

BYLAWS OF BUTTE COUNTY KENNEL CLUB, INC.
of
A California Nonprofit Public Benefit Corporation

ARTICLE I
Corporate Name and Provisions

SECTION 1. *Name and Business Office:* The name of this corporation is Butte County Kennel Club, Inc. The principal office of the Corporation for its transaction of business shall be an address designated by the Board of Directors and may be changed at any time by a vote of the Board.

SECTION 2. *General and Specific Purposes:*

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for public purposes.

B. The purpose of Butte County Kennel Club, Inc. is to help educate the public in the responsible care and handling of both purebred and All American (mixed breed) dogs through programs and activities that improve the health and welfare of dogs, promote preservation of American Kennel Club (AKC) purebred dogs, advance the benefits of responsible dog ownership, and to encourage good sportsmanship. The Club offers dog training classes to the public, AKC sanctioned events such as matches, dog shows, obedience, agility, and other performance sports and testing for AKC family dog programs such as Canine Good Citizen and Trick Dog testing, and/or any other events for which the club is eligible under the Rules and Regulations of the AKC.

SECTION 3. *Limitations:* The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of the Corporation, its assets remaining after payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for either charitable or social welfare purposes, having established its tax-exempt status under either Section 501(c)(3) or 501(c)(4) as applicable, for the benefit of dogs.

SECTION 4. *Construction and Definitions:* Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Law shall govern the Construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE II Membership

SECTION 1. *Eligibility:* There shall be four types of membership, open to all persons who are in good standing with the American Kennel Club and who subscribe to the purpose of this Corporation. They are:

A. Regular Members, eighteen years of age or older, are entitled to all rights and privileges including voting privileges of the Corporation as set forth below.

B. Associate Members, eighteen years of age or older, shall be entitled to all privileges of the Corporation except that they shall not be permitted to vote, hold office, be counted in a quorum, or otherwise limited in these bylaws.

C. Honorary Members may be conferred upon an individual, selected and approved by the membership, who shall have rendered notable service to the Corporation. An Honorary member shall have none of the obligations of membership in the Corporation including the payment of dues, shall be entitled to all of the privileges of membership but shall not be permitted to vote, hold office, be counted in a quorum, or otherwise limited by these bylaws.

D. Junior Members, ten to seventeen years of age, shall be entitled to all privileges of the Corporation except that they shall not be permitted to vote, hold office, be counted in quorum, or otherwise limited by these bylaws.

Membership is not restricted to persons of residence in Butte County. However, the Corporation's primary purpose is to represent the immediate area of Butte County.

This Corporation may refer to persons of the Associate, Honorary, or Junior classes as "members," even though those persons are not voting members as set forth in Article II, Section 1(A) of these bylaws, but no such reference shall constitute anyone as a member within the meaning of California Corporations Code Section 5056 unless that person shall have qualified for a voting membership under Article II, Section 3 of these bylaws. References in these bylaws to "members" shall mean members as defined in Corporations Code Section 5056; i.e., the members of the class set forth in Article II, Section 1(A) of these bylaws.

SECTION 2. *Dues:* Membership renewal dues shall be payable on or before the first of January of each year. No member may vote whose dues are not paid after 45 days (February 15). Memberships will be terminated after 90 days (April 1) of non-payment. During the month of November, the membership chairperson shall send to each member a billing statement of dues for the ensuing year. Membership yearly dues may be skipped in situations of natural disasters (wildfires, droughts, flood, etc.) or pandemics if petitioned by any Board member and if approved by a majority vote of the members of the Board present at the meeting.

SECTION 3. *Election to Membership:* Each applicant shall apply on a form as approved by the Board of Directors and the applicant agrees to abide by the Articles of Incorporation, bylaws, policies of the Corporation, and the Rules and Regulations of the American Kennel Club. The applicant shall state their name, address, and occupation and the prospective member shall submit dues payment for the current year. Prospective regular members shall be considered for membership after attending at least three meetings. All applications are to be filed with the Secretary, and applications are to be read at the first Board meeting after receipt and voted upon with a recommendation to the general membership. At the next regular membership meeting,

election of new members shall be by secret ballot and shall require a two-thirds affirmative vote of those present and voting. Applicants for membership who have been rejected by the Corporation may re-apply after 12 months.

