

BYLAWS
OF MARIN COUNTY ESTATE PLANNING COUNCIL
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

ARTICLE I

NAME, PRINCIPAL OFFICE, PURPOSES AND NON PROFIT STATUS

Section 1.01. Name. The name of this corporation is the Marin County Estate Planning Council, a California corporation (referred to variously as the “ Corporation” and as “MCEPC”).

Section 1.02. Principal Office. The principal office of MCEPC for its administration and the transaction of business is located in Marin County, California and its specific location shall be deemed to be the location where its membership records are kept which shall be changed from time to time and identified to the members by the Board annually. The Board of Directors (“Board”) may change the principal office of MCEPC from one location to another in the Marin County, California from time to time. Any such change shall be noted by the Secretary in the records of the corporation, but shall not require an amendment of these Bylaws.

Section 1.03. Purposes. The purposes of MCEPC shall be to promote knowledge and interest in estate planning and related subjects, to provide a forum where estate planning professionals may exchange views and become better acquainted with one another and their work, to foster intelligent cooperation in the area of estate planning, and to promote a better understanding of the proper relationship which the work of each member classification bears on the other classifications.

Section 1.04. Non- Profit Status- Prohibition on Profit and Asset Sharing This Corporation was incorporated pursuant to the Non-Profit Mutual Benefit Corporation Law of the State of California and has qualified as, and files tax returns as, a business league under IRC § 501(c) (6) and Cal R & T § 23701(e). 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 operation of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for MCEPC in effecting any of its purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of or receive any of the corporate assets on dissolution of MCEPC. This prohibition does not effect reimbursements for costs incurred for MCEPC in effecting any of its purposes

ARTICLE II
MEMBERSHIP

Section 2.01. Members .Only individuals may be members of MCEPC. Corporations, partnerships or other business entities may not be members. The qualifications and eligibility requirements for membership and the categories and rights and obligations of the members shall be as provided in these Bylaws, in policies and guidelines adopted by the Board, or under applicable law. Except as stated elsewhere for non-voting or Emeritus Members (as defined in Sec. 2.11), all members shall have the same rights, privileges, and responsibilities. Members have no beneficial ownership in any asset of MCEPC.

- A. Voting Members. MCEPC shall have one class of dues paying voting members with voting rights as specified in these Bylaws. Emeritus Members (Sec. 2.11) shall be voting members
- B. Non-voting Members. The Board may by resolution establish one or more categories of nonvoting associates who may be referred to as "members," and provide for their rights and obligations (including the obligation to pay dues); however, the terms "member" and "membership," as used in these Bylaws, shall refer only to voting members.

Section 2.02. Categories of Members; Qualifications for Membership. This corporation shall only have the following categories of voting members.

The voting membership categories are:

- A. Attorneys.
- B. Accountants.
- C. Fiduciaries, Trust Administrators and Officers of Corporate Fiduciaries
- D. Financial Planners, Investment Advisers and Investment Managers
- E. Life and LTC Insurance Agents.
- F. At-Large Members*

*Applicants for At-Large Membership are individuals who are not qualified for any other membership category, e.g. not licensed by a California agency nor holding a pertinent educational degree, but who have an appropriate interest in membership, who otherwise meet the general qualifications for membership, who are accepted as qualifying

as At-Large members, and who, at the Board's discretion and upon the Board's finding of the applicant's substantial involvement in and experience with client estate planning, would be deemed likely to add to the members' estate planning knowledge and professionalism consistent with the purposes of MCEPC. Examples of individuals who could be members in this category are a) asset valuation experts primarily engaged in valuing assets and partial interests in assets for gifts and estates, b) charitable gift planners, c) funeral directors, d) financial advisors not included above, e) professors, f) elder care specialists, etc.

The Board shall, from time to time, publish Membership Guidelines specifying additional requirements for membership for a single category, or for all members, such as a requirement for members in a particular category to hold a specific professional license or professional certificate or educational degree ("Membership Guidelines") In order to be accepted as a Member in one of the above categories, the Applicant or Member must meet at least the basic licensing requirements for practicing that profession in California and such additional applicable criteria as the Board may adopt from time to time as part of the Membership Guidelines or the materials related thereto.

All members shall at the least: i) be of good reputation for estate planning work in the community, ii) be residents of or have their primary business office in or do a material level of their estate planning business in Marin County, California, and iii) have at least five (5) years of substantial and demonstrated experience in estate planning and/or estate and trust administration, as such terms shall be defined by the Board. Merely advising estates and trusts on investment selection or portfolio structuring does not constitute "estate planning."

