

**Bylaws of  
The Center for Election Science  
A California Public Benefit Corporation**

**(Amended: 10 January 2016)**

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**ARTICLE 1. OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in San Francisco County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address will not be deemed an amendment of these bylaws.

_____	Dated: _____

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require, and as the board of directors may, from time to time, designate.

**ARTICLE 2. PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objective and purpose of this corporation is to objectively study, provide resources, and educate on all facets within and related to group decision making and electoral systems. The corporation will advocate methods that benefit social welfare. The purpose of the corporation is subject to the limitations of articles IV and V of the articles of incorporation.

The corporation will obtain its purpose through, but not limited to, the following means:

1. Using media such as online video to explain various voting systems and

election-related concepts.

2. Creating electronic applications and documents to assist the public in implementing and designing their own elections.
3. Acting as a venue for original academic scholarship on topics related to voting theory and elections.
4. Developing and updating a website that communicates a large resource of general and technical information regarding elections and voting theory.
5. Assisting organizations with the understanding and implementation of various election methods.
6. Persuading public opinion toward the use of voting systems which best provide for the public welfare, as measured via Bayesian regret, transparency, cost, and other relevant factors.

The purpose of the corporation and its means in carrying out that purpose are subject to the limitations of articles IV and V of the articles of incorporation as well as state and federal law.

## **ARTICLE 3. VOTING**

### **SECTION 1. VOTING METHOD**

In the interest of fairness, efficiency, and consensus, the default voting method of the board is score voting, on a scale of 0 to 1 (a.k.a. approval voting), and the basis for decision is a simple majority, unless otherwise specified or agreed according to bylaws procedures. A simple majority is a majority of possible points, not counting absent voters and abstentions.

### **SECTION 2. NONE OF THE ABOVE (NOTA)**

Every decision has an implicit option of “none of the above” (NOTA), to be handled as follows:

1. In the case of simple motions (one option), NOTA remains implicit, effectively chosen when the motion fails to be approved.
2. In the case of two or more options, NOTA should be made explicit.
3. Consequences of the selection of NOTA should be defined for each decision type to avoid ambiguity. For example, in some cases (e.g. documents) NOTA means

continuing indefinitely with the status quo. In other cases (e.g. board elections), the election must be repeated within a certain time period.

### **SECTION 3. PERMISSIBLE SCALES AND BASES FOR DECISION**

For any decision, including motions, the board may vote to expand the score-voting scale beyond the default in order to enable voters to express more detailed opinions, provided that the basis for decision is set unambiguously. Every score-voting scale must include the value zero, which has the meaning “not approved”; every positive rating indicates some degree of approval. The default basis for decision for alternative scales will be majority approval AND a plurality of possible points.

### **SECTION 4. BOARD ELECTIONS**

Board elections will use score voting on a scale of 0 to 9, unless the board agrees to another scale prior to the vote. Each director must rate each candidate.

For every elected position, NOTA must be an explicit option. If NOTA wins, a new election for that position must take place three weeks later. This may continue for as long as is necessary to fill the position.

The candidate with the highest sum of voted scores wins. Votes indicating no rating for a candidate are treated as the lowest possible rating.

Procedural details of board elections are described further under Article 4, Directors.

### **SECTION 5. SCORED VARIANTS FOR DOCUMENT CHANGES**

The preferred method for changing documents (e.g. bylaws) is the scored-variants process, defined as follows:

1. A proposed amendment begins when a voter proposes a single change (a.k.a. variant) to the existing text. At that time, another variant is automatically created, called the status quo variant (equivalent to NOTA).
2. Prior to the conclusion of the election, each voter may nominate one additional candidate variant.
3. The variant to enact is chosen by means of an election in which each member scores zero or more variants, on a scale of 0 to 9. Voting may begin as soon as the amendment is proposed, even before any additional variants are added. All members' scores for each variant default to the minimum, until that variant has been explicitly scored. The exception is the status quo variant, whose default

score is the maximum. This ensures that no amendments may be enacted until a majority of the voters have voted. The variant with the most points at the conclusion of the vote wins. Should the status quo variant win, no amendment is made (i.e. the status quo is kept).

