

BYLAWS
of the
Peace & Justice Center of Sonoma County
A California Nonprofit Public Benefit Corporation
Updated as of July, 2015

ARTICLE I
NAME

The name of the corporation is the **Peace & Justice Center of Sonoma County, (Changed as of 9-8-08)**

ARTICLE II
OFFICES

The principal office for the transaction of the activities and affairs of the corporation is located at **467 Sebastopol Avenue, Santa Rosa, Sonoma County, California (changed as of ca 2000, see minutes of 7-22-15)** . This board of directors may change 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 article, or this article may be amended to state the new location.

ARTICLE III
MEMBERSHIP

Section 1. **Members.** This corporation shall have no members, but the board of directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members including the obligation to pay dues.

Section 2. **Participating Organizations.** The board may from time to time admit on such terms and conditions as it deems in the best interests of the Center one or more organizations (whether corporations or unincorporated associations) to participate in the affairs of the Center. Such organizations are referred to as “Participating Organizations.”

ARTICLE IV
DIRECTORS

Section 1. **Powers.** This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the board of directors of this corporation directly or, if delegated, under the ultimate direction of the board.

Section 2. **Number.** The board shall consist of at least **three (3)** (changed as of 5-13-15 -Change by-laws from 5 persons minimum to 3 persons) *Consensus* but no more than seventeen (17), with the exact number of authorized directors to be fixed from time to time by resolution of the board of directors.

Section 3. Interested Persons as Directors. No more than forty nine (49) percent of the persons serving on the board may be interested persons. An interested person is (a) any [person compensated by the corporation for services rendered to it within the previous twelve (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.

Section 4. Election and Term of Office. All directors shall be elected at each annual organizational meeting and shall hold office until the next annual meeting; however, if any directors are not elected at an annual meeting, they may be elected at any director's meeting held for that purpose or by written ballot. Each director shall hold office until expiration of the term for which s/he is elected and, unless removed from office, until a successor has been elected and qualified.

Section 5. Vacancies. A vacancy shall be deemed to exist on the board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 6. Removal. A majority of the directors then in office may remove any director, at any time, with or without cause.

Section 7. 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 board. 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.

Section 8. Place of Meetings. Meetings of the board shall be held at any place 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.

Section 9. 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.

Section 10. Annual Meeting. The board shall hold an annual meeting for purposes of organization, election of directors and officers, appointing committees and committee members, and transaction of other business. Although this is a regular meeting of the board, it must be noticed as the annual meeting using the procedures stated in Section 12(a) & (b).

Section 11. Regular Meeting. Regular meetings of the board shall be held without notice on such dates and at such times as may be fixed by the board. Any change in the time and place of

a regular meeting shall be clearly stated in a notice of the meeting and shall be given as provided in Section 12(a) & (b) below.

Section 12. **Special Meetings.** Special meetings of the board for any purpose may be called at any time by the chairperson of the board, the president or any two.

(a) **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile transmission; (5) e-mail; or (6) telegram, charges prepaid. All such notices shall be given or sent to the director's address, telephone number, facsimile telephone number or e-mail address as shown on the records of the corporation.

(b) **Time Requirements.** Notices sent by first-class mail shall be deposited in the U.S. mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile transmission, e-mail or telegraph shall be delivered, telephone, e-mailed or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(c) **Notice Contents.** The notice shall state the time and place of the meeting. It shall be accompanied by the agenda for the meeting if one is prepared.

Section 13. **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 shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 14. **Quorum.** A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors whichever is larger. 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 other requirements specified in 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.

Section 15. **Conduct of Meetings.** Meetings of the board shall be presided over by the chairperson of the board, if any. If no chairperson of the board is either chosen or present, the president shall preside. In the absence of the president, vice-presidents shall preside in an order

of rank fixed by the board. If none of the foregoing officers are present, a chairperson chosen by a majority of the directors present at the meeting shall preside.

Section 16. **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 twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (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.

Section 17. **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 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 any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Section 18. **Compensation and Reimbursement.** Directors and members of committees may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.

Section 19. **Non-liability of Directors.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 20. **Inspection.** 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. This right of inspection includes the right to copy and make extracts of documents.