MCEPC shall not exclude otherwise qualified applicants from membership or otherwise discriminate on the basis of sex, race, sexual-orientation, religious preference or ethnic or cultural background.

Section 2.03. Nomination and Election of Members. Nominations for membership must be made by two members, each of whom must be a member in good standing, and at least one of whom must have been a member for at least one year as of the date of nomination. Nominations must be made in writing, on a form provided by the Board, and may be submitted at any time to the Board or other person authorized to accept such form by the Board.

The Board will review each nomination in accordance with these By-Laws and the Membership Guidelines to determine whether the nominee meets the qualifications for membership then in effect. After review by the Board, the nominee shall be presented to the Board for a vote and shall be approved or disapproved by majority vote. Upon election of a new member, the Board shall notify such person of their election. Membership shall commence upon payment of any required dues or, if no dues are required, upon election.

Section 2.04. Membership Dues. There shall be annual dues payable by each member unless specifically excepted, as determined by resolution of the Board. The amount of such dues shall be determined by the Board prior to the first members' meeting of each fiscal year and shall be payable in advance on or before the date of the first members' meeting. The Board may determine by resolution the conditions under which any payment of dues shall be prorated or refundable, and any other terms and conditions relating to payment of dues not consistent with this Section. The dues shall be used to pay the corporation's expenses.

Section 2.05. Assessments. Membership in this corporation shall be non-assessable.

Section 2.06. Good Standing. Those members who have paid the required dues or fees and who are not suspended or otherwise subject to any disciplinary sanction approved by the Board shall be members in good standing of this corporation and entitled to vote.

Section 2.07. Membership Roster. This corporation shall keep a membership roster containing the name of each member, his or her category and the last contact information provided to the Board by the member for purposes of notice. A member not in good standing shall be removed from the roster.

Section 2.08. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 2.09. Transferability of Memberships. Each membership is personal to that member and memberships or any right arising therefrom may not be transferred or assigned.

Section 2.10. Termination of Membership. Membership in MCEPC shall continue until: i) terminated as provided in this Section, ii) the death of the member, or iii) the resignation of such member from membership by a writing delivered to the Board of MCEPC. No such resignation shall relieve the resigning member of any accrued or unpaid obligations of such member to this corporation, including the payment of dues.

- A. Basis for Termination. Membership in MCEPC shall terminate upon the occurrence of any of the following events or conditions:
- i. Expiration. If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the Board elects to renew the membership.
 - ii. Nonpayment of Dues. The membership of any member who fails to pay his or her dues on or before sixty (60) days after the due

date shall be automatically terminated without action by the Board provided a bill for such dues was sent, by mail, electronically or by delivery service, to the last address of the member on file with MCEPC. The Board may in its discretion re-bill such member, seek to locate such member or delay termination while doing so, or reinstate such member upon payment in full of all dues then owed to the same status as if the default had not occurred.

- iii. Failure to Qualify. On a good faith finding by the Board, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article II, Section 2.02, such member's membership in MCEPC shall terminate.
- iv. Interests of Corporation. On a good faith finding by the Board, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of MCEPC and the advancement of its purposes, such member's membership in MCEPC shall terminate.

B. Termination Procedures. In the case of a proposed termination of a member's membership under Subsection A iii or iv above, the following procedures shall apply:

- i. Notice. MCEPC shall send a written notice to the member, setting forth the proposal for termination, the reasons for such, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen (15) days before the proposed date of termination and at least ten (10) days before the date set for the hearing by first-class or registered mail to the last address provided by the member to this corporation for purposes of notice.
- ii. Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five (5) days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Board of any adequate reason therefore, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.

- iii. Determination. Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final and the member shall be promptly notified of the decision. If a member is terminated hereunder, all membership rights of such member in MCEPC shall cease on the effective date of the termination stated in the notice given pursuant to Subsection B i above.
- iv. Refund. The Board may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues already paid, prorated for the remainder of the fiscal year.

Section 2.11. Emeritus Status. Emeritus status shall be granted to those members with twenty (20) years of participation in MCEPC, or its predecessor unincorporated association, who:

- A. Apply in writing to the Board for such designation; and
- B. No longer work full time in their profession or occupation (*i.e.*, be retired or substantially-retired).

Emeritus status members will be listed in the membership records by name only, will pay no annual dues, will continue to receive meeting notices and will be allowed to attend meetings upon payment of the appropriate guest fee. The Board shall also determine the process for selection, retention, and termination of Emeritus Members.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.01. Place. Meetings of members shall be held at a location within Marin County, California as may be designated from time to time by resolution of the Board.