The vote is considered concluded once any variant is known to have more points than the status quo variant, or once it is known that there is no way for any variant to defeat the status quo.

## **ARTICLE 4. DIRECTORS**

### **SECTION 1. NUMBER**

The corporation must have at least *five* directors that are collectively known as the board of directors. The number of directors may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws. So long as there are at least five directors, the board may add more at-large board members by majority vote. Empty at-large seats automatically terminate when they go unfilled or when they are vacated in any way.

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation must be conducted and all corporate powers must be exercised by or under the direction of the board of directors.

Directors may spend CES funds and enter into contracts only upon:

- (1) a vote from the board giving that director permission, OR
- (2) written approval from the executive director so long as the executive director also has the ability to make that action on their own.

Board director purchases that are not pre-approved in writing by the executive director or pre-approved by the board must be voted on by the board for that director to receive reimbursement.

Board directors may not accept funds unless those funds go directly from the donor into a CES account.

### **SECTION 3. DUTIES**

The directors must:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws, and make a good faith effort to be prepared at those meetings;
- (e) Keep secretary up to date on contact information including residence and phone;
- (f) Read the relevant sections of the most up to date version of *How to Form a Nonprofit Corporation in California* or its functional equivalent. And read the relevant sections of the most up-to-date version of *Effective Fundraising for Nonprofits* or its functional equivalent;
- (g) Pay annual informal membership dues; and
- (h) Regularly check and timely respond to e-mail through the electology account. E-mail sent to the electology account is recognized as valid notice.
- (i) Engage with the board and public to help this corporation fulfill its objectives.

#### **SECTION 4. TERMS OF OFFICE**

Each director holds office until his/her term has expired through failure to be reelected, resignation, or termination from position. No term limits apply. The successor's term begins immediately following the election event. An existing director may run for an alternate position while concurrently holding office. If that director should win the sought office, then his/her previous position will immediately be considered vacant.

Elections must take place the second Sunday of January if it is a regularly scheduled election. If the election is due to a resignation or termination, then the election must take place no later than *five weeks* following the vacancy. Each director faces a regularly scheduled election in the following years as determined by office position:

Chair: Even Years

Vice Chair: Odd Years

Treasurer/CFO: Even Years

Secretary: Odd Years

Parliamentarian: Even Years

At-Large: First annual meeting two years after election and then every other year)

A position does not automatically go up for election if that person has been elected by other means within the 13 months prior to the scheduled election. Any person on the board that has not faced an election in three years must face a regularly scheduled election regardless of whether that person's position is scheduled for election. The board may create as many at-large board members as it desires.

## **SECTION 5. COMPENSATION**

Directors must serve without compensation unless the bylaws are amended to permit such compensation. In addition, the directors must be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors must be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

## **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **SECTION 7. PLACE OF MEETINGS**

Meetings must be held online using the netmeeting venue noted in the meeting notice or agenda, unless otherwise provided by the board, or at such place within or outside the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at a specified netmeeting venue will be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

## **SECTION 8. REGULAR, ANNUAL, AND MEETINGS WITH ELECTIONS**

Regular meetings of directors must be held on the *second Sunday of January, April, July, and October at 4:30 PM Pacific Time*, unless such day falls on a legal holiday; then the regular meeting must be held at the same hour, day, and place on the next week. Regular meetings may be rescheduled upon unanimous consent.

At the annual meeting of directors held on the first meeting of the new year, the scheduled director's office must be elected by the board of directors using Score Voting. Each director must rate each candidate.

A NOTA option is present for every elected position. If NOTA wins for a position, then a new election for that position will take place three weeks later. This may continue for as long as is necessary to fill the position.

Candidates must be nominated and seconded by board members to qualify for office. Candidates must donate \$30 in the year of the election before being nominated. Candidates must submit a letter of intent for candidacy to the board before the vote begins. The candidate with the highest sum of voted scores wins. Votes indicating no rating for a candidate are treated as the lowest possible rating.

If a candidate runs for multiple offices and wins in multiple offices, then the candidate who has multiple wins may choose which office to hold. The candidate(s) with the second highest score of an office not chosen by this candidate will hold that office.

