



**PUBLIC FLEET
SUPERVISORS ASSOCIATION**

***CONSTITUTION
AND
BY-LAWS***

BY-LAWS OF
PUBLIC FLEET SUPERVISORS ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this Corporation shall be Public Fleet Supervisors Association

ARTICLE II

OFFICES

SECTION A. PRINCIPAL OFFICE

The Corporation may have a principal office fixed and located at such place, as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office from one location to another. Any change of this location shall be noted by the secretary on these by-laws opposite this section, or this section may be amended to state the new location.

SECTION B. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

OBJECTIVE AND PURPOSES

The objectives of this Corporation shall be:

- A. To provide a means for free interchange of experience, technical knowledge, ideas, and opinions pertaining to the operation, maintenance, and repair of a public motor vehicle fleet.
- B. To stimulate and encourage the achievement of maximum efficiencies and economy in fleet administration and operation.
- C. To promote friendly personal relationships and encourage a fraternal spirit among the members of the Association and their affiliations.
- D. To support and promote all deserving safety measures designed for the preservation of life and property on our streets and highways.

- E. To perform any other duty related to the purpose and objectives of the Association as the membership of the Association may determine in the future.

ARTICLE IV

NONPARTISAN ACTIVITIES

No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code §501(c)(3).

ARTICLE VI

MEMBERSHIP

SECTION A. NEW MEMBERS

New members of the association shall be elected as follows:

1. Solicitation for applications for membership shall be open and continuous.
2. Applications for membership shall be submitted in writing to the Board of Directors which shall establish the required qualifications for eligibility and desirability of the applicants. Applicants who do not meet the requirements will be notified their application for membership has been denied.
3. Eligible applicants shall be voted upon separately and must receive three approval votes from the Board of Directors to be elected to membership. Applicants who do not receive three approval votes will be notified their application for membership is denied.

4. Applicants approved for election will be invited to attend the next regular meeting and must introduce themselves to the membership. Approved applicants must attend this meeting in order to complete the application process and receive confirmation of their membership to be elected.
5. In the event an approved applicant is unable to attend the next regular meeting, their membership application will be placed on hold until such time they can attend a regular meeting.
6. Approved applicants are elected by successfully completing both the application and confirmation process and will receive a membership packet and an invoice for the annual dues.

SECTION B. QUALIFICATIONS

There shall be three classes of membership in this Corporation.

1. Regular Membership – Voting Members
2. Associate Membership - Non-Voting Members
3. Sustaining Membership – Non-Voting Members

Subsection 1. REGULAR MEMBERS

- a. Regular members and people who, at time of election to membership, are actively employed by a political entity or special tax district located in the greater San Francisco Bay Area or Northern California and whose principle occupation is the responsible management and/or supervision of a function essential to the operation, maintenance, or repair of a motor vehicle fleet.
- b. A member who has been dully elected to membership into the Association may retain his membership, though he may no longer be actively engaged in the repair and maintenance of a motor vehicle fleet.

Subsection 2. ASSOCIATE MEMBERS

Any member who for any reason shall cease to be an employee of a political entity or special tax district, may continue to enjoy the rights and privileges of membership in the Association by demonstrating an active interest in the Association's activities, but shall be known as an Associate Member and, as such, shall not be entitled to hold an elective office in the Association. Should an Associate Member again qualify under the eligibility rules for members, he shall automatically resume the status of a regular member.

Subsection 3. SUSTAINING MEMBERS

Any person or representative of persons located in the greater San Francisco Bay Area or Northern California, who may contribute substantially to the welfare of the Association and the advancement of its objectives, though not eligible for regular membership, may be accepted as a Sustaining Member. Sustaining Members shall be entitled to the rights

and privileges of regular members but shall not have a vote in the affairs of the Association and may hold a non-voting elective office position.

SECTION C. FEES, DUES, AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the Board of Director annual dues in amounts to be fixed from time to time by the Board of Directors. The dues and fees shall be equal for all members of each class, but the Board of Directors may set different fees for each class.

