

**BYLAWS**  
**OF**  
**PETALUMA ACTIVE 20-30 NUMBER 30,**  
A California nonprofit public benefit corporation

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**ARTICLE I: OFFICES**

I.1. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the corporation is located at 419 E D St, Petaluma, CA 94952. The board of directors ("**Board**") may at any time change the principal office from one location to another. The Board may at any time establish branch offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE II: PURPOSES AND LIMITATIONS**

II.1. GENERAL PURPOSE. The purpose of this corporation is to provide young adults with an opportunity for personal growth, friendships and leadership development while improving the quality of life for the special needs of children in their community.

II.2. SPECIFIC PURPOSE. Within the context of the foregoing general purpose, the Corporation shall be dedicated exclusively to charitable purposes relating to the relief of underprivileged children under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall raise and distribute funds to benefit local underprivileged children.

II.3. LIMITATIONS. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**ARTICLE III: DEDICATION OF ASSETS**

III.1. IRREVOCABLE DEDICATION OF ASSETS. The Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as set forth in this Article III.

III.2. DISSOLUTION. Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, upon dissolution of the Corporation, the Corporation does hereby appoint and designate the Active 20-30 National Board of Directors and its successors as trustees of all properties, real and personal, of the Corporation. Said trustees, subject to further provisions herein, shall have the power of sale, transfer, and control of said properties, to convert same to cash, to do all things in its discretion necessary for the purposes set forth herein, and to use said properties or products thereof for the following purposes: (i) to satisfy any indebtedness due or owing by the Corporation; (ii) to satisfy all accounts due and owing to National Active 20-30 by the Corporation; (iii) to promote and obtaining a new charter of Active 20-30 Club in the Petaluma community; and/or (iv) to donate to the National Active 20-30 Foundation.

## ARTICLE IV: MEMBERSHIP

IV.1. MEMBERSHIP. This corporation shall have one class of members. Any person dedicated to the purposes of the Corporation, between the ages of twenty (20) and thirty-nine (39), inclusive, and of good moral character and good reputation in the community shall be eligible for active membership in the Corporation. Each active member of the Corporation ("**Member**") shall pay regular dues and assessments as may be levied in accordance with these Bylaws. In the event any Member is in arrears for indebtedness due the Corporation, said Member shall be considered not in good standing and said Member's membership in the Corporation may be revoked by action of the Board. The membership of any Member may be revoked by action of the Board upon a showing of good and sufficient cause. Any Member has the right to address concerns regarding another member to the Board. The Board shall then be required to address these concerns at the next Board meeting and maintain the anonymity of the Member expressing concern, if so requested, outside any closed Board meeting.

IV.2. ADMISSION. Each person seeking membership in the Corporation shall be required to attend a minimum of two (2) regular meetings of the Members of the Corporation, and one (1) special event of the Corporation, and no less than four (4) total meetings and/or events within a quarter. Upon meeting these requirements a prospective Member shall submit a written application for approval to the Board.

IV.3. GOOD STANDING. A Member in good standing shall be a Member meeting the requirements set forth below. Any Member not in good standing shall be ineligible to vote on any matter and to hold an office of the Corporation.

(a) ATTENDANCE. A Member must attend a minimum of two (2) general meetings and one (1) other Corporation event and no less than four (4) total Active 20-30 functions within a calendar quarter.

(b) FINANCIAL OBLIGATIONS. A Member's Dues and all other financial obligations related to the Corporation (e.g. event reservations) shall be current.

IV.4. PAST ACTIVE MEMBERSHIP. Any Member in good standing shall become a past active Member at the end of the fiscal year, July 1 – June 30, during which he or she attains the age of forty (40) years. Each past active Member shall be entitled to all rights and privileges of active membership in this Corporation except those of voting and holding office, and shall not be liable for dues or assessments.

IV.5. TRANSFERS. An active member of another chartered 20-30 Corporation desiring to become a Member by transferring such membership shall be considered and elected to membership in the Corporation by the Board in the same manner as a new member.

IV.6. RESIGNATION. A Member desiring to resign from the Corporation may do so at any time by presenting a written resignation to the Secretary, who shall report the resignation to the Board.

IV.7. REGULAR MEETINGS. There shall be three (3) regular meetings of the Members each month, at a time and location established by the Board. The first meeting shall be for the purpose of conducting official business of the Corporation, and the third meeting shall be for the purpose of social interaction.