The board may choose to switch two board members' filled positions upon unanimous vote.

The board does not need to give public notice when electing an at-large board member. An at-large board member is elected by more than half of the directors approving. A NOTA option is not required. At-large directors are not elected using score voting.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the board of directors must be called and seconded by any director or the corporation's executive director, and such meetings must be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the board may be held without notice. Special meetings of the board must be held upon *four days'* notice by first-class mail or *two days'* notice delivered personally or by telephone, instant message, or e-mail. If sent by mail, telephone, instant message, or e-mail, the notice must be deemed to be delivered on its deposit in the mails. Such notices must be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than *24 hours* from the time of the original meeting. Notice must be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned

meeting is held more than *24 hours* from the time of the original meeting.

All meetings holding an election must give at least two weeks notice to the public by making a public announcement. At-large elections do not require public notice.

#### **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with must specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

#### **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals must be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 13. QUORUM FOR MEETINGS**

A quorum must consist of at least more than half of the current number of directors.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business may be considered by the board at any meeting at which a quorum is not present, and the only motion which the chair may entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any later action must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

#### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

#### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the board of directors must be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the vice chair of the board or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation must act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer must appoint another person to act as secretary of the meeting.

In a director's absence, that director may choose to designate another director as his/her proxy at a specified meeting. To designate a proxy, the absent director must give written notice to the entire board, including the proxy who must also be on the board. The notice must include: (1) the name of the director acting as the proxy, (2) the meeting where the proxy will be acting, and (3) the specific powers that are to be designated. A proxy must not be designated more than 30 days before the specified meeting. To accept the role of a proxy, the designated proxy must notify the entire board of the acceptance in writing. The designator of a proxy may revoke the designation at any time, including after acceptance. To revoke the designation of a proxy, the designating director must notify the entire board of the revocation in writing. The presence of a proxy does not affect the quorum rules as stated in Section 13 of this Article.

Meetings must be governed by *Robert's Rules of Order Newly Revised*, 11th ed. (Boston, Mass.: Da Capo Press, 2011), as such rules may be revised from time to time. When inconsistency is present, the bylaws trump *Robert's Rules*, and provisions of the law trump the bylaws.

#### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, only if all members of the board individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" must not include any "interested director" as

defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents must be filed with the minutes of the proceedings of the board. Such action by written consent must have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken must state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement must be prima facie evidence of such authority.

### **SECTION 17. VACANCIES**

Vacancies on the board of directors must exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without just cause by a two-thirds majority of the other directors then in office. Removal by members or directors must not be done in retaliation for whistle-blowing behavior.

Any director may resign effective upon giving written notice to the chairperson of the board, the vice chair, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the board must be filled by election as set out in Section 4 of this article.

### **SECTION 18. NONLIABILITY OF DIRECTORS**

The directors and the executive director must not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person must be

indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings must be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 21. SPEAKING ON BEHALF OF THE CORPORATION**

Directors and the executive director, when speaking in an official capacity, must present themselves in a reasonably professional manner to both board members and nonboard members. This reasonably professional manner includes speaking to third parties outside the corporation.

# **ARTICLE 5. OFFICERS**

## **SECTION 1. NUMBER OF OFFICERS**

The board-officers of the corporation must be a chair, vice-chair, secretary, chief financial officer (designated the treasurer), and parliamentarian. The corporation also has an executive director who does not serve on the board. The board may create as many at-large board positions as it wishes. A new at-large position may be created by majority vote. The board may also create an at-large position and vote to designate a candidate to that at-large position within the same vote. Other non-board officers may be designated by the board by majority decision.

## **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as a non-board officer of this corporation. All board and

non-board officers must be elected by the board of directors, at any time, and each officer must hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

### **SECTION 3. SUBORDINATE OFFICERS**

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers may serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any nonboard-officer may be removed, either with or without cause, by the board of directors, at any time. Any nonboard-officer may resign at any time by giving written notice to the board of directors or to the chair or secretary of the corporation. Any such resignation must take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation must not be necessary to make it effective. The above provisions of this Section must be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer must be filled by election as set out in Article 4, Section 4.