Subsection 1. DUES

- a. The Board of Directors shall set the annual dues for all Regular, Associate and Sustaining Members. The dues set by the Board shall be binding on all members unless changed by a vote of the members at any regular or special meeting of the members.

Further, any political body, its subdivisions, or special tax districts which pays the annual dues for their eligible employees shall be limited to a maximum of 3 times the cost of a single membership.

- b. All Sustaining Members shall pay an initiation fee fixed by the Board of Directors, excluding dues, for any portion of the first fiscal year of membership and annual dues as set by the Board of Directors.
- c. Dues shall be payable by the first meeting of each fiscal year and the Secretary shall send each member a notice for the payment of dues prior to said meeting. Dues will be considered late if not paid by the second regular meeting of the fiscal year.
- d. The Board of Directors, or their delegate, shall be responsible for the collection of dues and, acting as a delinquent due committee, contact all members whose dues have not been paid by the date of the second meeting of the fiscal year.
- e. Non-payment of dues shall be construed as a lack of interest in the Association and shall be sufficient cause for a recommendation from the Board of Directors for suspension, such suspension shall be voted on by the Board of Directors and require a majority vote of those present at the Board Meeting;. members so suspended shall be notified in writing by the Board of Directors and shall forfeit all rights and privileges to which they might be entitled as members of the Association.
- f. A suspended member may submit a written application for reinstatement to membership provided he/she can qualify under the eligibility requirements of Article VI of these by-laws. A check to cover all delinquent dues must accompany an application for reinstatement, the check to be returnable if reinstatement is not provided. Application for reinstatement may be submitted

to the Association at any regular meeting and requires a majority vote of the Board of Directors.

SECTION C. ASSESSMENTS

Assessments shall not be levied upon members of the Association except by three-fourths majority vote of those present at a meeting.

SECTION D. TERMINATION OF MEMBERSHIP

1. Causes of Termination. The membership of any Regular Member shall terminate upon occurrence of any of the following events:
 - a. The resignation of a member.
 - b. The failure of a member to renew his or her membership for the following year by paying annual dues within the times set forth by the Board of Directors.
 - c. The occurrence of any event which renders such member ineligible for membership, provided that termination for such cause shall take effect only upon expiration of the period (not to exceed one year) for which such member's current membership runs.
 - d. A determination by the Board of Directors, or a committee designated to make such determination, that the member has failed, in a material and serious degree, to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the interests of the Association.
2. Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph d. above, the procedure mandated by Corporation Code §5341 shall be followed.

SECTION E. TRANSFER OF MEMBERSHIPS

No member may transfer for value a membership or any right arising from it. All rights of membership cease upon the member's death.

ARTICLE VII

MEETINGS OF MEMBERS

SECTION A. PLACE OF MEETINGS

1. Meetings of the membership shall be held at any place designated by the Board of Directors.
2. The Board of Directors shall select the date, time and place for all regular and special meetings of the Association.

3. The President of the Association shall see that the Secretary provides written notice of all meetings of the Association and is either mailed or e-mailed to each member not less than seven days prior to the date of each meeting.
4. The location of the place of each meeting shall be chosen only for the convenience of the majority of the membership.

SECTION B. ATTENDANCE

1. Attendance at all regular and special meetings shall be limited to members in good standing of the Association and their duly invited guests excepting that no one guest shall be invited to attend more than two meetings in any one year.
2. Any elected officer of the Association may require any person in attendance at a meeting to exhibit evidence of good standing in the Association, and shall have the authority to remove any person from the meeting who might be found ineligible to attend.

SECTION C. REGULAR MEETINGS

1. There shall not be less than five meetings per annum held at bi-monthly intervals.
2. The first meeting of each calendar year shall be held not later than the last Thursday in January.