Section 3.02. Regular Meetings. The members shall meet annually in May for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. The members shall also have other regular meetings in September, November, January, and March at such times and places as determined by the Board.

Section 3.03. Special Meetings. Special meetings of members may be called by the Board or the President and held at such places within Marin County, California as

determined pursuant to Section 3.01 of these Bylaws or at such times and places within the State of California as may be ordered by resolution of the Board. Five (5) percent or more of the members of MCEPC may call special meetings for any lawful purpose.

Section 3.04. Notice of Meetings. Written notice of every meeting of members shall be either personally delivered, forwarded by e-mail, or mailed by first-class United States mail, postage prepaid, at least ten (10) days and not more than ninety (90) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. Members may select either United States mail or email, or both, as their method of delivery.

If the notice is given by mail or other means of written communication, the notice shall be addressed to the member at the address (street, PO Box or email) of such member appearing on the books of MCEPC or at the address given by the member to MCEPC for the purpose of notice. It shall be the member's responsibility to advise MCEPC of any change in the member's address. If the Board finds it appropriate notice may also be given by publication in any newspaper of general circulation in Marin County. The Secretary of MCEPC, or any agent specially designated by the Secretary for the purpose of giving notice, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting (not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or Vice-President or Secretary of the corporation) shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

A meeting of the members may be adjourned for good cause to the next regular members meeting. No meeting of members may be adjourned beyond the next regular members meeting. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 3.05. Contents of Notice. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board at the time the notice is given intends to present for a vote of the members or for other action by the members, as well as details of the program for the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Section 3.06. Voting. At a meeting of members duly held after regular call and notice at which a quorum is present either in person or by proxy any vote of the majority of the members present will be valid as the vote of the members, unless a higher percentage vote is specified in the notice. Votes for the election of directors and other

matters may be made by voice vote or by a show of hands as well as by a written ballot. A record of any proxies given, persons attending, quorum count, and the nays votes, abstentions and approvals shall be kept and filed with the corporate records or made a part of the minutes of the meeting. The record date for a member voting at a meeting shall be the day before the meeting. In order to vote at a meeting the member must have paid their dues in full and otherwise be a member in good standing as of the meeting.

Section 3.07. Quorum. A quorum at any meeting of members shall consist of thirty (30) percent of the total voting members, represented in person or by proxy.

Section 3.08. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken is approved by at least a majority of members required to constitute a quorum.

Section 3.09. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Section 3.10. Voting of Membership.

- A. One Vote Per Member. Each member is entitled to one vote on each matter submitted to a vote of the members.
- B. Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is one day before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is thirty (30) days prior to such other action.
- C. Cumulative Voting. Cumulative voting shall not apply to the election of directors or for any other purpose.
- D. Proxy Voting. Members entitled to vote shall be permitted to vote or act by written proxy filed with the Secretary or the Secretary's designated agent before the date of the scheduled voting provided that the written proxy shall expire after the date of the scheduled voting.

Section 3.11. Action without Meeting by Written Ballot.

- A. Ballot Requirements. Any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, MCEPC shall distribute a written or electronic ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- B. Limitations Pertaining to Election of Directors. Directors may be elected by written ballot or otherwise as determined by the Board.
- C. Solicitation of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.
- D. Voting by Written Ballot. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.
- E. Revocation of Ballot. A written ballot may not be revoked.

Section 3.12. Conduct of Meetings.

- A. Chairman. The President shall be chairman of and shall preside over the meetings of the members.
- B. Secretary of Meetings. The Secretary of MCEPC shall act as the secretary of all meetings of members, provided that in his or her absence, the chairman of the meeting of members shall appoint another person to act as secretary of that meeting.

- C. Rules of Order. The Robert's Rules of order, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or the law.

ARTICLE IV DIRECTORS

Section 4.01. Number. The Board of Directors shall have a minimum of five (5) and a maximum of eight (8) Directors who shall all be members of MCEPC and shall consist of one member from as many of the membership categories listed in Section 2.02 of these Bylaws as possible with a limit of no more than two (2) members from any one category, provided, however, that any number of members of the At Large category may serve. The immediate Past President shall be one (1) of the eight (8) directors.

Section. 4.02. Qualifications. The Directors shall be residents of the State of California and shall be active voting members of MCEPC in good standing.

