

**BYLAWS OF  
ALBANY POLICE ACTIVITIES LEAGUE, INC.**

**ARTICLE I  
Recitals and Definitions**

Section 1        Name of Corporation The name of this Corporation shall be the Albany Police Activities League, Inc. and shall be referred to herein as the "Corporation."

Section 2        Corporation Is Nonprofit This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation.

Section 3        Specific Purpose The specific purpose for which this Corporation is exclusively organized is to provide a common meeting ground for police, citizens, and youth of the City of Albany in the area of sports, educational, community service, and recreational activities in order to foster and encourage in said youth, faith in American principles and in the traditions of sportsmanship, good will and friendship, and to foster a constructive relationship between said youth and the Albany Police Department.

**ARTICLE II  
Principal Office**

Section 1 Location of Principal Office The principal office of the Corporation will be located within the City of Albany, County of Alameda, State of California.

**ARTICLE III  
Membership**

Section 1 No Statutory Members This Corporation shall have no members as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members under the California Corporations Code or otherwise by law shall vest in the Board of Directors.

Section 2. Associates Nothing in this article III shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities or programs of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the corporations as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law and no references to associated persons as "members" shall make any such person a member of this Corporation, as defined in Corporations Code section 5056.

**ARTICLE IV**

## **Board of Directors**

Section 1     General Corporation Powers The business and affairs of this Corporation shall be vested in and exercised by, the Corporation's Board of Directors. Subject to the limitations expressed in article VII, section 1, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation, the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board

Section 2     Number of Directors: Qualifications The authorized number of directors shall be seven (7) persons until changed by an amendment to these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution of the Board. To be eligible to serve on the Board, an individual must reside or work in the City of Albany, or have a commitment to the Albany community, and be interested in promoting the purpose of the Corporation.

Section 3     Term of Office The term of office of all members of the Board shall be 2 years; provided, however, that the terms of office of the initial Board of Directors shall be staggered such that all members of the Board shall not have their terms expire in the same year at subsequent elections of directors. The precise stagger of terms and length of initial terms shall be set by resolution of the Board. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. A director may be reelected for an unlimited amount of terms.

### Section 4     Nomination and Election of Directors

(a) Appointment of Nominating Committee At least sixty (60) days prior to the date of any election of directors, the president shall appoint a nominating committee from the members of the Board to select qualified candidates for election to those positions on the Board of Directors held by directors whose terms are then expiring. The committee shall make its recommendations at least fifteen (15) days before the election and shall nominate at least one candidate for each position to be filled.

(b) Election of Directors The election of directors shall take place at the annual meeting of the Board, provided, however, that vacancies may be filled prior to the annual meeting date as provided in section 5 of Article V, below.

### Section 5     Removal of Directors and Filling Vacancies on the Board of Directors

(a)     Vacancies, Generally A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; or (ii) an increase of the authorized number of directors.

(b)     Resignation of Directors Any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Filling of vacancies

(1) Vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of directors then in office is less than a quorum. The vacancy may then be filled by (A) the unanimous written consent of the remaining directors, or (B) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (C) by the sole remaining director.

(d) Removal of Directors for Cause The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she has (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony, (iii) been found by a final order of judgment of any court to have breached any duty under sections 5230 through 5237 of the California Nonprofit Public Benefit Corporation Law (relating to the standards of conduct of directors); or (iv) if the director fails to attend three (3) consecutive regular meeting of the Board of Directors without excuse acceptable to the Board, which meetings have been duly noticed in accordance with article V hereof.

(e) Removal of Directors Without Cause Except as otherwise provided in subparagraph (d), above, a director may only be removed from office prior to expiration of his or her term by the affirmative vote of two-thirds of the directors then in office.

**ARTICLE V**  
**Board Meetings**

Section 1 Place of Meetings: Meetings by Conference Telephone Regular and special meetings. of the Board of Directors shall be held at such place as the Board may determine Notwithstanding the above provisions of this section 1, a regular or special meeting of the Board may be held at anyplace consented to in writing by all the Board members.