SECTION D. SPECIAL MEETINGS

1. Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The Board of Directors, the President, or ten or more members. Special meetings of the members may be called by five percent or more of the members.
2. Calling meetings by members. If a special meeting is called by members other than the President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or, sent by registered mail or by e-mail or other facsimile transmission to the President, Vice-President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section D of this Article VII, that a meeting will be held, and the date of such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

SECTION E. NOTICE OF MEMBER'S MEETINGS

1. General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Subsection 3 of this Section of this Article VII

not less than 20 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (2) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

2. Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):
 - a. Removing a Director without cause;
 - b. Filling vacancies on the Board of Directors by the members;
 - c. Amending the Articles of Incorporation;
 - d. Voluntary dissolving the Corporation;
 - e. Amending the By-Laws of the Corporation.
3. Manner of giving notice. Notice of any meeting of members shall be given either personally, by mail, e-mail, or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (a) notice is sent to that member by mail or e-mail or other written communication to the Corporation's principal executive office, or (b) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by e-mail or other means of written communication.
4. Affidavit of mailing notice. An affidavit of the mailing or other means giving any notice of any member's meeting may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

SECTION F. QUORUM

1. Percentage required. Five members, or ten percent (10%), of the membership, whichever is greatest, shall be required to constitute quorum at any voting meeting of the Association. In the event of an even vote, the requirement shall be ten percent (10%), plus one member.
2. Less than thirty-three and one-third percent of the members actually attending. If less than one-third of the members actually attending any meeting either in person or by proxy, then no subject may be acted on unless a statement of its general nature was sent to members at least 20 days before the meeting, in the manner required by Section D, Article VII of these By-Laws.

3. Loss of quorum. The members present at a duly called or duly 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 any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION G. ADJOURNED MEETING

Any members' meeting, regular or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy; but in the absence of a quorum, no other business may be transacted at that meeting; except as provided in this Article.

SECTION H. VOTING

1. Eligibility to vote. Persons entitled to vote at any meeting of members shall be Regular Members as of the date determined in accordance with Section J of this Article VII, subject to the provisions of the California Nonprofit Corporation Law.
2. Manner of casting votes. Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any member before the voting begins.
3. Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of Directors) shall be on the act of the members, unless the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation, of these By-Laws.

SECTION I. WAIVER OF NOTICE OF CONSENT BY ABSENT MEMBERS

1. Written waiver or consent. The transactions of any meeting of members, either Regular or special, however called or noticed, and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section E.2. of Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approval shall be filed with the corporate records or made a part of the minutes of the meeting.
2. Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION J. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

1. General. Any action that may be taken at any regular or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.
2. Solicitation of written ballots. The Corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section D of Article VII for giving notice of special meetings.
3. Quorum: Majority. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time 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 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.
4. Revocation. No written ballot may be removed after delivery to the Corporation or deposit in the mails, whichever first occurs.
5. Filing. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the Corporate records.
6. Effect of non-compliance. Failure to comply with this Section shall not invalidate any Corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the Law.

SECTION K. RECORD DATE FOR MEMBER NOTICE, VOTING GIVING CONSENT AND OTHER ACTIONS

1. To be determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to Corporate action without a meeting, or to take any other action, the Board of Directors may fix, in advance, a "record date", which shall not be more than 60 nor fewer than 10 days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.
2. Failure of Board to determine date.
 - a. Record date for notices or voting. Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

- b. Record date for written consent to action without meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on Corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
- c. Record date for other actions. Unless fixed by the Board, the record date for determining those members entitled to take any other action shall be the date the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.
- d. “Record date” means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

SECTION L. PROXIES

1. Right of Members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member’s name is placed on the proxy (by manual signature) by the member or the member’s attorney in fact.
2. Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (1) revoked by the member executing it, before the vote pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or by personal attendance and voting at a meeting by such member, or (2) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date the proxy, unless otherwise provided in the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Non-profit Corporation Law.
3. Form of solicited proxies. In any election of Directors, any form of proxy that 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. If the Corporation has 100 or more members, and solicits proxies from 10 or more of them regarding more than one proposal to be submitted to a vote of the members, it shall afford an opportunity on the proxy to specify approval or disapproval of each matter (or related group of matters) intended to be acted upon at the meeting for which the proxy is solicited, and shall provide that when the member specifies a choice with respect to any such matter the vote shall be cast in accordance therewith. Failure to comply with this

paragraph shall not invalidate any Corporate election taken, but may be the basis for challenging the proxy at a meeting.

