

**BYLAWS  
OF  
MONO COUNTY SHERIFF SEARCH AND RESCUE TEAM**

Adopted January 6, 2017

**ARTICLE I  
NAME**

1.1 NAME. The name of the Corporation shall be MONO COUNTY SHERIFF SEARCH AND RESCUE TEAM. Throughout these Bylaws, MONO COUNTY SHERIFF SEARCH AND RESCUE TEAM shall be referred to as the “Corporation”, or as the “Team”.

**ARTICLE II  
PURPOSES**

2.1 STATUTORY PURPOSE.

This Corporation is a public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law exclusively for public and charitable purposes.

2.2. SPECIFIC PURPOSES.

2.2.1. This Corporation is established and is to be operated for the purpose of providing to the public search and rescue services as authorized or coordinated by the Mono County Sheriff when persons are lost, injured, trapped or stranded.

**ARTICLE III  
PRINCIPAL OFFICE**

3.1 PRINCIPAL OFFICE.

The principal office for the transaction of the activities and affairs of the Corporation ("Principal Office") is located in Mono County, California. The Board of Directors (“Board”) may at any time or from time to time change the location of the Principal Office from one location to another. Any change of location of the Principal Office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

3.2 OTHER OFFICES.

The Board may at any time or from time to time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE IV  
MEMBERSHIP**

4.1 MEMBERS. A member shall be a person who meets minimum standards as prescribed by these Bylaws and the policies of the Corporation as established from time to time.

## 4.2 MEMBERSHIP ADMISSION AND TERMINATION.

4.2.1 Persons seeking admission as a Candidate Member shall file an application with the current recruitment chairman, during or soon after the annual Spring Recruiting Open House meeting. Following a background check and concurrence by the Mono County Sheriff's Department and a panel interview, the Board of Directors shall present a list of recommended applicants at the next regularly scheduled meeting of the members of the Corporation. A majority vote by secret ballot of the members present at such a meeting is required for election of the applicant to Candidate Member status.

4.2.2 Upon satisfactory completion of the training as required by the policies of the Corporation as established from time to time, a Candidate Member shall be eligible for election as a Rescue or Support Member of the Team. A two thirds vote by secret ballot at a regular meeting of the Corporation is required for a Candidate Member to be elected as a Rescue or Support Member.

4.2.3 Use or possession of alcohol or controlled substances on any search and rescue undertaken by the members of the Corporation is prohibited. Violators are subject to immediate dismissal from the membership of the Corporation.

4.2.4 The membership of any member may be terminated by the Board of Directors for not fulfilling the requirements of these Bylaws or for violation of any portion of the policies of the Corporation. In either case, the member shall be notified of the proposed action, and the reasons, at least ten (10) days prior to the termination action. The Board shall hold a hearing during which the member may participate and have an opportunity to answer charges. The termination of membership must be approved by two-thirds of the Board members.

4.2.5 Under California law, the Mono County Sheriff's Office has both the authority and sole responsibility for Search and Rescue in Mono County, and has full responsibility and control over who may participate in Search and Rescue incidents. This responsibility may not be delegated. Final authority for appointment and dismissal of any participant in a SAR incident, lies solely with the Sheriff or designated officer. Accordingly, the Board of Directors shall remove the name of any corporation member from the call list upon receipt in writing of a request to do so from the Sheriff or designated officer.

## ARTICLE V BOARD OF DIRECTORS

### 5.1 GENERAL CORPORATE POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or other sections of these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

### 5.2 SPECIFIC POWERS

Without prejudice to the general powers set forth in Section 5.11 but subject to the same limitations, the Board shall have the power to:

- (a) Appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, the Articles of Incorporation,

or these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Conduct, manage, and control the activities and affairs of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these bylaws.

(c) Change the Principal Office or the principal business office in California from one location to another, and 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 California.

(d) Adopt and use a corporate seal and alter the form of the seal.

(e) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

### 5.3 NUMBER AND QUALIFICATION OF DIRECTORS.

5.3.1. Authorized Number. The Board of Directors shall consist of no less than five (5) nor more than nine (9) directors until changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board. The authorized number of directors may be changed only by a resolution adopted by the affirmative vote of two-thirds of those directors then in office.

