict of interest shall be defined as a situation in which a Board Member has a personal, financial, or any other interest that may compromise their objectivity, impartiality, or ability to make decisions in the best interest of the organization. Board Members must promptly disclose any potential conflict of interest in writing to the Executive Board. Executive Board Members shall not participate in the voting process if they have a conflict of interest related to the violations of the code of conduct or the removal of members. Any Board Member may bring forth concerns regarding a potential conflict of interest involving another Board Member. The Board shall make a final determination regarding the existence of a conflict of interest. If a conflict is confirmed, the affected Board Member shall be prohibited from voting on the specific matter. The quorum for voting on matters related to violations of the code of conduct and removal of members shall be calculated excluding any Board Member with a conflict of interest.

Section 5 - Executive Board Responsibilities: The code of conduct shall be reviewed annually by the Executive Board. As part of the review, the board shall establish or update a code of conduct violation submission policy. In cases of violation submissions, the board shall offer to elevate cases to the Capitol Workplace Conduct Unit, at the discretion of the accuser.

~~The Executive Board may remove any member for misconduct. For matters related to harassment, the Executive Board shall follow the CLCAF's Code of Conduct Policy.~~

~~Section 1 - Code of Conduct: Section 1 - Code of Conduct: CLCAF is committed to providing an environment that is~~

~~free of harassment with respect to any member of the Club. The Executive Board is~~

~~further committed to a harassment free setting where everyone is free of racial, age,~~

~~disability, ethnic, gender or personal harassment, and where everyone is treated with~~

~~dignity and respect.~~

~~The Executive Board may remove any general member who engages in any form of harassment by a majority vote.~~

## ARTICLE X - INSURANCE

Section 1 - Insurance: This corporation shall have the right, and shall use its best efforts, to



purchase and maintain insurance to the full extent permitted by law on behalf of its officers, **Executive Board** ~~executive board~~ members, employees, and other agents, to cover any liability asserted against or incurred by an officer, **Executive Board** ~~executive board~~ member, employee, or agent in such capacity or arising from the officer's, **Executive Board** ~~executive board~~ member's, employee's, or agent's status as such.

## ARTICLE XI - CONTRACTS WITH **BOARD MEMBERS**~~MEMBERS~~**BOARD MEMBERS** AND OFFICERS

No **Board Member**~~board member~~ of this corporation or any other corporation, firm, association, or other entity in which one or more of this corporation's **Board Member** ~~board members~~ are **Board Member** ~~board members~~ or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless:

(a) The material facts regarding that **Board Member** ~~board member's~~ financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all the Executive Board prior to the Executive Board's consideration of such contract or transaction;

(b) Such contract or transaction is authorized in good faith by a majority of the Executive Board by a vote sufficient for that purpose without counting the votes of the interested **Board Member** ~~board members~~;

(c) Before authorizing or approving the transaction, the Executive Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances or the transaction was in furtherance of the corporation's charitable purposes; and

(d) The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into. This Section does not apply to a transaction that is part of a public, or charitable program of this corporation if it is:

(a) Approved or authorized by the corporation in good faith and without unjustified favoritism; and

(b) Results in a benefit to one or more **Board Member** ~~board members~~ or their families because they are in the class of persons intended to be benefited by the public, charitable, or program of this corporation.

## ARTICLE XII - DEDICATION OF ASSETS

Section 1 - Assets: The corporation's assets are irrevocably dedicated to charitable & educational purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall insure the benefit of any private persons or individual, or to any **Executive Board** ~~executive board~~ member or officer of this corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit

fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Revenue Code section 501(c)(3).

### ARTICLE XIII - AMENDMENTS

Section 1 - Amendments to the Bylaws: These Bylaws may be adopted or amended when necessary by two-thirds (2/3) majority of the Executive Board and majority of members in good standing present at a general membership meeting. Proposed amendments must be submitted to the Secretary to be sent out with Executive Board and general membership meeting announcements.

**Section 2 - Threshold Exemption: Bylaw amendments that are technical in nature, clarifications, typo fixes, or changes of that nature shall not be subject to the majority thresholds listed above. Instead these bylaw changes shall only require a simple majority vote from the Executive Board. The Executive Board shall determine by a two-thirds majority whether or not amendments qualify for this exemption if brought forward by an Executive Board member under this section. Amendments adopted this way shall be reported to the general membership at the next available newsletter.**