4. Effect of member's death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the Corporation.

ARTICLE VIII

ELECTION OF DIRECTORS

SECTION A. NOMINATIONS AND SOLICITATIONS FOR VOTES

1. Nominations by members. Members representing two percent of the membership may nominate candidates for directorships at any time before the fifteenth day preceding such election. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on it to be placed on the ballot along with those candidates named by the nominating committee.
2. Nominations from the floor. At the meeting to elect Directors, any member present at the meeting, in person or by proxy, may place names in nomination.
3. Publications. Without limiting the generality of the foregoing, if the Corporation now or hereafter publishes, owns or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for Director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.
4. Distributing election material. On written request by any nominee for election to the Board the Corporation shall, within 10 business days after the request, distribute to all members, or such portion of them as the nominee may reasonably specify, by e-mail, fax or by posting on the PFSA web-site any material that the nominee may furnish and that is reasonably related to the election, unless the Corporation within five business days after the request allows the nominee, at the Corporation's option, the right to do either of the following: (a) inspect and copy the record of all the member's names, addresses and voting rights, at reasonable times, on five business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or (b) obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the latter of 10 business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.
5. Refusal to publish or mail material. The Corporation may not decline to publish or mail material that is otherwise required hereby to publish or mail on behalf of any

nominee, on the basis of the content of the material, except that the Corporation or any of its agents, officers, directors, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.

6. Use of Corporate funds to support nominee. Without authorization of the Board, no Corporate funds may be expended to support a nominee for director after there are more people nominated for director than can be elected.

SECTION B. VOTE REQUIRED TO ELECT A DIRECTOR

Candidates receiving the highest number of votes shall be elected as directors.

ARTICLE IX

DIRECTORS

SECTION A. NOTICE

The government of the Association shall be vested in the Board of Directors which shall consist of nine members including the officers, duly elected by the Association for terms of two years.

1. The President of the Association shall act as Chairperson of the Board of Directors, and the Vice-President shall act as Vice-Chairperson in the absence of the Chairperson.
2. Meetings of the Board of Directors shall be held at such time and place as may be designated by the Chairperson or Vice-Chairperson. Notice of such meetings shall be given to each Director not less than forty-eight hours in advance.
3. The Board of Directors shall approve and make all necessary arrangements for regular and special meetings and activities of the Association.
4. The Board of Directors shall have authority to expend the funds of the Association for necessary operating services and supplies and to pay customary expenses connected with regular meetings, Board of Director meetings and special activities. All other expenditures shall be submitted to the Association for approval.
5. Members of the Association may attend meetings of the Board of Directors at the invitation of the Chairperson or Vice-Chairperson.

SECTION B. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall consist of (4) Directors and (1) Vendor Member who must be members of the Association.

SECTION C. VACANCIES

1. Vacancies filled by members. The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Board of Directors, but any such election by written consent shall require the consent of a majority of the voting Board Members.
2. No vacancy on reduction of number of directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

SECTION D. RESTRICTIONS ON INTERESTED DIRECTORS

Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity of enforceability of any transactions entered into by the Corporation.

SECTION E. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at designated locations determined by the Board Members. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or, if there is not notice, a location consented to by a majority of the Board Members. Notwithstanding the above provisions of this Section E, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION F. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section I of this Article IX. Every action of 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, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (2) appointment of committees, and (3) indemnification of Directors. A meeting at which a quorum is 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 that meeting.

SECTION G. NOTICE

1. Manner of giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice, (b) by first-class mail, postage paid, (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director, or (d) by 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.
2. Time requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned at least 48 hours before the time set for the meeting.
3. Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

SECTION H. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the meeting. All waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting. Notice of meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION I. ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION J. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION K. ACTION WITHOUT 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 a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE X

OFFICERS

SECTION A. OFFICERS

The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer who, together with four (4) Directors **and** one (1) Vendor member, shall constitute a nine person Board of Directors.

SECTION B. ELECTION OF OFFICERS

Elections shall be held each year at the November meeting of the Association. Election of the four Officers shall alternate with the election of the four Directors one vendor member to provide joint incumbency of the Officers and Directors for at least one year.