Section 21. **Standard of Care.** (a) **General.** A director shall perform the duties of a director, including duties as a member of any board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or represented by:

- (1) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented.

(2) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(3) a board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VII below, a person who performs the duties of a director in accordance with this section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) **Investments.** Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

ARTICLE V COMMITTEES

Section 1. **Committees of the Board.** 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, 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) Set the number of directors within a range specified in these bylaws;
- (b) Elect director or remove directors without cause;
- (c) Fill vacancies on the board or on any committee that has the authority of the board;
- (d) Create any other board committees or appoint the members of any board committee;
- (e) Fix compensation of the directors for serving on the board or on any committee;

- (f) Amend or repeal bylaws or adopt new bylaws;
- (g) Adopt amendments to the Articles of Incorporation of this corporation;
- (h) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (i) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (j) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation;
- (k) 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 special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

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

Section 3. **Meetings and Action of Committees.** 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 and 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.

Advisory committees shall determine their own meeting rules and whether minutes shall be kept.

The board of directors may adopt rules for the governance of any board or advisory committee not inconsistent with the provisions of these bylaws.

ARTICLE VI OFFICERS

Section 1. **Officers of the Corporation.** The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the board’s discretion, a chairperson 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 3 of this article. 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 chairperson of the board.

Section 2. **Election of Officers.** The officers of the corporation, except those appointed under Section 3 or this article, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of the officer under any contract of employment.

Section 3. **Other Officers.** The board may appoint and may authorize the chairperson 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 or determined by the board.

Section 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 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.

Section 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.

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

Section 7. **Responsibilities of Officers.** (a) **Chairperson of the Board.** If a chairperson of the board is elected, s/he 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 chairperson of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation prescribed by these bylaws.

(b) **President.** Subject to: (i) such supervisory powers as the board may give to the chairperson of the board, if any, and (ii) the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall, in the absence of the chairperson of the board, preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

(c) **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.

(d) **Secretary.** (1) **Book of minutes.** 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. 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.

(2) **Notices and Other Duties.** 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 have such other powers and perform such other duties as the board or the bylaws may prescribe.

(e) **Treasurer.** (1) **Books of Account.** The treasurer 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 treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board.

(2) **Deposit and Disbursement of Money and Valuables.** The treasurer 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, chairperson of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(3) **Bond.** If required by the board, the treasurer 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 treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE VII PROHIBITED TRANSACTIONS

Section 1. **Loans.** Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. **Self-Dealing Transactions.** Except as provided in Section 3 below, the board of directors shall not approve, or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. **Approval.** This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE VIII INDEMNIFICATION

Section 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 that section, and including an action by or in the right of the corporation, by reasons of the fact that the person is or was a person described in that section. "Expenses," as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 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, to the extent that the person has been successful on the merits, the board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, 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 to the extent permitted thereby.

Section 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 the foregoing sections, 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. Unless the board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

ARTICLE XI 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, director's, employee's or agent's status as such.

ARTICLE X RECORDS AND REPORTS

Section 1. **Maintenance of Corporate Records.** The corporation shall keep:

- (a) Adequate and correct books and records of account.
- (b) Written minutes of the proceedings of its board and committees of the board.
- (c) A policy book containing a current record of policies adopted by the board.

Section 2. **Annual Report.** The board shall cause an annual report to be sent to the directors within 120 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 and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.

(f) Any information required by Section 4 below.

The annual report shall be accompanied by any report on it 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.

Section 3. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report, the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within 120 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 such an 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 \$20,000 paid during the fiscal year to any officer or director of the corporation under Article VIII of these bylaws.

ARTICLE XI CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporations 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.

ARTICLE XII AMENDMENTS

Provided no members have been admitted to the corporation, any amendment to these bylaws may be adopted by approval of the board and, provided further, 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.

ARTICLE XIII
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive, at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the SONOMA COUNTY CENTER FOR PEACE AND JUSTICE, a California nonprofit public benefit corporation, that the above amendments to the bylaws, consisting of 14 pages, were duly adopted by the board of directors on May 20, 1996, and that they have not been amended or modified since that date.

Executed on April 15, 1996 at Santa Rosa, California.

Millie Tripp, Secretary