SECTION 4. *Junior Membership:* Junior membership in the Corporation shall be open to boys and girls ages ten to seventeen years, who are in good standing with the American Kennel Club. Junior members shall be governed by the Articles of Incorporation, bylaws, Corporation policies and Rules and Regulations of the American Kennel Club, except for the following provisions, which apply solely to junior members:

A. Applicants for junior membership must attend a minimum of three meetings before applying for membership;

B. The application for junior membership must be signed by the junior applicant, his/her parent or guardian, and his/her club sponsor. The club sponsor must be a regular Corporation member;

C. Dues for junior membership shall be one-half that for regular membership;

D. Junior members must show an active interest in the Corporation each year by assisting on committees and/or with club activities;

E. Junior membership carries no voting privileges;

F. Junior members may not hold office;

G. Junior members may not hold the position of Chairman of any committee, but may act as an assistant;

H. Junior members must have an adult with them at all club activities.

SECTION 5. *Associate Membership:* Associate membership in the Corporation shall be open to individuals who are eighteen years of age or older, and who are in good standing with the American Kennel Club.

A. Applicants for associate membership need to fill out the membership form in its entirety;

B. Associate membership carries no voting privileges and is not counted in a quorum;

C. Associate members may not hold office;

D. Associate members may not hold the position of Chairman of any committee, but may act as an assistant;

E. Associate members may apply for regular membership by making a written declaration of intent to the Secretary, meeting the regular membership requirements and paying the appropriate price for that membership status.

SECTION 6. *Termination of Membership:* Membership may be terminated:

A. By resignation. Any member in good standing may resign from the Corporation upon written notice to the Secretary.

B. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases.

C. By expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE III Meetings

SECTION 1. *Membership Meetings:* Meetings of the membership shall be held in Butte County generally each month at a time and place designated by the President. Notice of each meeting shall be emailed by the Secretary or President at least 10 days prior to the date of the meeting. The quorum for Membership meetings shall be greater than or equal to twenty percent of the regular paid members, but not less than five members in total.¹

SECTION 2. *Special Membership Meetings:*

A. Special Membership meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board when at least five percent of regular members of the Corporation who are in good standing petition such a meeting. Special meetings shall be held in Butte County at such hour and place as may be designated by the person or persons authorized herein to call such meetings. The Secretary shall mail and email notice of such meetings and send between 10 and 15 days prior to the date of the meeting. No other Corporation business may be transacted thereat. The quorum for Special Membership meetings shall be greater than or equal to twenty percent of the regular paid members, but not less than five members in total.

B. Calling Special Meetings: A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, by written notice emailed by the Secretary, stating that a meeting will be held at a specified time and date determined by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.²

SECTION 3. *Board Meetings:* Meetings of the Board of Directors shall be held in Butte County prior to each general meeting as such hour and place designated by the President. Written notice of each such meeting shall be emailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be at least 50 percent of the Board. All Board of Directors meetings shall be open to attendance and input by all club members.

SECTION 4. *Special Board Meetings:* Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least four members of the Board. Such special meetings shall be held in Butte County at such hour and place as may be designated by the person(s) authorized herein to call such meetings. The Secretary shall email written notice of such meeting between 7 to 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such meeting shall be a majority of the Board.³

ARTICLE IV
Directors and Officers

SECTION 1. *Board of Directors:* The Board shall be comprised of officers including the President, Vice President, Secretary, Treasurer, and five other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Corporation's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the Corporation's affairs shall be entrusted to the Board of Directors.

SECTION 2. *Officers:* The Corporation's officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Corporation and its meetings and the Board and its meetings.

A. The President shall preside at all meetings of the Corporation and the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

B. The Vice President shall have the duties and exercise the powers of the President in the case of the President's absence, incapacity, or death.

C. The Secretary shall keep a record of all meetings of the Corporation and of the Board and of all matters of which the Corporation shall order a record. In addition, the Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Corporation with their contact information and carry out such other duties as are prescribed in these bylaws.