Section 4.03. Terms of Office. Except as provided in Section 4.01 of these Bylaws, each Director shall hold office for a two (2) year term and until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed prior to the expiration of their designated term at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, such Director shall hold office until his or her removal.

Section 4.04. Nomination. Prior to the annual meeting of members, the President shall appoint a committee of the existing Board members being at least two (2) members from different membership categories listed in Section 2.02 of these Bylaws, who shall submit a list of nominees for the Board of Directors to be disseminated to the members in the announcement of the annual meeting of the members and voted upon at that annual meeting

Section 4.05. Election. The Directors to replace the Directors whose terms are expiring or whose positions will be vacated at the end of the current fiscal year shall be elected at each annual meeting of members by voice vote or by written ballot as authorized by Section 3.11 of these Bylaws. The candidates for Directorship from the membership category of each Director position to be filled who receive the highest number of votes, up to the number of Directors to be elected from that membership category, shall be elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, up to three terms.

Section 4.06. Compensation. The Directors shall serve without compensation. MCEPC will pay a reasonable sum for food and beverage consumed by the Directors at the Board Meetings.

Section 4.07. Meetings.

- A. Call of Meetings. Meetings of the Board may be called by the President but shall be called by the Secretary when requested to do so by three (3) Directors.
- B. Place of Meetings. All meetings of the Board shall be held in Marin County, California, at any place designated in the notice of meeting or, if there is no notice, at any place designated by resolution of the Board of Directors.
- C. Time of Regular Meetings. A regular annual meeting shall be held each year during the month of July at such time and place as may be determined by the Board. Additional regular meetings of the Board shall be held the week following each regular meeting of members at noon on a day of the week designated by the Board or at such other time as determined by resolution of the Board.
- D. Special Meetings. Special meetings of the Board shall be held on at least four (4) days notice by first-class mail, postage prepaid, or on at least forty-eight (48) hours' notice delivered personally or by telephone or facsimile. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- E. Quorum. Four (4) Directors constitute a quorum of the Board for the transaction of business, except as hereinafter provided. To be counted towards a quorum a Director must be physically present or present by conference call, video conference or in like manner where they are able to participate in such meeting in a meaningful manner. If at any time only 5 Directors are in office and serving, three(3) Directors shall constitute a quorum.
- F. Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is

present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

- G. Conduct of Meetings. The President shall preside at meetings of the Board of Directors. The Secretary or, in the Secretary's absence, any person appointed by the President, shall act as Secretary of the Board. Members of the Board may participate in a meeting through the use of conference telephone, video conference, interactive email or similar communications equipment, so long as all members participating in such meeting can hear one another or read their concurrent comments. Such participation shall constitute personal presence at the meeting.
- H. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- I. Deadlock. In the event of a tie vote on any matter voted upon by the Board the President or chairman of the meeting shall have an additional vote to break the tie.

Section 4.08. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 4.09. Removal of Directors.

- A. Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:
- i. The Director has been declared of unsound mind by a final order of court;
 - ii. The Director has been convicted of a felony; or

- iii. The Director has been found by a final order or judgment of any competent court to have breached duties imposed by law on Directors of non-profit corporations and particularly those imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.
 - iv. The Director has at least two (2) unexcused absences from meetings of the Board of Directors during a corporate fiscal year.
 - v. The Director has been found by a vote of the Board, not counting such Director's vote, to have breached his or her duties to the Board and MCEPC or to have materially failed to fulfill his or her responsibilities, but in this event the Director to be removed will be given an opportunity to be heard and defend him/herself per the procedures outlined in Section 2.10 B.
- B. Removal Without Cause. Any or all of the Directors may be removed without cause if such removal shall be approved by the members pursuant to Section 7222 of the Corporations Code.

Section 4.10. Resignation of Director. Any Director may resign at any time effective on giving written notice to the Board or to the President or the Secretary of MCEPC, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office upon the resignation becoming effective.

Section 4.11. Vacancies in the Board.

- A. Causes. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; or on the failure of the members in any election to elect the full number of Directors authorized.
- B. Filling Vacancies by Directors. Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(D) of these Bylaws, or (3) a sole remaining Director.

- C. Filling Vacancies by Members. Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.
- D. Term of Successor Director. A Director who is appointed or elected to fill a vacancy on the Board shall serve only during the unexpired term of the Director he or she replaced.

Section 4.12. Executive Committee. The Board may establish an Executive Committee comprised of the officers of MCEPC and delegate to it such powers and authority as it may deem advisable.