IV.8. VOTING. Each Member in good standing is entitled to vote. The business of the Corporation shall be transacted by an oral ballot. Upon the request of any eligible Member, a specific matter may be voted

on by written or absentee ballot. A simple majority, defined as fifty percent (50%) of the Members plus one additional Member, of the Members present at any meeting shall constitute a quorum at that meeting.

IV.9. VOTING ELIGIBILITY. Members becoming active as of the first meeting of the last month of the fiscal year shall be eligible to vote in the elections for the following term. A prospective Member who is admitted after such meeting shall be ineligible to vote.

IV.10. ABSENTEE VOTING. Any Member may request an absentee ballot for the annual election of officers, by personally contacting the Immediate Past President prior to election. For good cause shown, the Immediate Past President shall grant the requesting Member an absentee ballot. All absentee ballots shall be cast at least twenty-four (24) hours prior to elections.

IV.11. HONORARY MEMBERSHIP: Honorary membership will be conferred to any person for meritorious service to the club, community or nation. They shall pay no dues, but shall enjoy the privileges of the club, except that of voting and holding office or having any interest in the property of the club. Honorary membership is granted in the manner provided for in the club's bylaws. Application for an Honorary Member shall be submitted in writing to the Board of Directors by an Active Member and, upon approval of same, the name thus submitted shall be read before the Club at a regular membership meeting and shall be voted on at said meeting. A three-quarters (3/4) vote of all Active Members present at such meeting shall be necessary for election of an Honorary Member, a quorum being present.

#### **ARTICLE V: DUES & ASSESSMENTS**

V.1. DUES. Each Member shall pay annual dues ("**Dues**"), on or before June 1<sup>st</sup> of each year, in an amount determined by the Board at a regular meeting of the Board and set forth in the Corporation's standing rules. The Treasurer and Vice President are authorized to make reasonable payment arrangements with any Member for the payment of Dues. Dues shall include the annual dues by the Corporation to Active 20-30 International, as determined by that organization.

V.2. PRORATION. A person eligible for membership and admitted as a Member of the Corporation shall pay initial Dues prorated according to the month that they are admitted and a dues period commencing June 1<sup>st</sup> of each year.

V.3. DELINQUENT DUES. If a Member has not paid Dues within thirty (30) days of the date they become due, that Member shall no longer be deemed in good standing and shall be ineligible to vote or hold office. The Treasurer shall notify any Member whose Dues are delinquent, but failure to notify a Member of delinquency shall not affect that Member's loss of good standing. If a Member has not paid Dues within sixty (60) days of the date they become due, that Member's membership in the Corporation shall be automatically terminated.

V.4. ASSESSMENTS. Assessments may be levied upon Members from time-to-time when recommended by the Board and approved by a the vote of majority of the Members at a regular meeting; provided, however, the Members were notified that a vote of the membership would be sought approving such assessment at a regular meeting of the Members immediately preceding the meeting in which the vote is taken.

V.5. FISCAL YEAR. The fiscal year of the Corporation shall be July 1<sup>st</sup> to June 30<sup>th</sup>.

## ARTICLE VI: BOARD OF DIRECTORS

VI.1. GENERAL POWERS OF BOARD. 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 provisions of these Bylaws regarding actions that require approval of the Members, 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 ("**Board**").

VI.2. SPECIFIC POWERS OF BOARD. Without prejudice to the general powers set forth in Section 6.1 of these bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- (a) Appoint and remove, at the pleasure of the board, all corporate officers and agents; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; and require from them security for faithful service.
- (b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of Members.
- (c) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes and other evidences of debt.

VI.3. NUMBER. The authorized number of directors shall be seven (7); however each officer of the Corporation shall simultaneously serve as a director of the Corporation such that there will only be two (2) director positions on the Board which are not filled by the officers of the Corporation.

VI.4. NOMINATIONS. Nominations for the Board will be taken from the floor at the April and May general meetings. Any eligible Member may nominate himself or herself or another Member that is in good standing, as determined by the Board pursuant to these bylaws. Prior to nominating another Member, the nominating Member must gain permission from the nominee. If more Members are nominated than available positions on the Board, the election committee shall formulate procedures which allow: (a) a reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and reasons for candidacy; and (b) a reasonable opportunity for all Members to choose among the nominees.

