



Bylaws

O&T DRAFT 07/23/13

1. Name

The name of this corporation is XYZ ("XYZ").

2. Membership

XYZ shall have no members, as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law, as amended (the "Nonprofit Corporation Law"). XYZ may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the Nonprofit Corporation Law.

3. Board of Directors

3.1 Powers

Subject to the provisions of the Nonprofit Corporation Law, Articles of Incorporation, and these Bylaws, XYZ's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of XYZ (the "Board"). Directors shall have no power as individual directors and shall act only as members of the Board.

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3.6 Resignation

Except as provided below, any director may resign at any time by personally writing the resignation to the Chair, the Executive Director, or the Secretary (as each are defined in Section

PEN & HIGHLIGHTER

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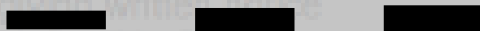


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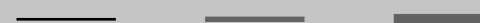
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THUMBNAIL VIEW

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DEFINITIONS - 3 OF 74

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2. Membership

XYZ shall have no members, as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law, as amended (the "Nonprofit Corporation Law"). XYZ may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the Nonprofit Corporation Law.

3. Board of Directors

3.1 Powers

Subject to the provisions of the Nonprofit Corporation Law, Articles of Incorporation, and these Bylaws, XYZ's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of XYZ (the "Board"). Directors shall have no power as individual directors and shall act only as members of the Board.

3.2 Number of Directors

The number of authorized directors of XYZ shall be not less than __ nor more than __, with the exact number of authorized directors to be fixed by resolution of the Board from time to time.

3.3 Qualification of Directors

No more than forty-nine percent (49%) of the directors serving on the Board may be interested persons, as defined in Section 5227 of the Nonprofit Corporation Law. However, any violation of this Section 3.3 shall not affect the validity or enforceability of any transaction entered into by XYZ.

3.4 Election and Term of Office

At the annual meeting of the Board, the Board shall elect directors to serve for one-year terms. An in-office director shall hold office until a successor has been elected and qualified.

3.5 Vacancies

A vacancy or vacancies on the Board shall exist in the event that the actual number of directors is less than the authorized number for any reason. In addition, the Board may declare by resolution a vacancy in the office of any director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the Nonprofit Corporation Law.

3.6 Resignation

Except as provided below, any director may resign at any time by giving written notice to the Chair, the Executive Director, or the Secretary (as each are defined in Section 6.1). The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation

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Bylaws

O&T DRAFT 07/23/13





Bylaws

O&T DRAFT 07/23/13

1. Name

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Except as otherwise provided, any director may resign at any time by giving written notice to the Chair, the Vice Director, or the Secretary (as each are defined in Section

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ANNOTATIONS

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3. Board of Directors



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ANNOTATIONS



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3. Board of Directors



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