Section 2 Annual Meeting of Directors The Board of Directors shall hold an annual meeting for the purpose of organization, election of directors and officers, and the transaction of other business. The annual meeting shall be held during the month of June of each year. The date, time and location of the meeting shall be set forth in the notice thereof issued in accordance with Section 5, below.

Section 3 Special Meeting of the Board. Special meetings of the Board of Directors for any purpose may be called at any time by the President, Executive Director or any three (3) directors.

Section 4 Notice of Meetings

(a) Manner of Giving Notice Notice of the time and place of the special meetings of the Board shall be given to each director by one of the following methods: (I) by personal delivery of written notice; (II) by first-class mail, postage prepaid; (III) by telephone communication, either directly to the director or to a person at the director's home or office who

would reasonably be expected to communicate such notice promptly to the director, or (IV) by FAX or E-mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

(b) Time Requirements. Except as provided in section 3, above, notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, FAX or E-mail shall be delivered, telephoned, or given at least (48) forty-eight hours before the time set for the meeting.

(c) Content of Notices. The notice shall state the date, time and place of the meeting.

#### Section 5      Quorum Requirements

- (a) Specified Quorum Four (4) of the authorized number of directors shall constitute a quorum for the transaction of business, except that a quorum need not be present to vote to adjourn as provided in section 7 of the Article V.
- (b) Action of the Board Except as otherwise provided herein or in the Nonprofit Public Benefit Corporation 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 shall be regarded as the act of the Board of Directors.
- (c) Effect of Withdrawal of Directors From Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as required by the Articles of Incorporation or these Bylaws.

Section 6. Adjournment A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than (24) twenty-four hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Except as herein above provided, notice of adjournment need not be given.

Section 7      Action Without a Meeting Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section, "all members of the Board" shall not include any "interested director" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law.

Section 8      Compensation Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual

expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This section 9 shall preclude any director from serving the Corporation as an employee.

**ARTICLE VI**  
**Duties and Powers of the Board**

Section 1            Specific Powers    Without prejudice of the general powers of the Board of Directors set forth in article IV, section 1, the directors shall have the power to:

(a)        Exercise all powers vested in the Board under the laws of the State of California

(b)        Appoint and remove all officers of the Corporation, the Executive Director of the Corporation, if any, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws.

(c)        Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.

(d)        Adopt and establish rules and regulations governing the affairs and activities of the Corporation.

(e)        Enforce all applicable provisions of these Bylaws.

(f)        Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

(g)        Pay all taxes, and charges incurred by or levied against the Corporation.

(h)        Delegate its duties and powers herein to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in section 1 of article VII hereof

(i)        Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Director as provided in article IX, section 5 hereof

(j)        Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with article VII hereof

(k)        Fill vacancies of the Board of Directors or in any committee, unless the removed director's position is to be filled by designation pursuant to article IV, section 5(c).

(l) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(m) Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation.

Section 2      Limitations on Powers

(a) Self-Dealing Transactions Notwithstanding the powers conferred on the Board pursuant to section 1 above and article N, section 1 hereof; this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said section 5233.

(b) Transactions Between Corporations Having Common Directorships Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Corporation's directors are directors unless the material facts as to the transaction and the director's common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).

(c) Loans to Directors or Officers This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable officer's duties.

(d) Standards for Investment Except as provided in sections 5240(c) and 5241 of the Nonprofit Public Benefit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the Board shall:

(i) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital;

(ii) Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, arty resolutions duly adopted by the Board, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation.

**ARTICLE VII**  
**Committees**

Section 1. Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the Board A

committee comprised solely by directors may exercise all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

- (a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Members.
- (b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.
- (c) Amend or repeal Bylaws or adopt new Bylaws
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amenable or repeatable.
- (e) Appoint any other committees of the Board of Directors or the members of those committees.
- (f) Expend Corporation funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) Approve any self-dealing transaction unless authorize by section 5233(d)(3) of the Nonprofit Public Benefit Corporation Law.