VI.5. ELECTION. The report of the election committee shall be given at the May meeting with elections of new directors immediately following. Directors will be installed at the first meeting of the fiscal year. The two director candidates receiving the most votes cast by eligible Members shall be elected as directors.

VI.6. TERM. The directors of the Corporation shall be elected for a term of one (1) year or until their successors are elected and qualified, as further set forth in these Bylaws. The report of the election committee shall be given at the last meeting of the fiscal year with elections of directors immediately following. Directors shall be installed and take office at the first meeting of the fiscal year.

VI.7. VACANCY. A vacancy occurring on the Board shall be filled by a majority vote of the Members for the remaining term.

VI.8. REMOVAL. Any director, including any officer/ director may be removed by the unanimous vote of the remaining directors or a majority vote of the Members. Any vacancy caused by the removal of a director shall be filled as provided in Section 6.7.

VI.9. MEETINGS. There shall be at least one regular meeting of the Board every four (4) weeks, at a time and place determined by the President from time-to-time. Special meetings of the Board for any purpose may be called at any time by the President, the Vice President, the Secretary, or any two (2) directors, upon at least forty-eight (48) hours advanced notice.

VI.10. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. 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 an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law.

VI.11. ACTION WITHOUT MEETING. An action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to Corporations Code § 5224(a), the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as an unanimous vote of the directors.

## **ARTICLE VII: OFFICERS**

VII.1. OFFICERS. The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, and Immediate Past President. Each officer of the Corporation shall also serve as a director on the Corporation's Board. Any office may be held by the same person, except that the Secretary or Treasurer may not serve concurrently as the president.

VII.2. NOMINATIONS. Nominations for an office will be taken from the floor at the May and June general meetings. Any eligible Member may nominate himself or herself or another Member that is in good standing, as determined by the Board pursuant to these bylaws. Prior to nominating another Member, the nominating Member must gain permission from the nominee. If more than one Member is nominated for an office, the election committee shall formulate procedures which allow: (a) a reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and reasons for candidacy; and (b) a reasonable opportunity for all Members to choose among the nominees.

VII.3. ELECTION. The report of the election committee shall be given at the last meeting of the fiscal year with elections of new officers immediately following. Officers will be installed at the first meeting of the fiscal year. An officer candidate receiving a majority of the votes cast by eligible Members shall be elected to their respective office.

VII.4. TERM. The officers of the Corporation shall be elected for a term of one (1) year or until their successors are elected and qualified, as further set forth in these Bylaws. The report of the election committee shall be given at the last meeting of the fiscal year with elections of officers immediately following. Officers shall be installed and take office at the first meeting of the fiscal year.

VII.5. VACANCY. A vacancy occurring in any office, except that of the President or Vice President, shall be filled by a majority vote of the Board for the remaining term. In the case of a vacancy in the office of

the President, the Vice President shall become the President. The office of the Vice President shall be filled by special election by a majority vote of the Members.

VII.6. DUTIES OF OFFICERS. Subject to the supervisory powers of the Board, the officers shall perform such duties necessary to manage and discharge the administration of affairs for the Corporation, and such other duties as required by these Bylaws and the Corporation's standing rules.

(a) DUTIES OF THE PRESIDENT. The President shall fulfill the following duties on behalf of the Corporation: (i) Preside at the meetings of the Members and Board and exercise general supervision over the affairs of the Corporation; (ii) Act as the Chief Executive Officer of the Corporation; (iii) Appoint committee chair persons to lead the areas of fundraising, community service, public relations, membership, and others as determined necessary by the Board from time-to-time; (iv) Serve as an ex-officio member of all committees except the election committee; and (v) Serve as Chairman of the Board of the Corporation.

(b) DUTIES OF THE VICE PRESIDENT. The Vice President shall fulfill the following duties on behalf of the Corporation: (i) In the absence or inability of the President, perform the duties of that office; (ii) Oversee committee actions and performance; (iii) Secure and maintain a venue for regular meetings and board meetings; (iv) Secure guest speakers for general meetings of the Members; (v) Present charitable opportunities for review at Board of Director meetings; (vi) Perform such other duties as may be required by the President from time-to-time; and (vii) Serve as Vice President of the Board of the Corporation.