ARTICLE V OFFICERS

Section 5.01. Number and Titles. The officers of MCEPC shall be a President, a Vice-President, a Secretary, a Treasurer, the immediate Past President and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board from time to time and as may be necessary to enable it to sign instruments. The office of the President shall rotate among the Directors each fiscal year with no Director from the same membership category as listed in Section 2.02 holding the office more than once in any consecutive two (2) year fiscal period. Each officer shall hold office for one (1) year or until their successors are chosen and agree to serve. Officers shall not be compensated for serving as such but they may engage one or more agents or assistants to conduct various aspects of record keeping, member notices, web site updating and the like, who may receive fair compensation upon approval by the Board.

Section 5.02. Resignation. The officers shall be chosen by the Board and serve at the pleasure of the Board. Any officer may resign at any time on written notice to the Board without prejudice to the rights, if any, of MCEPC under any contract to which the officer is a party.

Section 5.03. Duties of Officers.

- A. The President is the Chief Executive Officer of the corporation and shall preside at all meetings of the members and the Board.
- B. The Vice President shall perform the duties of the President in the absence of the President and coordinate the publication of the general meeting announcements, dues notice, and annual membership roster. The Vice President shall be responsible for the membership application and admission process.

- C. The Treasurer shall: (1) keep and maintain correct accounts of the finances of the corporation, (2) receive and deposit all moneys in the name and to the credit of the corporation with such depositories as may be designated by the Board, (3) disburse the funds of MCEPC to meet current expenses of MCEPC as approved by the Board, and (4) render at each Board meeting an accounting of the financial condition of MCEPC or upon request of the Board.
- D. The Secretary shall: (1) keep a record of the proceedings of all meetings of the Board, (2) be responsible for maintaining the mailing list and membership roster, (3) prepare written Minutes for each Board meeting, and (4) keep the records of the corporation.
- E. The Past President shall serve as the liaison with the NAEPC.

Section 5.04. Committees. The President shall with the advice and consent of the Board have the power to appoint committees as shall be deemed advisable to further the interests of the corporation and its members and to delegate to the committees such of the Board's power and authority as the Board shall deem advisable.

Section 5.05. Order of Rank. The officers of MCEPC rank in the following order of authority:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Immediate Past President

In the event of the absence or disability of an officer the next officer in order will perform that officer's duties and authorities, e.g. in the event of the absence or disability of the President, then the Vice President who is present shall perform all the duties of the President and, in so doing, shall have all the President's scope of authority, without need to refer matters back to the President on the President's return, etc.

ARTICLE VI

CORPORATE RECORDS, REPORTS, FISCAL YEAR, AND SEAL

Section 6.01. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, the Board, and, if any, the committees of the Board. The Corporation shall also keep a record of its members, with their names and given contact addresses and the category of membership in which each was qualified and accepted. The minutes shall be kept in written form, other books and records shall be kept in either written form or in any other form capable of being converted into written form. Except as otherwise delegated to another agent or officer by the Board, the Secretary shall keep the non-financial records of the corporation (other than membership records), the Vice President shall keep the membership records and roster, and the Treasurer shall keep the financial records of the corporation. Other officers, agents and Directors may be designated by the Board to keep and maintain designated particular records of the corporation.

Section 6.02. Books. The books of the corporation shall be maintained at the Principal Office and shall contain the Articles of Incorporation, By-laws, and Minutes of meetings of the Board of Directors. Every member and every Director on the Board of Directors shall have the right at any time during normal business hours to inspect and copy the books of the corporation and copy its public records and documents of any kind.

Section 6.03. Annual Report. Except as exempted or allowed by Section 8321 of the Corporations Code, the corporation shall notify each member annually of the member's right to receive a financial report containing the information required in that Section 8321.

Section 6.04. Annual Statement of Insider Transactions. The Corporation shall furnish annually to its Directors a statement of any transaction or indemnification described in Section 8322(d) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.03 of these Bylaws.

Section 6.05. Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on June 30 of the following calendar year.

Section 6.05. Corporate Seal. The Board may adopt a corporate seal and determine the form and design of the seal. If this is done, the Secretary of the corporation shall maintain custody of the seal and affix an exemplar of it in all appropriate cases to all corporate documents. Failure to affix the seal shall not affect the validity of any instrument.

ARTICLE VII

RESPONSIBILITIES AND POWERS

Section 7.01 General Powers. Subject to the California Non-Profit Corporation Law, to the Articles of Incorporation and to these By-laws, the business, records and affairs of the corporation shall be managed and all corporate powers shall be generally exercised by or under the policy direction of the Board of Directors.