D. The Treasurer shall:

- i. Collect and receive all monies due or belonging to the Corporation and receipt therefore;
- ii. Deposit the same in a bank and/or financial investment company accounts that are satisfactory to the Board in the name of the Corporation;
- iii. Keep the books open to the inspection by the Board and shall report at every meeting the condition of the Corporation's finances and every item or receipt or payment not before reported;
- iv. At the annual meeting render an account of all monies received and expended during the past fiscal year.

SECTION 3. *Vacancies:* Any vacancies occurring on the Board of Directors during the year shall be filled for the unexpired term of office. The President shall appoint to fill the vacancy and it shall be confirmed by a majority vote of the members of the Board at its first regular meeting following the vacancy.

SECTION 4. *Compensation:* No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person 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 (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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

ARTICLE V
The Club Year, Annual Meeting, and Elections

SECTION 1. *Club Year:* The Corporation's fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. *Annual Meeting:* The annual meeting shall be held in January of each year at which directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 5 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 15 days after the election.

SECTION 3. *Elections:* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. *Proxies:* Proxy voting will not be permitted at any Corporation meeting or election.

SECTION 5. *Nominations:* No person may be a candidate in a Corporation election who has not been nominated. During the month of September, the Board shall select a Nominating Committee consisting of three members and one alternate, at least one of whom may be a member of the Board and at least one general member. The Secretary shall notify the committee and alternate of their selection. The President shall name a Chair for the Committee and it shall be the Chair's duty to call a committee meeting, which shall be held on or before the 1st of October.

A. The Committee shall nominate one candidate for each office and five candidates for positions on the Board, and after securing their consent report their nominations to the Secretary in writing via email by October 15th.

B. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing via email of the candidates so nominated.

C. Additional nominations may be made at the December meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one office.

D. Nominations cannot be made at the annual meeting or in any manner other than provided in this section.

ARTICLE VI Committees

SECTION 1. *Appointments:* The Board of Directors may each year appoint standing committees to advance the work of the Corporation in such matters as dog shows, obedience trials, rally trials, agility trials, trophies, annual prizes, membership, audit and other fields which may be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed to the Board to aid it on particular projects.

SECTION 2. *Terminations:* Any committee appointments may be terminated by a majority vote of the Board of Directors and shall notify the appointee of such action in writing. The Board may appoint successors to those persons whose services have been terminated.

SECTION 3. *Audits:* During the month of October, the Board of Directors shall select an Audit Committee consisting of the current Treasurer, one Board member, and one general member, and one alternate. This committee shall examine the records of the Treasurer and report its findings to the Corporation at the December meeting.

ARTICLE VII Discipline

SECTION 1. *American Kennel Club Suspension:* Any member who is suspended from the privileges of the American Kennel Club or is not abiding by the AKC Rules and Standards or damages the reputation of either the BCKC or AKC shall be suspended from the privileges of this Corporation for a time period determined by the Board of Directors.

SECTION 2. *Charges:* Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Corporation. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board Meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests to the Corporation. If the Board considers that the charges do not allege conduct, which would be prejudicial to the interest of the Corporation, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a Board hearing not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if so desired.

SECTION 3. *Board Hearing:* The Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Corporation for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also

recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before the peer members at the ensuing Corporation Meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. *Expulsion:* Expulsion of a member from the Corporation may be accomplished only at a meeting of the membership following a Board of Directors Hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the membership to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and shall invite the defendant, if present, to speak on their own behalf if so desired. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII Amendments

SECTION 1. *Proposals:* Amendments to these bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendation of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. *Modifications:* The bylaws may be amended by a two-thirds secret vote at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the meeting and emailed to each member at least 10 days prior to the date of the meeting.

ARTICLE IX Dissolution

SECTION 1. The Corporation may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of dissolution of the Corporation other than for the purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Corporation nor any proceeds thereof nor any assets of the Corporation shall be distributed to any member of the Corporation. Upon the dissolution of the Corporation, its assets remaining after payment of provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for either charitable or social welfare purposes, having established its tax-exempt status under either Section 501(c)(3) or 501(c)(4) as applicable, for the benefit of dogs.