(c) DUTIES OF THE SECRETARY. The Secretary shall fulfill the following duties on behalf of the Corporation: (i) Record minutes of all Board meetings and meetings of the Members as appropriate or requested; (ii) Serve as custodian of all records of the Corporation, including Member attendance records from all events; (iii) Submit such reports as required by Active 20-30 International; (iv) Notify members of all meetings and upcoming events; (v) Prepare all Corporation correspondence as it pertains to the position; (vi) Be responsible for any necessary corporate filings as required by law; and (vii) Maintain the official roster of Members;

(d) DUTIES OF THE TREASURER. The Treasurer shall fulfill the following duties on behalf of the Corporation: (i) Receive all funds of the Corporation and deposit them in the appropriate bank accounts of the Corporation according to their administrative or benevolent purposes; (ii) disburse funds as approved in the annual budget or by the Board; (iii) Remit to Active 20-30 International the dues of every Member in accordance with the timeframes set forth by that organization; (iv) Prepare, for the approval of the Board, an annual budget to present for the approval of the Members at the August business meeting; (v) Obtain appropriate insurance coverage for the Corporation; and (vi) Present a financial report of income and disbursements at the first monthly Member meeting and provide a written copy of this report to the President and the Secretary

(e) DUTIES OF THE IMMEDIATE PAST PRESIDENT. The Immediate Past President shall fulfill the following duties on behalf of the Corporation: (i) Act as the consulting officer to the President; (ii) Appoint and reside over the election committee and election process, including the installation of newly elected officers, with the Boards' approval; (iii) Serve as the liaison with Active 20-30 International and other local chapters of the organization by arranging other chapter visitations and convention arrangements; (iv) Develop an awards committee and prepare our Corporation's national awards packets.

## ARTICLE VIII: COMMITTEES

VIII.1. COMMITTEES. The President, with the advice and consent of the Board, shall establish such committees as necessary to coordinate Corporation projects, promote Corporation purposes and ideas, and transact business. Each committee shall include a Board member. The President shall establish and maintain the following committees: (i) Community Service Committee; (ii) Public Relations Committee; (iii) Membership Committee; (iv) Visitation Committee

(a) DUTIES OF THE COMMUNITY SERVICE CHAIR PERSON. The Community Service Chair Person shall fulfill the following duties on behalf of the Corporation: (i) Research worthy organizations, events, and causes which benefit underprivileged children within the Petaluma community and make recommendations to the Board regarding contributions of the Corporation in the form of both volunteer participation by Members and monetary contributions from the Corporation's benevolent account; and (ii) Present volunteer opportunities to the Members

(b) DUTIES OF THE PUBLIC RELATIONS CHAIR PERSON. The Public Relations Chair Person shall fulfill the following duties on behalf of the Corporation: (i) Distribute press releases and promotional information to media and community outlets to promote the Corporation's events and the purposes of the Corporation; (ii) Prepare and distribute the Corporation's newsletter; (iii) Develop and maintain a website for the Corporation to promote the Corporation's purposes and to inform the Corporation, Members and community of past and future activities; and (iv) Ensure the Corporation website is in compliance with all national requirements.

(c) DUTIES OF THE VISITATION CHAIR PERSON. The Visitation Chair Person shall fulfill the following duties on behalf of the Corporation: (i) Coordinate visitation to other clubs with the goal of developing fellowship; (ii) Maintain a list of other club meetings and events and distribute to membership; (iii) Encourage members to attend other club meetings, events, and functions; (iv) Serve as primary individual to keep Petaluma club connected to other clubs in our organization.

(d) DUTIES OF THE MEMBERSHIP CHAIR PERSON. The membership Chair Person shall fulfill the following duties on behalf of the Corporation: (i) strategizing and implementation of best practices for the acquisition and retention of prospective club members; (ii) the "go-to" club representative for potential new members being responsible for informing all prospects of club rules, regulations, and inviting them to any and all club related functions, including club socials, business meetings, and volunteer opportunities; (iii) provide the following on a monthly basis: (a) Keep an up-to-date roster of prospective members and track their progress in becoming members; (b) Develop and implement sponsorship program pairing prospective members with established and engaged members of the club to imbed prospects in the social dynamics of the club; (c) Send bi-weekly emails to prospects informing them of club activities and meetings; (d) Other duties as assigned by the Board of Directors in service to the goal of obtaining new club members.