SECTION C. RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the 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 D. VACANCIES IN OFFICES

Should a vacancy occur in an elective office, it shall be filled temporarily for the unexpired portion of the time of office by a member of the Board of Directors. The Board of Directors shall prepare a list of candidates to be presented to the Association at the next regular or special meeting for election by majority vote to fill the unexpired term of the vacated position.

SECTION E. RESPONSIBILITIES OF OFFICERS

1. The President shall also act as Chairperson of the Board of Directors and shall preside at all meetings of the Association and the Board of Directors. He/she shall schedule and plan all meetings of the Association with the assistance of the Board of Directors; he/she shall audit all bills and invoices contracted on behalf of the Association, and, if in order, submit it to a quorum of the Board of Directors for approval for payment. He/she may appoint such special committees as he/she may deem necessary and he/she shall make every effort to conduct all affairs of the Association within the provisions of the articles and By-Laws.
2. The Vice-President shall act as Vice-Chairperson of the Board of Directors and shall preside at all meetings in the absence of the President. The Vice-President will take an active role in the Association's coming year's activities and form committees as needed to coordinate these activities.

3. The Secretary shall keep accurate minutes of all meetings of the Association and shall keep an accurate roster of the membership and shall report delinquent members to the Board of Directors at their first meeting following the date of delinquency. He/she shall act as official correspondent for the Association and when so directed by the President, make necessary reservations for facilities in which to conduct the meetings and/or other activities of the Association, and he/she shall also keep minutes of all meetings of the Board of Directors.
4. The Treasurer shall collect all dues and assessments and issue proper receipts for monies received. He/she shall keep accurate records in accordance with accepted accounting procedures of all monies received and disbursed, and shall have authority to disburse Association funds in payment of all property audited and approved invoices and bills. At the final regular meeting of each year, he/she shall render a detailed report indicating the financial standing of the Association to that date and shall be prepared to report the current financial standing of the Association at any time during the year when so ordered by the President or Board of Directors.
5. Whereas the Board of Directors shall be considered the policy making body for the Association, the Officers shall abide by the majority vote on any issues, which the Board of Directors may decide, this is to be considered the will of the Association.
6. The Board of Directors may, at their option and with a majority affirmative vote of those members present at any regular meeting, appoint an administrative aide to serve as Business Manager. A person so appointed shall be responsible to the Board of Directors for the performance of those duties delegated to him/her by the Board as necessary to effectively conduct the business of the Association.

The one (1) Vendor Member on the Board of Directors shall participate in Directors discussions and provide information and insight to the Board of Directors from a vendor's perspective, in addition to participating on committees as assigned by the President but shall not have a vote in the affairs of the Association..

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION A. DEFINITIONS

For the purpose of this Article.

1. "Agent" means any person who is or was a Director, Officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

2. “Proceeding.” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative.
3. “Expenses” includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION B. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If any agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections C through E of this Article shall determine whether the agent is entitled to indemnification.

SECTION C. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATIONS

Subject to the required findings to be made pursuant to Section E, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an Officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was, or is, engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION D. ACTION BROUGHT BY, OR ON BEHALF OF, THE CORPORATION

1. Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by, or on behalf of, this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
2. Claims and suits awarded against agent. This Corporation shall indemnify any person who was, or is, a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is, or was, an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - a. The determination of good faith conduct required by Section E, below, must be made in the manner provided for in that Section; and

- b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION E. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections C and D above is conditioned on the following:

1. Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. 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 or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
2. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph 1 above shall be made by:
 - a. The Board of Directors, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, or
 - b. The members, by an affirmative vote (or written ballot in accord with Article VII, Section I) of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum), or
 - c. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed to this Corporation.

SECTION F. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections B or E.2.a. in any circumstance when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or any agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or

2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION E. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION F. CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION G. INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Section.