ARTICLE X
Order of Business

SECTION 1. *Board Meetings:* At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call (Sign In)
- Review of Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Review of New Membership Applications
- Adjournment

SECTION 2. *General Meetings:* At the meetings of the Corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call (Sign In)
- Review of Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at Annual Meeting)
- Unfinished Business
- New Business
- Election of New Members
- Adjournment

ARTICLE XI
Parliamentary Authority

SECTION 1. *Course of Conduct:* The rules contained in the current edition of “Roberts Rules of Order, Newly Revised,” shall govern at all meetings of the Corporation and its committees where consistent with these bylaws and any other special rules of order the Corporation may adopt.

ARTICLE XII
Miscellaneous Provisions

SECTION 1. *Indemnification:* To the fullest extent permitted by current California law, this provision may indemnify any “agent” or former “agent” of the Corporation as described in California Corporation Code Section 5238(a) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any

“proceeding,” as that term is used in Code Section 5238(a), and “expenses,” as used in this bylaw, shall have the same meaning as in this section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of its members. At that meeting, the members shall determine under Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by the above-referenced Corporations Code Sections shall be advanced by the Corporation the before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.⁴

SECTION 2. *Insurance:* This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

SECTION 3. *Maintenance of Corporate Records:* This Corporation shall keep:

- A. Adequate and correct books and records of account;
- B. Written minutes of the proceedings of its members, board, and committees of the Board; and
- C. A record of each member’s name, address, email address, phone number(s), and class of membership.

SECTION 4. *Annual Report:* The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the Corporation’s fiscal year. That report shall contain the following information 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 California Corporations Code Section 6322 described in Article XII, Section 5 of these bylaws. This report required by shall 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.

This requirement of an annual report shall not apply if the Corporation receives less than twenty-five thousand dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

SECTION 5. *Annual Statement of Certain Transactions and Indemnifications:* As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, prepare and mail or deliver to each general member and furnish to each Director a statement of any transaction or indemnification (a) in which the Corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

- 1) Any Director or officer of the Corporation;
- 2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the pursuant to Corporations Code Section 5238, unless that indemnification has already been approved by the members under Corporations Code Section 5238(e)(2).

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Butte County Kennel Club, Inc., a California nonprofit public benefit Corporation. These bylaws consisting of 14 pages, are the bylaws of this Corporation as adopted on February 2, 2022; I certify that these bylaws have not be amended since that date.

Executed on _____ at Chico, California.
Date

Secretary Signature

Secretary Printed Name

¹California Corporations Code Section 5511(a) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. Subject to subdivision (f), and subdivision (b) of Section 5512, that notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation (Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in that meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the members, but, except as provided in subdivision (b) of Section 5512, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(b) Notice of a members' meeting or any report shall be given personally, by electronic transmission by the corporation, or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of giving of any notice or report in accordance with the provisions of this part, executed by the secretary, assistant secretary or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to a member at the address of such member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members.

Notice given by electronic transmission by the corporation under this subdivision shall be valid only if it complies with Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation under this subdivision after either of the following:

- (1) The corporation is unable to deliver two consecutive notices to the member by that means.
- (2) The inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

²California Corporations Code Section 5511(c) Upon request in writing to the corporation addressed to the attention of the chairman of the board, president, vice president or secretary by any person (other than the board) entitled to call a special meeting of members, the officer

forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the board, not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the notice or the superior court of the proper county shall summarily order the giving of the notice, after notice to the corporation giving it an opportunity to be heard. The court may issue such orders as may be appropriate, including, without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote and the form of notice.

³From Advising California Nonprofit Corporations: “*Comment:* This provision is required only for public benefit corporations and should not be used by mutual benefit or religious corporations.”

⁴From Advising California Nonprofit Corporations: “*Comment:* See Corp C §5238, 7237, 9246. If the Corporation will not have a continuing relationship with an attorney, the detailed indemnification requirements in Corp C §5238, §7237, or §9246 [Page 262] (as applicable) should be set forth, rather than merely referred to, in the bylaws. See §§8.145-8.150”