5.3.2. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person currently being 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 a director as director; 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 the provisions of this Paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

### 5.4 ELECTION AND TERM OF OFFICE.

All directors shall be elected at an annual meeting of the Corporation, to hold office for two (2) years; however, if any such directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose or by written ballot. Five (5) directors shall be elected in odd numbered years, and four (4) directors shall be elected in even numbered years. Election to the Board shall be by closed ballot. Directors shall be elected by the affirmative vote of the majority of the Rescue and Support members present and voting at a duly held meeting. Each director, including a director elected to fill a vacancy or elected at a special meeting or by written ballot, shall hold office until expiration of the term for which elected or until a successor has been elected and qualified, whichever shall occur later.

### 5.5 VACANCIES ON BOARD.

5.5.1. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) 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, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the vote of a majority of the directors then in office, to remove any director; (d) the increase of the authorized number of directors; or (e) the failure of the Board, at any meeting of the Board at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

5.5.2. Resignations. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors.

5.5.3. Filling Vacancies. Vacancies of an officer on the Board may be filled by a majority vote of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

5.5.4. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

## 5.6 DIRECTORS' MEETINGS.

5.6.1. Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the Principal Office of the Corporation.

5.6.2. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

5.6.3. Annual Meeting. Within ninety (90) days after the close of the Corporation's fiscal year, the Board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting shall be given as set forth in paragraph 5.6.5.

5.6.4. Other Regular Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may set by resolution from time to time. Notice of such meetings shall be given as set forth in paragraph 5.6.5.

5.6.5. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any vice President, or the Secretary or any two directors.

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, facsimile, or email, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director. All such notices shall be given or sent to the director's address, telephone number, facsimile number, or email address, as shown on the records of the Corporation.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile transmission, or email shall be delivered, telephoned, transmitted by facsimile, or sent by email at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting, and the place if the place is other than the Principal office of the Corporation. It need not specify the purpose of the meeting.

5.6.6. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of

business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that Meeting.

5.6.7. Waiver of Notice. Notice of a meeting need not be given to any director 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 director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

5.6.8. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. 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 of the adjourned meeting, to the directors who were not present at the time of the adjournment.

5.6.9. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board individually or collectively consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. All such consents shall be filed with the minutes of the proceedings of the Board.

#### 5.6.9.1 Board of Directors Action by Electronic Mail

The Board may vote on motions outside of Board meetings using electronic mail with the following procedure.

- (a) The motion will be submitted to the Board membership by electronic mail to provide adequate notice.
- (b) An explanation of why the motion should not wait until the next Board meeting shall be included. Any team member wishing to discuss the motion at a Board meeting may contact any Board Member.
- (c) A majority of Board Members must vote in the affirmative for the motion to pass. Votes shall be submitted to the Team President and Secretary by electronic mail. If a majority of affirmative votes are received within five days after the motion was mailed, the motion passes and the Secretary will read the motion into the minutes of the next Board meeting.
- (d) If a majority of affirmative votes are not received from Board Members within five days, the motion will be tabled until the next Board meeting.

5.6.10. Compensation and Reimbursement. Directors and members shall serve without compensation, except they may be permitted to be paid or reimbursed for their actual and necessary expenses incurred in the performance of official training or search and rescue missions, including the cost or replacement of lost or destroyed equipment. They shall not be compensated for rendering services which are performed as a normal function of search and rescue

5.6.11. Committees. The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more Committees of the Board, each consisting of two or more directors and no persons who are not 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, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

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

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

5.6.11.1 Ad hoc Committees. The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more ad hoc committees for a specific purpose, reporting to the Board, to be disbanded when that purpose is completed. Each ad hoc committee will consist of at least one Board member, and may have other Team members as members.