Section 2 Executive Committee Other Committees. The officers of the Corporation shall constitute the Executive Committee of the Board. Except as limited by article VII, section 1 above, the Board may empower the Executive Committee to act on behalf of the Board and the Corporation. The Board may establish other committees as deemed necessary or appropriate to implement the charitable programs or activities of the Corporation, increase the effectiveness of the Corporation, provide information or otherwise assist the Board. Such committees may include members who are not directors; provided, however, that any committee which includes non-directors may not exercise any powers of the Board, but rather shall serve as an advisory or recommending body to the Board.

Section 3 Meetings and Actions of Committees Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of article V of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee\_ Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall he kept of each meeting of any committee and shall be

filed with the Corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

## **ARTICLE VIII**

### **Officers**

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer, and an at-large member of the Board of Directors

Section 2. Election of Officers The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of section 3 and 5 following, shall be chosen for a one (1) year term by majority vote of the Board at its annual meeting, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and -qualified.

Section 3. Subordinate Officers The Board may appoint, and may empower the president to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties *as* are provided in the Bylaws and as the Board may from time to time determine.

Section 4. Removal of Officers Any officer may be removed, either with or without cause, by the Board at any regular or special meeting, or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that no such officer shall remove an officer chosen by the Board.

Section 5. Resignation of Officers Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 7. President The President shall be elected by the Board from among the directors. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation. He or she shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 8. Vice President The Vice President shall be elected by the Board from among the directors. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the



restrictions upon, the President. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 9         Secretary The Secretary shall keep at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors, with the time and place of holdings same, whether regular or special, and if special, how authorized, the notice thereof given, the names of these present at directors' meetings and the proceedings thereof The Secretary shall keep appropriate current records showing the names and mailing addresses of any persons designated as "members" of the Corporation He or she shall give notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 10        Chief Financial Officer The Chief Financial Officer, who shall be known as the Treasurer, shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and directors whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. 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 his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 11        At-Large Member A member of the Board of Directors performing as an Officer for purposes of administration and voting as a member of the Executive Board.

## **ARTICLE IX**

### **Finances**

Section 1        Checks All checks or demands for money and notes of the Corporation shall be signed by the President and Treasurer or by such other officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2        Operating Account There shall be established and maintained a cash deposit account to be known as the "Operating Account" into which shall be deposited the operating funds of the Corporation. Disbursements from such account shall be for the general need of the operation

Adopted August 2013

including, but not limited to, wages, repairs, settlements, maintenance, and other operating expenses of the Corporation.

Section 3 Other Accounts The Board shall maintain any other accounts it shall deem necessary to carry out its purposes, including specific accounts for specified programs.

Section 4 Budgets and Financial Statements The following financial statements and related information for the Corporation shall be regularly prepared and copies thereof shall be distributed to each director of the Corporation:

(a) Budget A budget for each fiscal year consisting of at least the following information shall be distributed to the directors not less than (45) forty-five days nor more than (60) sixty days prior to the beginning of the fiscal year.

(i) Estimated revenue and expense on an accrual basis;

(ii) The amount of the total cash reserves of the Corporation currently available for replacement or major repair of the Corporations' capital assets and for contingencies;

(b) Year-end Report Within thirty (30) days after the close of the fiscal year, a year-end report consisting of at least the following shall be distributed to Directors;

(i) A balance sheet as of the end of the fiscal year;

(ii) An operating (income) statement for the fiscal year,

(iii) A statement of changes in financial position for the fiscal year,

(iv) Any information required to be reported under section 6322 of the Corporations Code requiring the disclosure of certain transactions in excess of 550,000 per year between the Corporation and any director or officer of the Corporation and indemnification's and advances to officers or directors in excess of 510,000 per year.