ARTICLE XII

RECORDS AND REPORTS

SECTION A. MAINTENANCE OR CORPORATE RECORDS

The Corporation shall keep:

1. Adequate and correct books and records of accounts,
2. Minutes in written form of the proceedings of its members, Board, and committees of the Board,
3. A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept electronically on the PFSA computer.

SECTION B. MEMBERS' INSPECTION RIGHTS

1. Any member of the Corporation may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested, or

2. Obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.
3. Any member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.
4. Any inspection and copying under this Section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

SECTION C. MAINTENANCE AND INSPECTION OF ARTICLES AND BY-LAWS

The Corporation shall keep the original or a copy of the Articles and By-Laws as amended to date, which shall be open to inspection by the members at all reasonable times.

SECTION D. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION E. ANNUAL REPORT TO MEMBERS

1. Not later than 120 days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:
 - a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - c. The revenue of receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
 - d. The expenses of disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

- e. Any information required by Section F of this Article.
- 2. The report required by this Section shall be accompanied by any report thereon of independent accounts, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**SECTION F. ANNUAL STATEMENT OR CERTAIN TRANSACTIONS
AND INDEMNIFICATIONS**

No later than the time the Corporation gives its annual report, if any, to the members, and in any event no later than 120 days after the close of the Corporation's fiscal year, the Corporation shall prepare and provide to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- 1. Any transaction(s) in which the Corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
 - a. Any director or Officer of the Corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest), or
 - b. Any holder of more than 10% of the voting power of the Corporation, its parent or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.
- 2. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation pursuant to Article XI hereof, unless such indemnification has already been approved by the members pursuant to Section E.2.b. of Article XI.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

ARTICLE XIV

AMENDMENTS

SECTION A. AMENDMENT BY MEMBERS

New By-Laws may be adopted or these By-Laws may be amended or repealed only by approval of the members or their proxies, or by written consent of these persons. Proposed amendments to the Articles or By-Laws may be presented in writing at any regular or special meeting of the Association for reading and discussion, but may not be voted upon until the following regular meeting, prior to which a summary of the proposed changes or additions with notice of the intended ballot for their adoption shall be e-mailed to each member of the Association at least seven days in advance of such meeting and shall require at least a majority vote of the members present for adoption.

ARTICLE XV

GENERAL POLICIES

This organization shall observe the following policies:

1. This Association may affiliate with any organization of similar purpose by election of the membership.
2. No demonstration on behalf of any religious or political object, purpose, or ideal, shall be supported or sponsored by the Association.
3. No funds shall be solicited or raised for any purpose other than the benefit of the Association.
4. The Association is not organized for profit or pecuniary gain for its members, Officers or Directors, and it shall not declare or pay any compensation or dividends to any member or Officer other than such special awards as may be provided for in the By-Laws.
5. The Association shall not be officially disbanded except by a three-fourths majority vote of all members in good standing, ballot to be prepared by the Board of Directors and submitted by mail.
6. The membership may by majority vote of those members present at any meeting and for the good of the Association, sponsor such activities as may be deemed necessary or appropriate toward furthering the objectives of the Association. Each member shall be required to give all possible support and assistance to such activities when so requested by the President of his committees.

ARTICLE XVI

AWARDS

SECTION A. ACKNOWLEDGEMENTS

Awards may be conferred upon any member or officer of the Association who may be considered to have made an outstanding contribution toward the advancement of the Association. Such awards are to be in the form of a scroll, plaque, monetary donation or similar expression of appreciation.

Nominations for awards may be made by any member at any regular or special meeting to be voted upon by the Board of Directors in accordance with the voting provisions and requirements of Article VII, Section H, of the Constitution.

SECTION B. SPECIAL AWARDS

As an acknowledgement of work performed by a member on behalf of the Association a member may receive, upon approval by the Board of Directors an amount of cash commensurate with the work delegated to him, and in addition, reimbursement for actual and necessary personal expenses incurred in performance of Association business. Payment of this award shall be made as prescribed in the minutes of the meeting at which is it approved.

ARTICLE XVII

NON-DISCRIMINATION

This organization shall not discriminate against any member, applicant or other person based upon race, sex, national origin, religion, age, physical handicap, or sexual orientation.