## ARTICLE IX: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

IX.1. INDEMNIFICATION OF DIRECTORS. Each person who was or is a party, is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, formal or informal, whether brought in the name of the Corporation or otherwise and whether of a civil, criminal, administrative or investigative nature (hereinafter, "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director of the Corporation, or is or was

serving at the request of the Corporation as a director, or officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit or welfare plan, or other enterprise, whether the basis of such proceeding is an alleged action or inaction in an official capacity or in any other capacity while serving as such a director, or officer, employee or agent, shall, subject to the terms of any agreement between the Corporation and such person, be indemnified and held harmless by the Corporation to the fullest extent permissible under applicable law and the Corporation's Articles of Incorporation, against all costs, charges, expenses, liabilities and losses (including, without limitation, attorneys' fees, judgments, fines, excise taxes or penalties assessed with respect to any employee benefit or welfare plan, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that (a) the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation; (b) the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof), other than a proceeding by or in the name of the Corporation to procure a judgment in its favor, only if any settlement of such a proceeding is approved in writing by the Corporation; (c) no such person shall be indemnified (i) except to the extent that the aggregate of losses to be indemnified exceeds the amount of such losses for which such person is paid pursuant to any directors' and officers' liability insurance policy maintained by the Corporation; (ii) on account of any suit in which judgment is rendered against such person for an accounting of profits made from the purchase or sale by such person of securities of the Corporation pursuant to the provisions of Section 16(b) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or similar provisions of any federal, state or local statutory law; (iii) if a court of competent jurisdiction finally determines that any indemnification hereunder is unlawful; or (iv) as to circumstances in which indemnification is expressly prohibited by Section 317 of the General Corporation Law of the State of California ("Law"); (d) that no such person shall be indemnified with regard to any action brought by or in the right of the Corporation for breach of duty to the Corporation and its shareholders (i) for acts or omissions that involve intentional misconduct or a knowing and culpable violation of law; (ii) for acts or omissions that such person believes to be contrary to the best interests of the Corporation or its shareholders or that involve the absence of good faith on the part of such person; (iii) for any transaction from which such person derived an improper personal benefit; (iv) for acts or omissions that show a reckless disregard for such person's duty to the Corporation or its shareholders in circumstances in which such person was aware, or should have been aware, in the ordinary course of performing such person's duties, of a risk of serious injury to the Corporation or its shareholders; (v) for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of such person's duties to the Corporation or its shareholders; or (vi) for costs, charges, expenses, liabilities and losses arising under Section 310 or Section 316 of the Law; and (e) no such person shall be indemnified to the extent such person is entitled to indemnification from another corporation, partnership, limited liability company, joint venture, trust, employee benefit or welfare plan with which such person is or was serving as a director, officer, employee or agent at the request of the Corporation. The right to indemnification conferred in this Section 5.1 shall be a contract between the Corporation and each person entitled to indemnification hereunder who serves in any capacity specified in this Section 5.1 at any time while these provisions as well as the relevant provisions of the Law and the Corporation's Articles of Incorporation are in effect and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such a contract right may not be modified retroactively without the consent of such person. The right to indemnification conferred in this Section 5.1 shall include the right to be paid by the Corporation expenses incurred in defending any proceeding in advance of its final disposition;



provided, however, that if the Law requires the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit or welfare plan) in advance of the final disposition of a proceeding, such advances shall be made only upon delivery to the Corporation of a written undertaking, by or on behalf of such director, to repay all amounts to the Corporation if it shall be ultimately determined that such person is not entitled to be indemnified.

IX.2. INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS. A person who was or is a party, or is threatened to be made a party to, or is involved in any proceeding by reason of the fact that he or she is or was an officer, employee or 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, limited liability company, joint venture, trust, employee benefit or welfare plan, or other enterprise, whether the basis of such proceeding is an alleged action or inaction in an official capacity or in any other capacity while serving as such a director, officer, employee or agent, may upon the decision of the Board of Directors, subject to the terms of any agreement between the Corporation and such person, be indemnified and held harmless by the Corporation to the fullest extent permitted under applicable law and the Corporation's Articles of Incorporation, against all costs, charges, expenses, liabilities and losses (including, without limitation, attorneys' fees, judgments, fines, excise taxes or penalties assessed with respect to any employee benefit or welfare plan, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. The immediately preceding sentence is not intended to be and shall not be considered to confer a contract right on any such person.