## **ARTICLE X Miscellaneous**

Section 1 Inspections of Books and Records In accordance with section 6334 of the California Corporations Code, every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the corporation and the physical properties owned by the corporation. The right of inspection by a director includes the right to make extracts and copies of documents.

11/22/2017

Adopted August 2013

Section 2 Executive Director The Board may, from time to time, employ the services of the Executive Director to manage the affairs of the corporation and, to the extent not inconsistent with the laws of the State of California, and upon such conditions as are otherwise deemed advisable by the Board, the Board may delegate to the director any of its day to day management and maintenance duties and powers under these bylaws, provided that the Executive Director shall at all times remain subject to the general control of the Board. The Executive Director is an ex officio Board Member possessing no voting powers and must be an Albany Police Officer

Section 3 Corporate Seal The Corporation shall have a corporate seal in circular form having within its circumference the words "Albany Police Activities League Inc., Incorporated October 22, 1997, State of California.

Section 4 Annual Statement of General Information. As and when required by section 6210 of the California Nonprofit Corporation Law, the corporation shall file with the Secretary of State of the State -of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and the complete business or residence address. of all incumbent directors, the names and complete business or residence address of the Chief Executive Officer, Secretary and Chief Financial Officer, the street address of its principle office in this state, together with designation of the agents of the Corporation for the purpose of service of process.

Section 5 Indemnification of Corporate Agents

- (a) Any person who was or is a director, officer, employee or other agent of the Corporation(collectively "agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by California Corporations Code section 5238.
- (b) The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such a 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 section 5238 of the corporations code; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify the agent against such liability under section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 6 Non-paid Directors: Alleged Failure to Discharge Duties No Monetary Liability. Except as provided in section 5233 or 5237 of the California Nonprofit Public Benefit Corporation Law, there is no monetary liability on the part thereof, and no cause of action for damages shall arise against, any non-paid director, including any non-paid director who is also a non-paid officer, of this Corporation based upon any alleged failure to discharge the person's duties as director of officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith.

11/22/2017

Adopted August 2013

(b) The duties are performed in a manner such director believes to be in the best interests of the Corporation.

(c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a, like position would use under such similar circumstances.

#### Section 7 Personal Liability of Volunteer Director or Officer for Negligence

(a) Except as provided in subparagraph (c), below, there shall be no personal liability to a third party on the part of a volunteer director or volunteer executive committee officer of this Corporation caused by the director's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

(1) The act or omission was within the scope of the director's or executive committee officer's duties.

(2) The act or omission was performed in good faith.

(3) The act or omission was not reckless, wanton, intentional, or grossly negligent.

(4) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a director's and officers liability policy, or personally to the director or executive committee officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive committee officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain liability insurance.

(b) For the purpose of this section, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of a salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive committee officer does not affect that person's status as a volunteer within the meaning of this section.

(c) This section does not eliminate or limit the liability of a director or officer for any of the following:

(1) Any liability with respect to self-dealing transactions as provided in section 5233 of the California Nonprofit Public Benefit Law or any liability with respect to certain prohibited distributions, loans, "guarantees" as provided in section 5237 of the California Nonprofit Public Benefit Law.

(2) In any action or proceeding brought by the California Attorney General.

11/22/2017

Adopted August 2013

Section 8 Gifts and Contributions The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

**ARTICLE XI**  
**Amendment**

Section 1 Adoption, Amendment, or Repeal of Bylaws Subject to the provisions of Section 9400 of the Corporations Code of the State of California, Bylaws may be adopted, amended, or repealed (1) at any meeting of the Board of Directors provided that due notice has been given to all directors of the change or changes proposed in the Bylaws or (2) by the written assent of all directors. The notice required by this section shall in all respects comply with that notice required by Article V, Section 5 (a) and (b) of these Bylaws for notice to members of the Board of Directors in case of a special meeting of said Board.