### **SECTION 6. DUTIES OF CHAIR**

The chair is responsible for leading all board meetings. The chair must perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors.

### **SECTION 7. DUTIES OF VICE CHAIR**

In the absence of the chair, or in the event of his or her inability or refusal to act, the vice chair must perform all the duties of the chair, and when so acting must have all the powers of, and be subject to all the restrictions on, the chair. The vice chair must have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

### **SECTION 8. DUTIES OF SECRETARY**

The secretary must:

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents must be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents must be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) 60 days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these bylaws relating to the "Execution of Instruments,

Deposits, and Funds," the treasurer must:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the executive director and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

#### **SECTION 10. PARLIAMENTARIAN**

The parliamentarian must offer necessary assistance concerning Robert's Rules. He/she must own and have available a copy of Robert's Rules. He/she must have read at least an introductory book to the text. He/she is responsible for providing the venue for regular and special meetings.

## **SECTION 11. COMPENSATION**

The salaries of the officers, if any, may be fixed from time to time by resolution of the board of directors, and no officer may be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation may only be allowed if permitted under the provisions of Article 4, Section 6, of these bylaws. In all cases, any salaries received by officers of this corporation must be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. All officer salaries must be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

## **ARTICLE 6. EXECUTIVE DIRECTOR AND OTHER STAFF**

### **SECTION 1. EXECUTIVE DIRECTOR**

The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members, and carry out the duties described in the job description. The board can designate other duties to the executive director as necessary.

The executive director is not a board director. The executive director has no voting privileges and does not count towards a quorum. The board may vote to remove the executive director by majority vote without cause.

The executive director may not accept funds unless those funds go directly from the donor into a company account.

The executive director may make individual purchases for services or goods without board approval so long as the cost is no more than \$550.

### **SECTION 2. ADDITIONAL STAFF**

The board may hire additional staff as it sees fit. The executive director may acquire interns without board approval so long as the internship is unpaid. Paid internships and other staff must be approved by the board.

### **SECTION 3. CONTRACTORS**

The corporation may do business with contractors. The executive director may use private contractors without board approval so long as their annual compensation does not exceed \$550 within the corporation's fiscal year. All contractors are subject to this corporation's conflict of interest policy under Article 11. All compensation to contractors must be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

### **SECTION 4. COMPENSATION**

The salaries of staff, if any, may be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by staff of this corporation must be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. All staff salaries must be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

## **ARTICLE 7. COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD**

The board of directors may, by a majority vote of directors, designate two or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee that has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.

- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee must keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The corporation may have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees must act in an advisory capacity only to the board and must be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees must be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions 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 fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

# **ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

## **SECTION 1. EXECUTION OF INSTRUMENTS**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, officers, agents, or employees must not have any power or authority to bind the corporation by any

contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation must be signed by the treasurer and countersigned by the chair of the corporation.

## **SECTION 3. DEPOSITS**

All funds of the corporation must be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

## **SECTION 4. GIFTS**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

# **ARTICLE 9. CORPORATE RECORDS, REPORTS, AND SEAL**

## **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation must keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which must be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal must be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, must not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director must have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

## **SECTION 4. MEMBERS' INSPECTION RIGHTS**

This corporation has no members. Public documents are available to anyone, including the public. Requests are not necessary. Such documents are those described in Section 8 of this article.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 6. ANNUAL REPORT**

The board must furnish an annual report *not later than 120 days* after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report must contain the following information (but not limited to) in appropriate 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 or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.
- (f) The success of programs carried on by the corporation

The annual report must be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives \$25,000 or more in gross revenues or receipts during the fiscal year, this corporation must automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation must mail or deliver to all directors a statement within 120 days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (a) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship must not be considered a material financial interest); or
- (b) Any holder of more than 10% of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than \$50,000 or which was one of a number of transactions with the same persons involving, in the aggregate, more than \$50,000.

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than \$10,000 paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section must briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report must include the information required by this Section.