Section 7.02 The Board of Directors shall generally have the following powers to the extent that they are not inconsistent with any specific provision of these Bylaws:

a) Formulate policy for the operation and development of the corporation. It shall initiate, receive and adopt plans to achieve the purpose of the corporation.

b) Responsible for the ongoing business of the corporation, for assuring implementation of its policies, but may employ an Executive Director or other qualified person to facilitate implementation of its plans and policies.

c) Delegate the management of day-to-day operation of the business of the corporation to an Executive Director or other qualified person, management company or committee, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

d) To select and remove all officers, agents or employees of the corporation, and to prescribe the powers and duties for them as may be consistent with law, the Articles and these By-laws, and, subject to the provisions of law, to fix their compensation or to require security for faithful service;

e) To conduct, manage and control the affairs and business of the corporation and to make policies, rules and regulations, which are consistent with law, the Articles and these By-laws;

f) To borrow money for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debts and securities therefore; and

g) To change the principal executive office or principal business office from one location to another within the County of Marin, State of California.

_____h) To allocate and disburse funds by resolution of the Board of Directors.

Section 7.03 Execution of Contracts. The Board of Directors may, except as otherwise provided in the By-Laws, authorize any officer(s) to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or limited to special instances; conversely, unless so authorized by the Board, no officer, agent or employee shall have the power or authority to bind the corporation by contract or engagement or to purchase on credit or render it liable for any purpose or for any amount.

a) The Corporation shall not be liable on account of any contract entered into by any person, unless such agreement or contract is expressly and duly authorized by the Board

or by one to whom the Board has delegated the responsibility for entering into such contract or into contracts of such kind and provided in above. In the absence of such authorization, such contract shall be the sole responsibility of the person entering into the contract or agreement.

Section 7.04 Authorizing Payment. Except as otherwise specifically determined by resolution of the Board or as otherwise required by law, all checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the corporation shall be signed by the Treasurer or the President. The Board may from time to time, impose additional requirements regarding authority to sign evidences of indebtedness. Section 7.05 Employment. The Board of Directors shall have the authority to hire, renew or terminate the employment of agents or professionals or staff consistent with budgets adopted by the Board.

Section 7.06 Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise but solely to be used for the purposes of MCEPC. The Board may also give small gifts in the form of honorariums to or on behalf of Speakers at meetings of the members

Sections 7.07 Protections and indemnification A person serving as a director of MCEPC shall be entitled to all the protections afforded to directors of Non-Profit corporations, including those of Section 7231.5 of the California Corporations Code and shall be entitled to be indemnified against all claims or actions brought against them for actions taken in the course and scope of their duties as a Director. The corporation may elect to obtain insurance coverage for such purpose as set forth in Article VIII.

ARTICLE VIII - INDEMNIFICATION

Section 8.01 Definitions. For purposes of this Section of these Bylaws the following definitions shall apply:

a) “Agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, while acting in that capacity.

b) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

c) “Expenses” include, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under this Paragraph.

Section 8.02 “Indemnity”. Subject to the limitations and in accord with the provisions of Section 7237 of the California Corporations Code, each person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that the person is or was an agent of the corporation may be indemnified by the corporation against all losses, damages, expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with that proceeding, provided that the

person to be indemnified acted with respect to the matter giving rise to this indemnification in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, the indemnified had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 8.03 “Expenses”. Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of that proceeding upon receipt of an agreement or undertaking by or on behalf of the agent to repay that amount if it is ultimately determined that the agent is not entitled to be indemnified.

Section 8.04“Survival of Rights”. The foregoing rights to indemnity shall continue for a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors and administrators of such person. Nothing contained in this Section shall affect any right to indemnification to which persons other than the directors and officers may be entitled by contract or otherwise.

Section 8.05 “Insurance for Corporate Agents” The Board of Directors may adopt a resolution authorizing the purchase and maintenance of Insurance on behalf of any agent of MCEPC (including a director, officer, employee or other agent of MCEPC) against any liability other than for violating provisions of law relating to self-dealing (Section 7233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IX – AMENDMENT

Section 9.01 These By-laws may be adopted, amended or repealed and new By-laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. The vote of at least two-thirds of the Directors of the Board of Directors present at any such meeting at which a quorum is present shall be required for such action. Such adoption by the Board shall then be confirmed by the members at a duly called and noticed meeting of the members before such adoption, amendment or replacement is effective. These Bylaws may also be adopted, amended, or repealed in any manner provided and authorized by the California Corporations Code.