## ARTICLE VI OFFICERS

### 6.1 Officers of the Corporation.

The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the Board's discretion, a Chairman of the Board, one or more Vice Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 6.3. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

### 6.2 Election of Officers.

The officers of the Corporation, except those appointed under Section 6.3, shall be elected annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

### 6.3 Other Officers.

The Board may appoint and may authorize the Chairman of the Board, the President, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws and the policies of the Corporation, or as determined by the Board. Examples are Training Officer and Equipment Officer.

### 6.4 Removal of Officers.

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause at any time by the Board and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

### 6.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

6.6 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 regular appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

6.7 Chairman of the Board. If a Chairman of the Board is elected, he or she shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the general manager and chief executive officer of the corporation and shall have the powers and duties of the President of the Corporation prescribed by these Bylaws.

6.8 President. Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the general manager and chief executive officer of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. In the absence of the Chairman of the Board, or if there is none, the President shall preside at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may prescribe from time to time.

6.9 Vice Presidents. If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe from time to time.

6.10 Secretary. The Secretary shall keep or cause to be kept, at the Corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of

committees of the Board and of monthly meetings of the Team. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the Principal Office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws or the policies of the Corporation may prescribe from time to time.

#### 6.11 Chief Financial Officer

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of the account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of the Bylaws may prescribe from time to time.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal.

#### 6.12 Authority of Officers

The President, or Vice Presidents, the Secretary, or such other officers as the Board may select for that purpose, are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this Corporation. The authority granted in these Bylaws to the officers to vote or represent this Corporation arising from any voting securities held by this Corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officers.

### ARTICLE VII INDEMNIFICATION

7.1 Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in said Section 5238 (a) , and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Article VII, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

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

7.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 7.1 and 7.2 in defending any proceeding covered by those Sections 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 determined that the person is entitled to be indemnified by the Corporation for those expenses.

7.4 Insurance. 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, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, directors, employees, or agent's status as such; provided, however, the Corporation shall have no power to purchase and maintain such insurance to indemnify any such person for a violation of Section 5233 of the California Corporations Code.

7.5 Duty to Comply With Law. The purpose of this Section is to emphasize that, with regard to the indemnification provided under this Article VII, the Board must review and comply with all provisions of Section 5238 of the California Corporations Code, as amended from time to time.

## ARTICLE VIII RECORDS AND REPORTS

8.1 Maintenance of Corporate Records. The Corporation shall keep: (a) adequate and correct books and records of account; and (b) written minutes of the proceedings of the Board, and committees of the Board.

8.2 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

8.3 Annual Report. A report shall be furnished annually to the directors at the annual Board meeting, if possible, or at least within ninety (90) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the Corporation, both unrestricted of the Corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes; and
- (e) Any information required by Section 8.4. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

8.4 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all

directors, the Corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within ninety (90) days after the end of the Corporation's fiscal year:

(a) Any transaction (i) in which the Corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following: (1) any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered a material financial interest), or (2) any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Article VII.

## ARTICLE IX FINANCES

9.1 Funds. The Corporation shall maintain accounts into which shall be placed all funds designated for its operation. All money received in the name of the Corporation, and not restricted as to particular purpose, shall constitute a general operating fund to be disbursed according to the criteria established in writing by the Board of Directors for the furtherance, administration and implementation of the goals and purpose of the Corporation.

9.2 Fiscal Period. The fiscal year of the Corporation shall be prescribed by the Board of Directors.

9.3 Budget. The Board shall adopt in advance of each fiscal period an annual operating budget covering all activities of the Corporation, as a guideline and goal, but shall not be bound by such budget.

## ARTICLE X MISCELLANEOUS

10.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

10.2 Contracts. Except as otherwise provided in these Bylaws, the directors may authorize any officer or officers, agent or agents, to enter into any contracts or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general, or consigned to specific matters; and unless so authorized by the Board of Directors, no officer, agent or employee will have the power to or authority to bind the Corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

## ARTICLE XI AMENDMENT OF ARTICLES AND BYLAWS

11.1 Amendment of Articles and Bylaws. The Articles of Incorporation may be amended, and these Bylaws may be amended, or repealed and new Bylaws adopted, only by an affirmative vote of two-thirds (2/3) of the directors of this Corporation then in office.

11.2 High Vote Requirement. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.