## **SECTION 8. PUBLIC DISCLOSURE OF CORPORATE RECORDS**

The corporation must at all times publicly disclose the following:

1. The submitted 1023 Form with attached documents
2. Federal exemption letter
3. The four most recent copies of its federal tax return (990EZ form)
4. Any and all other documents required by law.

These documents must be displayed through the Guidestar online service at <http://www2.guidestar.org>. A link to the Guidestar service must be kept on the corporation's webpage at [www.electology.org](http://www.electology.org). These documents may also be concurrently kept on the Guidestar website and the corporation's website at [www.electology.org](http://www.electology.org).

## **SECTION 9. DOCUMENT RETENTION AND DESTRUCTION**

All documents, with the exception of drafts, that are created or attained by the corporation must be kept permanently. If hard copies exist, the corporation may elect to have them electronically stored and the originals destroyed.

## **SECTION 10. DOCUMENT SIGNATURES**

Those signing documents, including officers and board members, may choose to use a digital signature (e.g. image of written signature). Board members may also type their names to act as their signature. Typed-name signatures must indicate the signor by either a recording of the user (e.g. shown by Google Docs) or come from the signor's own e-mail. The corporation must deem all signatures described in this section as valid.

## **ARTICLE 10. FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation begins on January 1 and ends on December 31 in each year.

## **ARTICLE 11. CONFLICT OF INTEREST AND COMPENSATION APPROVAL**

## **POLICIES**

### **SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION 2. DEFINITIONS**

(a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES**

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she must leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members must then decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she must leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee must, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee must determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee must determine by a simple majority of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is

fair and reasonable. In conformity with the above determination, it will make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it must inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it must take appropriate disciplinary and corrective action.

#### **SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers must contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters

and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board must also comply with the following additional requirements and procedures:

- (a) the terms of compensation must be approved by the board or compensation committee prior to the first payment of compensation.
  
- (b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  - 1. is not the person who is the subject of compensation arrangement, or a family member of such person;
  - 2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
  - 3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
  - 4. has no material financial interest affected by the compensation arrangement; and
  - 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
  
- (c) the board or compensation committee must obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
2. the availability of similar services in the geographic area of this organization
3. current compensation surveys compiled by independent firms
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them must be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation must include:

1. the terms of the compensation arrangement and the date it was approved
2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
3. the comparability data obtained and relied upon and how the data was obtained.
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee must record in the minutes of the meeting the basis for its determination.
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them must be recorded in the minutes of the board or committee meeting.
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the

transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period after the meeting, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **SECTION 6. ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers must annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION 7. PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews must be conducted. The periodic reviews must, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded,

reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **SECTION 8. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use will not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE 12. AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer.

(b) Amendments must be approved by the board through the *scored variants* process when two or more bylaws in addition to the *status quo variant* are proposed. If only one proposal in addition to the *status quo variant* is proposed, then the amendment passes with 2/3 majority of the board.

## **ARTICLE 13. AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the board of directors.

### **SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members, if any, have been admitted to the corporation, amendment of the articles

of incorporation may be adopted by the approval of the board of directors.

Amendments must be approved by the board through the *scored variants* process as described in Article 3.

### **SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this corporation must not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **ARTICLE 14. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, may receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision must not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons may be entitled to share in the distribution of, and must not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation are deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, must be distributed as required by the articles of incorporation of this corporation and not otherwise.

## **ARTICLE 15. MEMBERS**

### **SECTION 1. DETERMINATION OF MEMBERS**

This corporation has no members; it is a board-only nonprofit.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons acting as the initial directors of *The Center for Election Science*, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 33 pages (excluding this page), as the bylaws of this corporation.

_____ Andy Jennings	Chair, Director	_____ Date
_____ Jameson Quinn	Vice Chair, Director	_____ Date
_____ Stephen Cobb	Treasurer, Director	_____ Date
_____ Patrik Lundh	Secretary, Director	_____ Date
_____ Janice Dru	Parliamentarian, Director	_____ Date

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

_____ Patrik Lundh	Secretary, Director	_____ Date
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