IX.3. RIGHT TO BRING SUIT. If a claim under Section 5.1 is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such an action that indemnification of the claimant is permissible in the circumstances because he or she has met the applicable standard of conduct, if any, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met the applicable standard of conduct, shall be a defense to such action or create a presumption for the purposes of such action that the claimant has not met the applicable standard of conduct.

IX.4. SUCCESSFUL DEFENSE. Notwithstanding any other provision of this Article V, to the extent that a person referred to in Section 5.1 or Section 5.2 has been successful on the merits or otherwise (including, without limitation, the dismissal of an action without prejudice or the settlement of a proceeding or action without admission of liability) in defense of any proceeding referred to in Section 5.1 or Section 5.2 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred in connection therewith.

IX.5. NONEXCLUSIVITY OF RIGHTS. The right to indemnification provided by this Article V shall not be exclusive or nor limit any other right which any person may have or hereafter acquire under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

IX.6. EXPENSES AS A WITNESS. To the extent that any director, officer, employee or agent of the Corporation is by reason of such position, or a position with another entity at the request of the Corporation, a witness in any proceeding, he or she shall be indemnified against all costs and expenses actually and reasonably incurred by him or her on his or her behalf in connection therewith.

IX.7. INDEMNITY AGREEMENTS. The Corporation may enter into agreements with any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit or welfare plan, or other enterprise, providing for indemnification to the fullest extent permissible under the Law and the Corporation's Articles of Incorporation.

IX.8. SEVERABILITY. Each and every paragraph, sentence, term and provision of this Article V is separate and distinct so that if any paragraph, sentence, term or provision hereof shall be held to be invalid, unlawful or unenforceable for any reason, such invalidity, unlawfulness or unenforceability shall not affect the validity, lawfulness or enforceability of any other paragraph, sentence, term or provision hereof. To the extent required, any paragraph, sentence, term or provision of this Article V may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article V and any agreement between the Corporation and such claimant, the broadest possible indemnification permitted under applicable law.

IX.9. EFFECT OF REPEAL OR MODIFICATION. Any repeal or modification of this Article V shall not adversely affect any right of indemnification of a person referred to in Section 5.1 or Section 5.2 existing at the time of such repeal or modification with respect to any action or omission occurring prior to such repeal or modification.

## **ARTICLE X: MISCELLANEOUS**

X.1. PARLIAMENTARY AUTHORITY. The rules contained in the current edition Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

X.2. AMENDMENTS TO BY-LAWS. These Bylaws may be amended at any regular board meeting of the Corporation by a two-thirds vote, provided the proposed amendment has been submitted in writing at the previous regular board meeting. Unless otherwise provided prior to its adoption or in the motion to adopt, an amendment shall take effect immediately upon its adoption.

X.3. CONTRACTS AND OTHER INSTRUMENTS. The Board of Directors may authorize any officer or committee chair 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 confined to specific instances. Unless so authorized by the Board of Directors, no officer, committee chair or Member shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

X.4. INSURANCE. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, limited liability company, joint venture, trust, employee benefit or welfare plan, or other enterprise against any expense, liability or loss asserted against such person or incurred by such person, or arising out of his or her status as

such, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Law, the Articles of Incorporation of the Corporation or this Article XI.

X.5. ANTI-HAZING STATEMENTS. The Corporation does not condone activities that shall be regarded as hazing. Hazing refers to any activities that humiliate, degrade, or risk emotional and/or physical harm, regardless of the person's willingness to participate. This anti-hazing statement applies to any members or guests of the Corporation.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I, Ashlyn Robinson, hereby certify that:

1) I am the Secretary of Petaluma Active 20-30 Number 30, a California nonprofit public benefit corporation (the "**Corporation**"); and

2) The foregoing Bylaws, consisting of twelve (12) pages, are a true and correct copy of the Bylaws of the Corporation as duly adopted pursuant to the First Action By Unanimous Consent Of The Board Of Directors Of Petaluma Active 20-30 Number 30 dated June 19, 2013, amended on January 5, 2020.

Dated as of January 5, 2020